
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offers, this Composite Document and/or the accompanying Forms of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hong Kong Technology Venture Company Limited, you should at once hand this Composite Document, together with the accompanying Forms of Acceptance, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser(s) or transferee(s).

This Composite Document should be read in conjunction with the accompanying Forms of Acceptance, the contents of which form part of the terms and conditions of the Offers. This Composite Document is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

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Mission Forward Limited



Hong Kong Technology Venture Company Limited
香港科技探索有限公司
(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 1137)

COMPOSITE DOCUMENT

UNCONDITIONAL MANDATORY CASH OFFERS BY SOMERLEY CAPITAL LIMITED ON BEHALF OF MISSION FORWARD LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES IN AND TO CANCEL ALL OUTSTANDING OPTIONS OF HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED (OTHER THAN THOSE SHARES AND OPTIONS ALREADY OWNED BY MISSION FORWARD LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

Financial adviser to the Offeror



SOMERLEY CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee

ALTUS CAPITAL LIMITED

Capitalised terms used in this cover have the same meanings as defined in the section headed “Definitions” in this Composite Document.

A letter from the Board is set out on pages 19 to 33 of this Composite Document. A letter from Somerley containing, among other things, details of the terms of the Offers is set out on pages 7 to 18 of this Composite Document. A letter from the Independent Board Committee to the Independent Shareholders and Optionholders is set out on pages 34 to 36 of this Composite Document. A letter from Altus Capital containing its opinion and advice to the Independent Board Committee is set out on pages 37 to 61 of this Composite Document.

The procedures for acceptance and settlement of the Offers are set out in Appendix I to this Composite Document and in the accompanying Forms of Acceptance. Acceptances of the Share Offer should be sent by post or by hand to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, in an envelope marked “Hong Kong Technology Venture Company Limited – Mandatory Cash Offers” as soon as possible after receipt of the relevant Form of Acceptance but in any event so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on Tuesday, 12 August 2025, or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce. Acceptances of the Option Offer should be sent by post or by hand to the company secretary of the Company at HKTVMultimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong marked “Hong Kong Technology Venture Company Limited – Mandatory Cash Offers” so as to reach the company secretary of the Company as soon as possible but in any event by no later than 4:00 p.m. on Tuesday, 12 August 2025 or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce.

Persons including, without limitation, custodians, nominees and trustees who would, or otherwise intend to, forward this Composite Document and/or the accompanying Forms of Acceptance to any jurisdiction outside of Hong Kong should read the section headed “Availability of the Offers” in the letter from Somerley in this Composite Document and Appendix I to this Composite Document before taking any action. It is the responsibility of each overseas Shareholder wishing to accept the Offers to satisfy himself, herself or itself as to full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including obtaining any governmental, exchange control or other consents, or filing and registration requirements, which may be required to comply with all necessary formalities or legal or regulatory requirements and payment of any transfer or other taxes, duties and other required payments payable by such Shareholder in each relevant jurisdiction. Overseas Shareholders and overseas Optionholders are advised to seek professional advice on deciding whether to accept the Offers.

This Composite Document is issued jointly by the Offeror and the Company. The English texts of this Composite Document and the accompanying Forms of Acceptance shall prevail over their respective Chinese texts for the purpose of interpretation.

22 July 2025

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EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the expected timetable will be jointly announced by the Offeror and the Company.

Event	Time & Date
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Despatch date of this Composite Document and the accompanying Forms of Acceptance (<i>Note 1</i>)	Tuesday, 22 July 2025
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Offers open for acceptance (<i>Note 1</i>)	Tuesday, 22 July 2025
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Latest time and date for the Offers remaining open for acceptance on the Closing Date and closing of the Offers (<i>Note 2 and 3</i>)	4:00 p.m. on Tuesday, 12 August 2025
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Closing Date (<i>Note 2 and 3</i>)	Tuesday, 12 August 2025
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Announcement of the results of the Offers as at the Closing Date on the websites of the Stock Exchange and the Company (<i>Note 2</i>)	no later than 7:00 p.m. on Tuesday, 12 August 2025
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Latest date for despatch of cheques for payment of the total amounts due under the Offers to the Accepting Shareholders and the Accepting Optionholders in respect of valid acceptances received on the Closing Date (<i>Note 4</i>)	Thursday, 21 August 2025
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Notes:

1. The Offers, which are unconditional in all respects, are made on the date of posting of this Composite Document, and are capable of acceptance on and from Tuesday, 22 July 2025, being the date of posting of this Composite Document, until 4:00 p.m. on the Closing Date.
2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days after the date of this Composite Document. The latest time and date for acceptance of the Offers will be 4:00 p.m. on Tuesday, 12 August 2025. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Tuesday, 12 August 2025 stating the results of the Offers as at the Closing Date.
3. If you wish to accept the Offers, you should ensure your relevant duly completed and signed Form of Acceptance and the relevant documents arrive at the Registrar (for the Share Offer) or the company secretary of the Company (for the Option Offer) not later than the prescribed time. If you choose to deliver the documents by post, you should consider the timing requirements for postage.

Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements, details of which are set out in Appendix I to this Composite Document, for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

EXPECTED TIMETABLE

All acceptances, instructions, authorisations and undertakings given by the Accepting Shareholders in the **WHITE** Form of Share Offer Acceptance and by the Accepting Optionholders in the **PINK** Form of Option Offer Acceptance shall be irrevocable except as permitted under the Takeovers Code.

4. Remittance for the total amounts due to the Accepting Shareholders and Accepting Optionholders under the Offers after deducting the seller's *Hong Kong ad valorem* stamp duty payable in respect of the Share Offer will be made by the Offeror as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt of duly completed Form(s) of Acceptance and all relevant documents to render the acceptance under the Offer(s) complete and valid in accordance with the Takeovers Code.
5. All references to dates and time contained in this Composite Document and the accompanying Forms of Acceptance refer to Hong Kong dates and time.

EFFECT OF BAD WEATHER ON THE LATEST ACCEPTANCE TIME AND/OR THE LATEST DATE FOR DESPATCH OF CHEQUES

If any severe weather condition is in force in Hong Kong:

- (a) at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the Closing Day and/or the latest date for despatch of cheques for the amounts due under the Offers in respect of valid acceptances (as the case may be), the latest time and date for acceptance of the Offers will remain at 4:00 p.m. on the same Business Day and/or the latest date for despatch of cheques will remain on the same Business Day; or
- (b) at any local time at or after 12:00 noon on the Closing Day and/or the latest date for despatch of cheques for the amounts due under the Offers in respect of valid acceptances (as the case may be), the latest time and date for acceptance of the Offers will be postponed to 4:00 p.m. of the next Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter) and/or the latest date for despatch of cheques will be postponed to the next Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter).

For the purpose of this Composite Document, “severe weather” refers to the scenario where typhoon signal No. 8 or above, a black rainstorm warning (as issued by the Hong Kong Observatory), or the “extreme conditions” warning (as announced by the Hong Kong Government) is in force in Hong Kong.

DEFINITIONS

In this Composite Document, unless otherwise defined or the context otherwise requires, the following expressions shall have the following meanings. Where terms are defined and used in only one section in this Composite Document, those defined terms are not included in the table below:

“2012 Share Option Scheme”	the share option scheme adopted by the Company on 31 December 2012;
“2020 Share Option Scheme”	the share option scheme adopted by the Company on 2 June 2020;
“Accepting Optionholder(s)”	the Optionholder(s) accepting the Option Offer;
“Accepting Shareholder(s)”	the Shareholder(s) accepting the Share Offer;
“acting in concert”	has the meaning given to it under the Takeovers Code;
“associate(s)”	has the meaning given to it in the Takeovers Code;
“Board”	the board of Directors;
“Business Day(s)”	has the meaning ascribed to it under the Takeovers Code;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“Closing Date”	Tuesday, 12 August 2025;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	Hong Kong Technology Venture Company Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1137);
“Composite Document”	this composite document dated 22 July 2025 jointly issued by the Offeror and the Company to the Shareholders and the Optionholders in accordance with the Takeovers Code in relation to the Offers;
“Consideration”	the aggregate consideration under the SPAs, being HK\$62,834,312;

DEFINITIONS

“Director(s)”	the director(s) of the Company;
“Encumbrance”	any encumbrance including any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, right to acquire, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), any provisional or executorial attachment and any other interest or right of any nature held, or claim that could be raised, by a third party, and any agreement, commitment or right to give, create or enforce any of the foregoing;
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director;
“Form of Option Offer Acceptance”	the PINK form of acceptance and cancellation in respect of the Option Offer accompanying this Composite Document;
“Form of Share Offer Acceptance”	the WHITE form of acceptance and transfer in respect of the Share Offer accompanying this Composite Document;
“Forms of Acceptance”	collectively, the Form of Share Offer Acceptance and the Form of Option Offer Acceptance, and “Form of Acceptance” shall mean either one of them;
“Group”	the Company and its subsidiaries from time to time and the term “member of the Group” shall be construed accordingly;
“HKSCC Nominees”	HKSCC Nominees Limited;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	an independent board committee of the Board established pursuant to the Takeovers Code to give recommendations to the Independent Shareholders and Independent Optionholders in respect of the Offers;

DEFINITIONS

“Independent Financial Adviser” or “Altus Capital”	Altus Capital Limited, the independent financial adviser appointed by the Independent Board Committee to advise the Independent Board Committee in respect of the Offers, a licensed corporation under the SFO, licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities;
“Independent Shareholder(s)”	the Shareholder(s) other than the Offeror, Mr. Wong and their concert parties;
“Independent Optionholder(s)”	the Optionholder(s) other than the Offeror, Mr. Wong and their concert parties;
“Joint Announcement”	the announcement jointly issued by the Offeror and the Company dated 26 June 2025 in relation to, among other things, the Offers;
“Last Trading Day”	26 June 2025, being the last day on which the Shares were traded on the Stock Exchange prior to the publication of the Joint Announcement pursuant to Rule 3.5 of the Takeovers Code;
“Latest Acceptance Time”	the latest time of receipt by the Registrar or the company secretary of the Company (as the case may be) of the Forms of Acceptance submitted by the Shareholders and Optionholders, being 4:00 p.m. on Tuesday, 12 August 2025;
“Latest Practicable Date”	18 July 2025, being the latest practicable date prior to the printing of this Composite Document for the purpose of ascertaining information contained in this Composite Document;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Mr. Cheung”	Mr. Cheung Chi Kin, Paul, Chairman and an executive Director of the Company;
“Mr. Leung”	Mr. Leung Ka Pak, Kapak;
“Mr. Wong”	Mr. Wong Wai Kay, Ricky, Vice Chairman, Group Chief Executive Officer and an executive Director of the Company;

DEFINITIONS

“Ms. Wong”	Ms. Wong Nga Lai, Alice, Group Chief Financial Officer, Company Secretary and an executive Director of the Company;
“Mr. Yau”	Mr. Yau Ming Yan;
“Offer Period”	has the meaning ascribed to it under the Takeovers Code;
“Offer Shares”	the Shares which are subject to the Share Offer;
“Offeror”	Mission Forward Limited, a company incorporated in British Virgin Islands with limited liabilities, and a wholly owned company of Mr. Wong Wai Kay, Ricky;
“Offeror Concert Parties”	the parties acting in concert with the Offeror, as determined in accordance with the Takeovers Code;
“Offers”	the Share Offer and the Option Offer;
“Offers Loans”	the unsecured and interest-free loans extended to the Offeror by Top Group and Mr. Cheung in the amounts of HK\$134,800,000, and HK\$9,872,264 and US\$4,000,000 respectively for the settlement of part of the cash consideration payable under the Offers;
“Option Offer”	the offer by Somerley on behalf of the Offeror in compliance with Rule 13 of the Takeovers Code to cancel all the outstanding Options not already owned by the Offeror and its concert parties;
“Option Offer Price”	the price at which the Option Offer is made in relation to any Option;
“Optionholder(s)”	the holder(s) of the Options;
“Options”	outstanding share options granted by the Company pursuant to the 2012 Share Option Scheme;
“Register of Members”	the register of members of the Company;
“Registrar”	Computershare Hong Kong Investor Services Limited, the share registrar of the Company;

DEFINITIONS

“Relevant Period”	the period from 26 December 2024, being the date falling six months prior to 26 June 2025 (the commencement date of the Offer Period), up to and including the Latest Practicable Date;
“Sale Shares”	10,499 and 4,910 ordinary shares in Top Group held by Mr. Leung and Mr. Yau respectively (representing approximately 29.50% of the total issued share capital of Top Group as at the date of the Joint Announcement and the Latest Practicable Date);
“Sellers”	Mr. Leung and Mr. Yau;
“Sellers Loans”	the unsecured and interest-free loans extended to the Offeror by the Sellers in the amounts of HK\$42,812,476 and HK\$20,021,836 respectively for the settlement of the Consideration under the SPAs, which shall be repaid in multiple instalments, with the first instalment being due during the year of 2026 and the last instalment being due during the years of 2032 and 2031 respectively;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Offer”	the unconditional mandatory cash offer by Somerley on behalf of the Offeror to acquire all the issued Shares not already owned by the Offeror and its concert parties in accordance with the Takeovers Code as a result of the SPA Completion;
“Share Offer Price”	HK\$0.654 per Offer Share;
“Share(s)”	ordinary share(s) in the issued share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Somerley”	Somerley Capital Limited, the financial adviser to the Offeror in relation to the Offers, a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities;

DEFINITIONS

“Somerley Group”	Somerley and persons controlling, controlled by or under the same control (with the meanings ascribed to such terms in the Takeovers Code) as Somerley;
“SPA Completion”	completion of the sale and purchase of the Sale Shares under the SPAs which took place on 26 June 2025;
“SPAs”	(i) the sale and purchase agreement dated 26 June 2025 between the Offeror as purchaser and Mr. Leung as seller in relation to the sale and purchase of 10,499 ordinary shares in Top Group; and (ii) the sale and purchase agreement dated 26 June 2025 between the Offeror as purchaser and Mr. Yau as seller in relation to the sale and purchase of 4,910 ordinary shares in Top Group;
“special deal”	has the meaning given to it in the Takeovers Code;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Title Documents”	(i) relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the relevant Offer Shares, or (ii) relevant certificate(s), document(s) of title or entitlement in respect of the Options and/ or any other document(s) (if applicable) evidencing the grant of the Options to the relevant Optionholder (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the relevant Options;
“Top Group”	Top Group International Ltd., a company incorporated in the British Virgin Islands with limited liability, a Shareholder holding approximately 45.01% in the Company as at the Latest Practicable Date;
“United States” or “U.S.”	the United States of America;
“US\$”	United States dollar, the lawful currency of the United States; and
“%”	per cent.

LETTER FROM SOMERLEY



SOMERLEY CAPITAL LIMITED
20th Floor
China Building
29 Queen's Road Central
Hong Kong

22 July 2025

To the Shareholders and the Optionholders,

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFERS BY
SOMERLEY CAPITAL LIMITED ON BEHALF OF
MISSION FORWARD LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES IN AND
TO CANCEL ALL OUTSTANDING OPTIONS OF
HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED
(OTHER THAN THOSE SHARES AND OPTIONS ALREADY OWNED BY
MISSION FORWARD LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

1. INTRODUCTION

Reference is made to the Joint Announcement in relation to, among others, the SPAs and the Offers. As disclosed in the Joint Announcement, on 26 June 2025, the Offeror entered into the SPAs with the Sellers respectively. Subject to and in accordance with the SPAs, the Offeror has agreed to purchase, and Mr. Leung and Mr. Yau have agreed to sell, 10,499 and 4,910 ordinary shares in Top Group respectively (representing approximately 20.10% and 9.40% of the total issued share capital of Top Group, respectively, as at the date of the Joint Announcement), for HK\$42,812,476 and HK\$20,021,836 respectively, representing an aggregate consideration of HK\$62,834,312, which has been settled with the Sellers Loans.

The Offeror on one hand, and each of the Sellers on the other hand, have agreed to give certain customary representations and warranties in favour of the other party.

SPA Completion has taken place on the date of the SPAs.

Immediately prior to SPA Completion, (i) the Offeror had no direct interest in the Shares or the issued share capital in Top Group; and (ii) Mr. Wong, Vice-Chairman, Group Chief Executive Officer and an Executive Director of the Company and the sole shareholder of the Offeror, had approximately 22.30% shareholding interest in Top Group, which is directly interested in 355,051,177 Shares, representing approximately 45.01% of the total issued Shares. Mr. Wong is interested in 10,000,000 outstanding Options. Mr. Cheung, being a concert party of the Offeror,

LETTER FROM SOMERLEY

is interested in 51,377,763 Shares, representing 6.51% of the total issued Shares, and 9,000,000 outstanding Options. Ms. Wong, being a concert party of the Offeror, is interested in 50,000 Shares, representing 0.01% of the total issued Shares, and 4,000,000 outstanding Options.

As at the Latest Practicable Date, the Offeror and Mr. Wong held approximately 51.80% of the issued share capital of Top Group and were indirectly interested in 355,051,177 Shares held by Top Group, representing approximately 45.01% of the total issued Shares. Accordingly, the Offeror and Mr. Wong, together with the Offeror's concert parties, were interested in 406,478,940 Shares, representing approximately 51.53% of the total issued Shares, and 23,000,000 outstanding Options.

Immediately prior to SPA Completion, Mr. Wong held approximately 22.30% shareholding interest in Top Group. As a result of the SPA Completion, Mr. Wong holds directly and indirectly (through the Offeror) approximately 51.80% shareholding interest in Top Group and has therefore acquired statutory control of Top Group which in turn holds a controlling interest in the Company. The Offeror is therefore required to make the Share Offer for all the issued Shares (other than those already owned by the Offeror and its concert parties) in accordance with Note 8 to Rule 26.1 of the Takeovers Code and the Offeror is also required to make the Option Offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties) in accordance with Rule 13 of the Takeovers Code.

On 26 June 2025, the Offeror and the Company jointly announced that unconditional mandatory cash offers would be made by Somerley on behalf of the Offeror (i) to acquire all of the issued shares in the Company (other than those Shares already owned by the Offeror and parties acting in concert with it), being 382,406,841 Shares representing approximately 48.47% of the total issued Shares as at the Latest Practicable Date, at the Share Offer Price of HK\$0.654 per Share, and (ii) to cancel all the outstanding options of the Company (other than those Options already owned by the Offeror and parties acting in concert with it), being 18,105,962 Options outstanding under the 2012 Share Option Scheme. The exercise of such Options in full would result in the issue of 18,105,962 new Shares, representing approximately 2.24% of the total issued Shares as enlarged by the issue of such new Shares as at the Latest Practicable Date, at the Option Offer Price of HK\$0.0001 per Option.

This letter forms part of this Composite Document and sets out, among others, the principal terms of the Offers, the information on the Offeror, the reasons for making the Offers and the intention of the Offeror in relation to the Company. Further details of the Offers and the procedures for accepting the Offers are set out in Appendix I to this Composite Document and in the accompanying Forms of Acceptance and the additional information set out in the appendices to, and which forms part of, this Composite Document.

Your attention is also drawn to the "Letter from the Board" on pages 19 to 33, the "Letter from the Independent Board Committee" on pages 34 to 36 and the "Letter from Altus Capital" on pages 37 to 61 of this Composite Document.

LETTER FROM SOMERLEY

Terms defined in this Composite Document have the same meanings in this letter unless the context otherwise requires.

2. THE OFFERS

Somerley, on behalf of the Offeror, is making the Offers in compliance with the Takeovers Code on the following basis:

A. The Share Offer

The Share Offer is made by Somerley on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

(i) *The Share Offer Price*

For each Offer Share HK\$0.654 in cash

Top Group is a special purpose vehicle established principally to hold its investment in the Shares. The Share Offer Price of HK\$0.654 per Offer Share is calculated based on the Pacpo Formula set out in Practice Note 19 to the Takeovers Code, taking into account (i) the aggregate Consideration payable by the Offeror and the number of ordinary shares in Top Group transacted under the SPAs (i.e. the Sale Shares), (ii) the value of the Shares held by Top Group relative to the net asset value of Top Group, as adjusted by the special dividend declared by the Company on 27 March 2025, a corresponding dividend declared by Top Group, and the effect of the exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, and (iii) the number of Shares held by Top Group.

Based on the Pacpo Formula, the Share Offer Price of HK\$0.654 per Offer Share is calculated as follows:

Net asset value of the Company ^{Note 1}	x	Top Group's % shareholding in the Company	x	Consideration under the SPAs/ number of the Sale Shares	x	Total issued share capital of Top Group
Net asset value of Top Group ^{Note 2}				Number of Shares held by Top Group		

Note 1: The net asset value of the Company represents the consolidated net asset value attributable to the Shareholders as at 31 December 2024, minus the aggregate special dividend declared on 27 March 2025 and paid on 6 June 2025, plus the funds raised arising from the issuance of new Shares upon exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, being approximately HK\$1,572.3 million.

LETTER FROM SOMERLEY

Note 2: The net asset value of Top Group represents the net asset value attributable to the shareholders of Top Group as at 31 December 2024, as adjusted by the followings: (i) the aggregate dividend declared by Top Group to its shareholders, following receipt of abovementioned special dividend from the Company; and (ii) the decrease in Top Group's share of net assets in the Company mainly as a result of a dilution of Top Group's shareholding in the Company following the issuance of new Shares upon exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, being approximately HK\$649.5 million.

As at the Latest Practicable Date, the Company had 788,885,781 Shares in issue. The Offeror and its concert parties are interested in 406,478,940 Shares, representing approximately 51.53% of the total issued Shares. The total number of Offer Shares is therefore 382,406,841 Shares representing approximately 48.47% of the total issued Shares.

The Company confirmed that as at the Latest Practicable Date, (a) the Company had no dividends or distributions which had been declared but unpaid; and (b) the Company had no intention to make, declare or pay any dividends or distributions prior to the close of the Offers.

The Share Offer Price will not be increased, and the Offeror does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Share Offer Price.

The Offer Shares to be acquired under the Share Offer shall be fully paid and shall be acquired free from all Encumbrances and sold together with all rights and benefits attaching to them as at the date such Shares are transferred to the Offeror or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Share Offer is made, being the date of this Composite Document, unless the Offeror has reduced the Share Offer Price in respect of any dividend declared, paid/made or agreed to be paid/made by the Company up to the close of the Share Offer. In the event that the Company decides to declare, pay, make or agree to pay or make any dividends on or after the date of the Joint Announcement and up to close of the Share Offer, the Offeror will reduce the Share Offer Price by the amount of such dividends. The Company has confirmed that it does not intend to make, declare or pay any dividends or distributions before close of the Offers.

(ii) Comparison of value

The Share Offer Price of HK\$0.654 per Share represents:

- (a) a discount of approximately 59.4% to the closing price of HK\$1.61 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

LETTER FROM SOMERLEY

- (b) a discount of approximately 57.8% to the closing price of HK\$1.55 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (c) a discount of approximately 58.3% to the average closing price of approximately HK\$1.57 per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Date;
- (d) a discount of approximately 59.4% to the average closing price of approximately HK\$1.61 per Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Date;
- (e) a discount of approximately 72.4% to the Group's net asset value attributable to the Shareholders of approximately HK\$2.37 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2024, calculated based on the consolidated net asset value attributable to the Shareholders of HK\$1,871,619,000 as at 31 December 2024 as derived from the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024 and 788,885,781 Shares in issue as at the Latest Practicable Date;
- (f) a discount of approximately 67.1% to the Group's adjusted net asset value attributable to the Shareholders of approximately HK\$1.99 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2024, calculated based on the consolidated net asset value attributable to the Shareholders of HK\$1,871,619,000 as at 31 December 2024 as derived from the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024 adjusted by the payment of the special dividend of 38 Hong Kong cents per Share, totalling approximately HK\$299,777,000, declared on 27 March 2025 and paid on 6 June 2025, and 788,885,781 Shares in issue as at the Latest Practicable Date; and
- (g) a discount of approximately 69.4% to the Group's adjusted net asset value attributable to the Shareholders of approximately HK\$2.14 per Share, calculated based on the adjusted unaudited consolidated net asset value of the Group attributable to the Shareholders of HK\$1,688,712,000, the calculation of which is set out in the section headed "PROPERTY INTERESTS AND ADJUSTED NET ASSET VALUE" in Appendix II to this Composite Document, and 788,885,781 Shares in issue as at the Latest Practicable Date.

(iii) Highest and lowest share prices of Shares

During the Relevant Period, the highest closing price of Shares (on an ex-dividend basis) as quoted on the Stock Exchange was HK\$1.879 per Share on 7 May 2025, and the lowest closing price of Shares (on an ex-dividend basis) as quoted on the Stock Exchange was HK\$0.98 per Share on 13 March 2025.

LETTER FROM SOMERLEY

B. The Option Offer

In accordance with Rule 13 of the Takeovers Code, when the Share Offer is made, Somerley, on behalf of the Offeror, also makes an appropriate offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties), whether vested or unvested, by way of the Option Offer. The Option Offer Price represents the “see-through” price, which is the difference between the Share Offer Price and the exercise price for each Option, and is made on the following terms:

(i) The Option Offer Price

For each Option with exercise price

above the Share Offer Price HK\$0.0001 in cash

The Option Offer Price per Option is illustrated in the following table:

2012 Share Option Scheme

Date of grant	Period during which Share Options are exercisable	Exercise price per Share (HK\$)	Number of new Shares to be issued upon exercise of Share Options by Optionholders	Option Offer Price per Option (HK\$)
21 February 2017	1 March 2018 to 20 February 2027 <i>Note 1</i>	1.450	4,088,000	0.0001
23 March 2017	1 March 2018 to 22 March 2027	1.464	1,000,000	0.0001
26 May 2017	1 March 2018 to 22 March 2027	1.464	19,000,000	0.0001
27 December 2019	1 January 2021 to 26 December 2029	3.420	3,203,750	0.0001
27 December 2019	1 January 2022 to 26 December 2029	3.420	4,814,212	0.0001

LETTER FROM SOMERLEY

Date of grant	Period during which Share Options are exercisable	Exercise price per Share (HK\$)	Number of new Shares to be issued upon exercise of Share Options by Optionholders	Option Offer Price per Option (HK\$)
27 March 2020	27 March 2021 to 26 March 2030	4.434	4,500,000	0.0001
27 March 2020	27 March 2022 to 26 March 2030	4.434	4,500,000	0.0001
			Total:	<u>41,105,962</u>

Note 1: Among these 4,088,000 Options, the exercise of 893,000 Options is subject to certain conditions that must be achieved by the grantees. These Options vested on 1 March 2018 and shall be exercised not later than 20 February 2027.

As all outstanding Options have exercise prices in the range of HK\$1.450 and HK\$4.434 per Share, which are above the Share Offer Price, and are therefore out-of-the-money, the Option Offer Price for the cancellation of each such Option is a nominal cash amount of HK\$0.0001.

As at the Latest Practicable Date,

- (a) there was an aggregate of 41,105,962 Options outstanding under the 2012 Share Option Scheme, each giving the Optionholder the right to subscribe for one new Share. The exercise of such Options in full would result in the issue of 41,105,962 new Shares, representing approximately 4.95% of the total issued Shares as enlarged by the issue of such new Shares; and
- (b) save for 23,000,000 Options owned by the Offeror and its concert parties, there was an aggregate of 18,105,962 Options outstanding under the 2012 Share Option Scheme. The exercise of such Options in full would result in the issue of 18,105,962 new Shares, representing approximately 2.24% of the total issued Shares as enlarged by the issue of such new Shares.

As set out in the “Letter from the Board” of this Composite Document, pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within fourteen days after the publication of this Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent

LETTER FROM SOMERLEY

Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed.

If any Option is exercised in accordance with the terms of the 2012 Share Option Scheme prior to the close of the Share Offer, any Shares issued as a result of such exercise will be subject to the Share Offer.

(ii) 2020 Share Option Scheme

As at the Latest Practicable Date, no share option had been granted under the 2020 Share Option Scheme since its adoption.

Save and except for the Options, there were no other outstanding options, warrants, derivatives or securities convertible or exchangeable into Shares or other relevant securities as at the Latest Practicable Date.

3. OFFERS ARE UNCONDITIONAL

The Offers are unconditional in all respects and are not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions. Acceptance of the Offers will become irrevocable and cannot be withdrawn unless in accordance with Rule 19.2 of the Takeovers Code.

4. TOTAL VALUE OF THE OFFERS

On the basis of the Share Offer Price of HK\$0.654 per Offer Share and assuming that no Option is exercised, cancelled or lapsed before the close of the Offers, the Share Offer (excluding 406,478,940 Shares already owned by the Offeror and its concert parties) is valued at approximately HK\$250,094,000 and, on the basis of the Option Offer Price of HK\$0.0001 for each Option with exercise price above the Share Offer Price, the total amount required to satisfy the cancellation of all the outstanding Options (excluding the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong respectively) is approximately HK\$2,000. Based on the aforesaid and assuming that no Option is exercised, cancelled or lapsed before the close of the Offers, the Offers are valued at approximately HK\$250,096,000 in aggregate.

As at the Latest Practicable Date, there were 41,105,962 Options outstanding. Assuming all of the exercisable Options (excluding the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong respectively) are exercised before the close of the Offers, the Company will have to issue 18,105,962 new Shares. Assuming all of the exercisable Options (excluding the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong respectively) are exercised before the close of the Offers and the Share Offer, including in respect of such new Shares issued upon exercise of such exercisable Options is accepted in full, the maximum cash consideration for the Offers is approximately HK\$261,935,000.

LETTER FROM SOMERLEY

Confirmation of financial resources

The Offeror intends to finance and satisfy the maximum cash consideration payable under the Offers by its internal cash resources and the Offers Loans. The repayment of the Offers Loans is not intended to depend to any significant extent on the business of the Company.

Somerley, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the maximum cash consideration payable by the Offeror upon full acceptance of the Offers.

5. INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in British Virgin Islands with limited liability, and is a special purpose vehicle established by, and wholly-owned by, Mr. Wong and is principally engaged in investment holding. Mr. Wong is the sole shareholder and sole director of the Offeror.

6. INTENTION OF THE OFFEROR ON THE COMPANY

A. Business and management

The Offeror's intention is for the Group to continue to carry on its existing principal businesses and research and development and the Offeror does not have specific plans to introduce any major changes to the existing principal business of the Group (including, without limitation, those set out under the section headed "INFORMATION ON THE COMPANY AND THE GROUP" in the "Letter from the Board"). The Offeror will continue to conduct a strategic review of the Group's principal businesses, business development strategy, and financial position to assess whether any changes are appropriate or desirable following close of the Offers with the objective to optimize the Group's operations and future development. Based on the outcome of such review and/or any future developments, the Offeror may implement changes it considers necessary, appropriate, or beneficial to enhance the Group's long-term growth potential. For completeness, as at the Latest Practicable Date, the Offeror had not identified any major changes to be implemented to the Group's existing principal businesses.

The Offeror has no intention (1) to redeploy any fixed assets of the Group or to discontinue the employment of the employees (other than in the ordinary and usual course of business of the Group or due to personal performance or conduct issues) or (2) to nominate or appoint new Directors to the Board.

B. Maintaining of listing status of the Company

The Offers are required to be extended to all Independent Shareholders and all Independent Optionholders as a result of the completion of the sale and purchase of the Sale Shares in Top Group in accordance with Rules 26.1 and 13 of the Takeovers Code. The Offeror does not have any intention to privatise the Company. The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers. The Offeror intends that, following the close of the Offers, appropriate steps will be taken as soon as possible to ensure that not less than 25% of the Shares will be held by the public. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any outstanding Offer Shares after the close of the Offers.

7. GENERAL MATTERS RELATING TO THE OFFERS

A. Procedures for Acceptance

The Offers are open for acceptance from the date of this Composite Document. In order to accept the Offers, Independent Shareholders and Independent Optionholders should complete and return the relevant accompanying Form of Acceptance in compliance with Note 1 to Rule 30.2 of the Takeovers Code and in accordance with the instructions set out in this Composite Document and the instructions printed on the relevant Form of Acceptance. The instructions in this Composite Document should be read together with the instructions on the relevant Form of Acceptance (which instructions form part of the terms of the Offers).

No Form of Acceptance received after the Latest Acceptance Time will be accepted.

If the Form of Acceptance is executed by a person other than the registered holder, appropriate evidence of authority (for instance, a grant of probate or certified copy of a power of attorney) must be delivered to the Registrar or the company secretary of the Company (as the case may be) with the completed Form of Acceptance.

No acknowledgement of receipt of any Form of Acceptance or Title Documents will be given.

B. Effect of accepting the Offers

Acceptance of the Share Offer by any Independent Shareholder will be deemed to constitute a warranty by such person that all the Shares sold by such person under the Share Offer are fully paid and shall be acquired free from all Encumbrances and sold together with all rights and benefits attaching to them as at the date such Shares are transferred to the Offeror or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Share Offer is made, being the date of this Composite Document unless the Offeror has reduced the Share Offer Price in respect of any

LETTER FROM SOMERLEY

dividend declared, paid/made or agreed to be paid/made by the Company up to the close of the Share Offer. In the event that the Company decides to declare, pay, make or agree to pay or make any dividends on or after the date of the Joint Announcement and up to close of the Share Offer, the Offeror will reduce the Share Offer Price by the amount of such dividends. The Company has confirmed that it does not intend to make, declare or pay any dividends or distributions before close of the Offers.

By validly accepting the Option Offer, the outstanding Options tendered by the Independent Optionholders, together with all rights attaching thereto with effect from the date of this Composite Document, will be cancelled. Independent Optionholders should note that pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within fourteen days after the publication of this Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed.

C. Payment

Payment in cash in respect of acceptances of the Offers will be made no later than seven (7) Business Days after the date on which the Offer Shares and Options are validly tendered for acceptance of the Offers. Relevant Title Documents must be received by the Registrar or the company secretary of the Company (as the case may be) to render each acceptance of the Offers complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder or an Optionholder who accepts the Offers will be rounded up to the nearest cent.

D. Hong Kong stamp duty

The seller's Hong Kong ad valorem stamp duty on acceptances of the Share Offer at a rate of 0.1% of the amount of the consideration payable in respect of the relevant acceptances by the Independent Shareholders or if higher, the market value of the Shares, will be deducted from the amount payable to the Independent Shareholders who accept the Share Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Shareholders accepting the Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Share Offer.

No stamp duty is payable in connection with the acceptance of the Option Offer.

LETTER FROM SOMERLEY

8. AVAILABILITY OF THE OFFERS

The Offeror is making the Offers available to all Independent Shareholders and Independent Optionholders, including those with registered addresses outside Hong Kong. The availability of the Offers to any persons not resident in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any Independent Shareholders or Independent Optionholders who are not resident in Hong Kong and who wish to accept the Offers should inform themselves about and observe any applicable requirements in their own jurisdictions. **It is the responsibility of the Independent Shareholders and the Independent Optionholders who are not resident in Hong Kong who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Shareholder or Optionholder in respect of such jurisdictions) and, where necessary, consult their own professional advisers.**

9. TAXATION AND INDEPENDENT ADVICE

Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting the Offers or not. It is emphasised that none of the Offeror, Somerley and the Company, nor any of their respective directors, officers, agents or associates or any other person involved in the Offers, accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their accepting or not accepting the Offers.

10. FURTHER TERMS OF THE OFFERS

Please see “Appendix I – Principal Terms of the Offers” to this Composite Document for further terms of the Offers.

11. ADDITIONAL INFORMATION

Your attention is drawn to the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from Altus Capital” as set out in this Composite Document, the accompanying Forms of Acceptance and the additional information set out in the appendices to, and which forms part of, this Composite Document.

Yours faithfully,
For and on behalf of
Somerley Capital Limited
John Wong
Director

LETTER FROM THE BOARD



Hong Kong Technology Venture Company Limited 香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 1137)

Executive Directors:

Mr. Cheung Chi Kin, Paul (*Chairman*)

Mr. Wong Wai Kay, Ricky

*(Vice Chairman and
Group Chief Executive Officer)*

Ms. Wong Nga Lai, Alice

*(Group Chief Financial Officer and
Company Secretary)*

Mr. Lau Chi Kong

(Chief Executive Officer (International Business))

Ms. Zhou Huijing

(Chief Executive Officer (Hong Kong))

*Registered office and principal place of
business in Hong Kong:*

HKTV Multimedia and Ecommerce Centre

No. 1 Chun Cheong Street

Tseung Kwan O Industrial Estate

New Territories

Hong Kong

Independent non-executive Directors:

Mr. Peh Jefferson Tun Lu

Mr. Lee Hon Ying, John

Mr. Mak Wing Sum, Alvin

Mr. Ann Yu Chiu, Andy

22 July 2025

To the Independent Shareholders and the Independent Optionholders,

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFERS BY
SOMERLEY CAPITAL LIMITED ON BEHALF OF
MISSION FORWARD LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES IN AND
TO CANCEL ALL OUTSTANDING OPTIONS OF
HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED
(OTHER THAN THOSE SHARES AND OPTIONS ALREADY OWNED
BY MISSION FORWARD LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

LETTER FROM THE BOARD

INTRODUCTION

Reference is made to the Joint Announcement in relation to, among others, the SPAs and the Offers. Unless otherwise specified, capitalised terms used in this letter shall have the same meanings as those defined in this Composite Document.

As disclosed in the Joint Announcement, on 26 June 2025, the Offeror entered into the SPAs with the Sellers respectively. Subject to and in accordance with the SPAs, the Offeror has agreed to purchase, and Mr. Leung and Mr. Yau have agreed to sell, 10,499 and 4,910 ordinary shares in Top Group, respectively (representing approximately 20.10% and 9.40% of the total issued share capital of Top Group, respectively, as at the date of the Joint Announcement) to the Offeror, for HK\$42,812,476 and HK\$20,021,836 respectively, making an aggregate Consideration of HK\$62,834,312, which has been settled with the Sellers Loans.

SPA Completion has taken place on the date of the SPAs.

Immediately prior to the SPA Completion, (i) the Offeror had no direct interest in the Shares or the issued share capital in Top Group; and (ii) Mr. Wong, Vice-Chairman, Group Chief Executive Officer and an Executive Director of the Company and the sole shareholder of the Offeror, had approximately 22.30% shareholding interest in Top Group, which is directly interested in 355,051,177 Shares (representing approximately 45.01% of the total issued share capital of the Company). Mr. Wong is interested in 10,000,000 outstanding Options. Mr. Cheung, being a concert party of the Offeror, is interested in 51,377,763 Shares (representing 6.51% of the total issued share capital of the Company) and 9,000,000 outstanding Options. Ms. Wong, being a concert party of the Offeror, is interested in 50,000 Shares (representing 0.01% of the total issued share capital of the Company) and 4,000,000 outstanding Options.

As at the Latest Practicable Date, the Offeror and Mr. Wong held approximately 51.80% of the issued share capital of Top Group and were indirectly interested in 355,051,177 Shares held by Top Group, representing approximately 45.01% of the total issued share capital of the Company. Accordingly, the Offeror and Mr. Wong, together with the Offeror's concert parties, were interested in 406,478,940 Shares, representing approximately 51.53% of the total issued share capital of the Company, and 23,000,000 outstanding Options.

Pursuant to Rules 26.1 and 13 of the Takeovers Code, upon the SPA Completion, the Offeror is required to make the Share Offer for all the issued Shares (other than those already owned by the Offeror and its concert parties) and to make the Option Offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties).

The purpose of this Composite Document is to provide you with, among others, details of the Offers, the recommendation from the Independent Board Committee to the Independent Shareholders and the Independent Optionholders, and the advice from the Independent Financial Adviser in respect of the Offers, together with the Form(s) of Acceptance.

LETTER FROM THE BOARD

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising all the independent non-executive Directors, namely, Mr. Peh Jefferson Tun Lu, Mr. Lee Hon Ying, John, Mr. Mak Wing Sum, Alvin and Mr. Ann Yu Chiu, Andy, has been established by the Board to advise the Independent Shareholders and the Independent Optionholders as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

The Independent Financial Adviser has been appointed to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to acceptance of the Offers. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

You are advised to read the “Letter from the Independent Board Committee” addressed to the Independent Shareholders and the Independent Optionholders, the “Letter from Altus Capital” and the additional information contained in the appendices to this Composite Document before taking any actions in respect of the Offers.

UNCONDITIONAL MANDATORY CASH OFFERS

Immediately prior to the SPA Completion, (i) the Offeror had no direct interest in the Shares or the issued share capital in Top Group; and (ii) Mr. Wong, Vice-Chairman, Group Chief Executive Officer and an Executive Director of the Company and the sole shareholder of the Offeror, had approximately 22.30% shareholding interest in Top Group, which is directly interested in 355,051,177 Shares (representing approximately 45.01% of the total issued share capital of the Company). Mr. Wong is interested in 10,000,000 outstanding Options. Mr. Cheung, being a concert party of the Offeror, is interested in 51,377,763 Shares (representing 6.51% of the total issued share capital of the Company) and 9,000,000 outstanding Options. Ms. Wong, being a concert party of the Offeror, is interested in 50,000 Shares (representing 0.01% of the total issued share capital of the Company) and 4,000,000 outstanding Options.

As at the Latest Practicable Date, the Offeror and Mr. Wong held approximately 51.80% of the issued share capital of Top Group and were indirectly interested in 355,051,177 Shares held by Top Group, representing approximately 45.01% of the total issued share capital of the Company. Accordingly, the Offeror and Mr. Wong, together with the Offeror’s concert parties, were interested in 406,478,940 Shares, representing approximately 51.53% of the total issued share capital of the Company, and 23,000,000 outstanding Options.

Pursuant to Rules 26.1 and 13 of the Takeovers Code, upon the SPA Completion, the Offeror is required to make the Share Offer for all the issued Shares (other than those already owned by the Offeror and its concert parties) and to make the Option Offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties).

As at the Latest Practicable Date, the Company has 788,885,781 Shares in issue and 41,105,962 outstanding Options which entitle the holders thereof to subscribe for 41,105,962

LETTER FROM THE BOARD

new Shares at an exercise price of ranging from HK\$1.450 to HK\$4.434 per Share. Save for the Shares and 41,105,962 outstanding Options, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the Latest Practicable Date.

Principal terms of the Offers

Somerley, on behalf of the Offeror, is making the Offers in compliance with the Takeovers Code on the following basis:

The Share Offer

The Share Offer is made by Somerley on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each Offer Share HK\$0.654 in cash

Top Group is a special purpose vehicle established principally to hold its investment in the Shares. The Share Offer Price of HK\$0.654 per Offer Share is calculated based on the Pacpo Formula set out in Practice Note 19 to the Takeovers Code, taking into account (i) the aggregate Consideration payable by the Offeror and the number of ordinary shares in Top Group transacted under the SPAs (i.e. the Sale Shares), (ii) the value of the Shares held by Top Group relative to the net asset value of Top Group, as adjusted by the special dividend declared by the Company on 27 March 2025, a corresponding dividend declared by Top Group, and the effect of the exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, and (iii) the number of Shares held by Top Group.

The Share Offer Price

Based on the Pacpo Formula, the Share Offer Price of HK\$0.654 per Offer Share is calculated as follows:

Net asset value of the Company ^{Note 1}	x	Top Group's % shareholding in the Company	x	Consideration under the SPA/ number of the Sale Shares	x	Total issued share capital of Top Group
Net asset value of Top Group ^{Note 2}				Number of Shares held by Top Group		

Note 1: The net asset value of the Company represents the consolidated net asset value attributable to the Shareholders as at 31 December 2024, minus the aggregate special dividend declared on 27 March 2025 and paid on 6 June 2025, plus the funds raised arising from the issuance of new Shares upon exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, being approximately HK\$1,572.3 million.

LETTER FROM THE BOARD

Note 2: The net asset value of Top Group represents the net asset value attributable to the shareholders of Top Group as at 31 December 2024, as adjusted by the followings: (i) the aggregate dividend declared by Top Group to its shareholders, following receipt of abovementioned special dividend from the Company; and (ii) the decrease in Top Group's share of net assets in the Company mainly as a result of a dilution of Top Group's shareholding in the Company following the issuance of new Shares upon exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, being approximately HK\$649.5 million.

As at the Latest Practicable Date, the Company has 788,885,781 Shares in issue. The Offeror and its concert parties are interested in 406,478,940 Shares, representing approximately 51.53% of the total issued share capital of the Company. The total number of Offer Shares is therefore 382,406,841 Shares representing approximately 48.47% of the total issued share capital of the Company.

As at the Latest Practicable Date, (a) the Company has no dividends or distributions which have been declared but unpaid; and (b) the Company has no intention to make, declare or pay any dividends or distributions prior to the close of the Offers.

The Option Offer

In accordance with Rule 13 of the Takeovers Code, when the Share Offer is made, Somerley, on behalf of the Offeror, also makes an appropriate offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties). The Option Offer Price represents the "see-through" price, which is the difference between the Share Offer Price and the exercise price for each Option, and is made on the following terms:

The Option Offer Price

For cancellation of each Option with exercise price above

the Share Offer Price. HK\$0.0001 in cash

LETTER FROM THE BOARD

The Option Offer Price per Option is illustrated in the following table:

2012 Share Option Scheme

Date of grant	Period during which Options are exercisable	Exercise price per Share (HK\$)	Number of new Shares to be issued upon exercise of Options by Optionholders	Option Offer Price per Option (HK\$)
21 February 2017	1 March 2018 to 20 February 2027 <i>Note 1</i>	1.450	4,088,000	0.0001
23 March 2017	1 March 2018 to 22 March 2027	1.464	1,000,000	0.0001
26 May 2017	1 March 2018 to 22 March 2027	1.464	19,000,000	0.0001
27 December 2019	1 January 2021 to 26 December 2029	3.420	3,203,750	0.0001
27 December 2019	1 January 2022 to 26 December 2029	3.420	4,814,212	0.0001
27 March 2020	27 March 2021 to 26 March 2030	4.434	4,500,000	0.0001
27 March 2020	27 March 2022 to 26 March 2030	4.434	4,500,000	0.0001
Total			41,105,962	

Note 1: Among these 4,088,000 Options, the exercise of 893,000 Options is subject to certain conditions that must be achieved by the grantees. These Options vested on 1 March 2018 and shall be exercised not later than 20 February 2027.

As all outstanding Options have exercise prices in the range of HK\$1.450 and HK\$4.434 per Share, which are above the Share Offer Price, and are therefore out-of-the-money, the Option Offer Price for the cancellation of each such Option is a nominal cash amount of HK\$0.0001.

LETTER FROM THE BOARD

As at the Latest Practicable Date,

- (a) there is an aggregate of 41,105,962 Options outstanding under the 2012 Share Option Scheme, each giving the Optionholder the right to subscribe for one new Share. The exercise of such Options in full would result in the issue of 41,105,962 new Shares, representing approximately 4.95% of the total issued share capital of the Company as enlarged by the issue of such new Shares; and
- (b) save for 23,000,000 Options owned by the Offeror and its concert parties, there is an aggregate of 18,105,962 Options outstanding under the 2012 Share Option Scheme. The exercise of such Options in full would result in the issue of 18,105,962 new Shares, representing approximately 2.24% of the total issued share capital of the Company as enlarged by the issue of such new Shares.

Pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within fourteen days after the publication of this Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed.

If any Option is exercised in accordance with the terms of the 2012 Share Option Scheme prior to the close of the Share Offer, any Shares issued as a result of such exercise will be subject to the Share Offer.

2020 Share Option Scheme

As at the Latest Practicable Date, no share option has been granted under the 2020 Share Option Scheme since its adoption.

Save and except for the Options, there are no other outstanding options, warrants, derivatives or securities convertible or exchangeable into Shares or other relevant securities as at the Latest Practicable Date.

Under the Option Offer, as the exercise price of all outstanding Options exceeds the Share Offer Price, the “see-through” price is negative and the Option Offer Price is at the nominal amount of HK\$0.0001 per Option. Following acceptance of the Option Offer, the relevant Options together with all rights attaching thereto will be entirely cancelled and renounced.

The Offers are unconditional in all respects and are not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

LETTER FROM THE BOARD

Your attention is also drawn to the paragraphs headed “(ii) Comparison of value” and “(iii) Highest and lowest share prices of Shares” in the section headed “2. The Offers – A. The Share Offer” in the “Letter from Somerley” contained in this Composite Document.

Total value of the Offers

Your attention is drawn to the section headed “Total value of the Offers” in the “Letter from Somerley” contained in this Composite Document which sets out the value of the Offers.

On the basis of the Share Offer Price of HK\$0.654 per Offer Share and assuming that no Option is exercised, cancelled or lapsed before the close of the Offers, the Share Offer (excluding 406,478,940 Shares already owned by the Offeror and its concert parties) is valued at approximately HK\$250,094,000 and, on the basis of the Option Offer Price of HK\$0.0001 for each Option with exercise price above the Share Offer Price, the total amount required to satisfy the cancellation of all the outstanding Options (excluding the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong respectively) is approximately HK\$2,000. Based on the aforesaid and assuming that no Option is exercised, cancelled or lapsed before the close of the Offers, the Offers are valued at approximately HK\$250,096,000 in aggregate.

As at the Latest Practicable Date, there were 41,105,962 Options outstanding. Assuming all the exercisable Options (excluding the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong respectively) are exercised before the close of the Offers, the Company will have to issue 18,105,962 new Shares. Assuming all of the exercisable Options (excluding the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong, respectively) are exercised before the close of the Offers and the Share Offer, including in respect of such new Shares issued upon exercise of such exercisable Options is accepted in full, the maximum cash consideration for the Offers is approximately HK\$261,935,000.

INFORMATION ON THE COMPANY AND THE GROUP

The Company was listed on the Main Board of the Stock Exchange in 1997. Established in 1992, the Group has extensive and successful experience in popularizing advanced technology and applications as well as telecom market liberalization. Through the Company’s wholly-owned subsidiaries, the Group develops, owns and operates its Hong Kong Ecommerce Business represented by HKTVmall including ThePlace and Third-Party Logistics (“3PL”) services. HKTVmall is the largest 24-hour online shopping mall in Hong Kong, together with ThePlace as an extension of the partnership options for retailers joining HKTVmall, and 3PL services as an expansion of fulfilment options to fulfil HKTVmall’s customer orders. The Group’s Hong Kong Ecommerce Business provides end-to-end and one-stop shop services including online shopping, marketing and digital advertising, big data analysis, smart logistics and fulfilment as well as physical online-to-offline (O2O) stores, and aims to transform all business operations, trading, retail, finance and daily life onto a single digital online platform to establish a unique digital ecosystem.

LETTER FROM THE BOARD

Furthermore, the Group continues to strengthen its role as technology enabler, actively pursuing and embarking on new venture projects including conducting research and development activities on technologies, implementing technology-driven business operations globally and offering technology solutions as a service (“**New Venture and Technology Business**”). The major new venture projects currently pursued by the Group encompass (i) Wet Market Express – offering express delivery of wet market products within a swift 3-hour timeframe, (ii) Everuts – a credible social commerce platform providing personal shopping services on a global scale, (iii) Self-invented Fully Automated Retail Store and System – with its pilot stores located and operated in the United Kingdom, and (iv) life science projects including, without limitation, research and development on various technologies for human organ preservation and for blood production. The prospects and timing of development and commercialisation of such projects are subject to uncertainties. These ventures highlight the Group’s commitment to innovation and its pursuit of diverse business opportunities. Apart from the Hong Kong Ecommerce Business and New Venture and Technology Business, the Group holds properties for investment and rental income purpose.

Set out below is a summary of the Company’s major development plans for its existing businesses.

Hong Kong Ecommerce Business

In response to evolving economic and market challenges within the retail sector in Hong Kong, the Group’s Hong Kong Ecommerce Business will continue to focus on developing and strengthening the following in order to maintain its competitiveness in the Ecommerce landscape:

- (a) **Product Variety:** Expand offerings to meet diverse customer needs, including groceries, fashion and beauty, fresh produce, and new product categories.
- (b) **Fast Delivery:** Advance delivery services to as quick as 3-hour express delivery and remove free pick-up thresholds to enhance competitiveness.
- (c) **Customer Engagement:** Strengthen features and new functions like “Unlimited Add-on” shopping, HKTVLive interactive shopping live show, and content enrichment to enhance customer loyalty.
- (d) **Market Expansion:** Launch a simplified Chinese version of HKTVmall to attract Mainland tourists and users and invite Mainland merchants to join the platform.

New Ventures and Technology Business

The Group will continue to prioritize the development of New Venture projects by allocating essential resources to ensure long-term sustainability and will closely monitor project progress, critically assess viability and strategic direction, and adjust its approach as needed in response to evolving market conditions and project dynamics.

LETTER FROM THE BOARD

(a) Wet Market Express:

- Expand coverage to more districts and introduce pre-order mechanisms for fresh produce delivery across Hong Kong.
- Focus on quality, freshness and fast delivery to drive traffic and repeat purchases in order to accelerate customer adoption and market share growth.

(b) Everuts:

- Enhance the reversed eCommerce model on global personal shopping services by recalibrating operations to lower costs and improve efficiency.

(c) Fully Automated Retail Store and System:

- Scale back UK store deployment pace and reassess feasibility by the end of 2025.
- Explore establishing a store in Hong Kong for research and development purposes.

(d) Life Science Projects:

- Continue to invest in groundbreaking research on blood production and human organ preservation.
- Target to set up an overseas laboratory by the end of 2025 to support long-term research.
- Research typically requires ten years or more to yield significant results while prospects and timing of development and commercialisation are subject to uncertainties.
- Continue to invest resources and make progress steadily in this field.

The development plans above aim to enhance competitiveness, drive sustainable growth, and address challenges in the evolving retail and technology landscape.

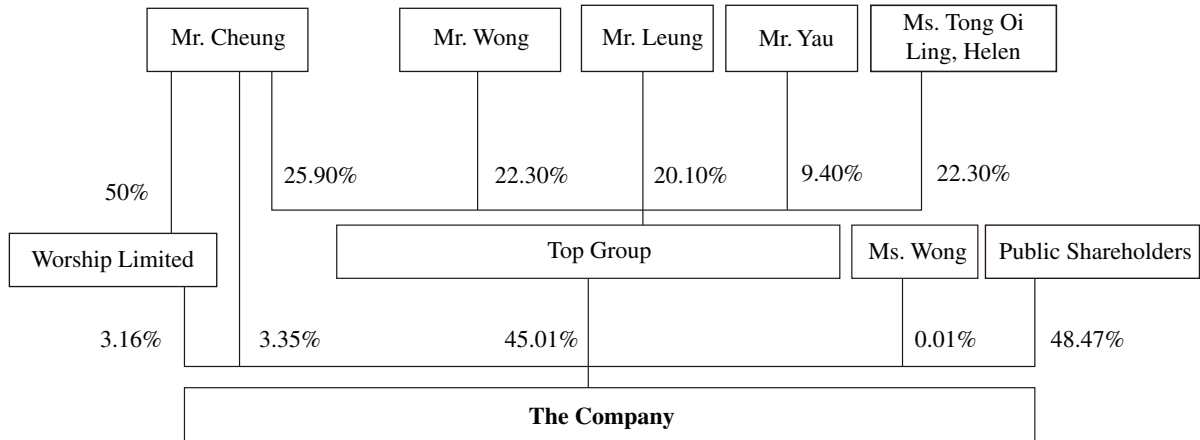
Your attention is drawn to Appendices II and V to this Composite Document which contain financial information and general information of the Group.

LETTER FROM THE BOARD

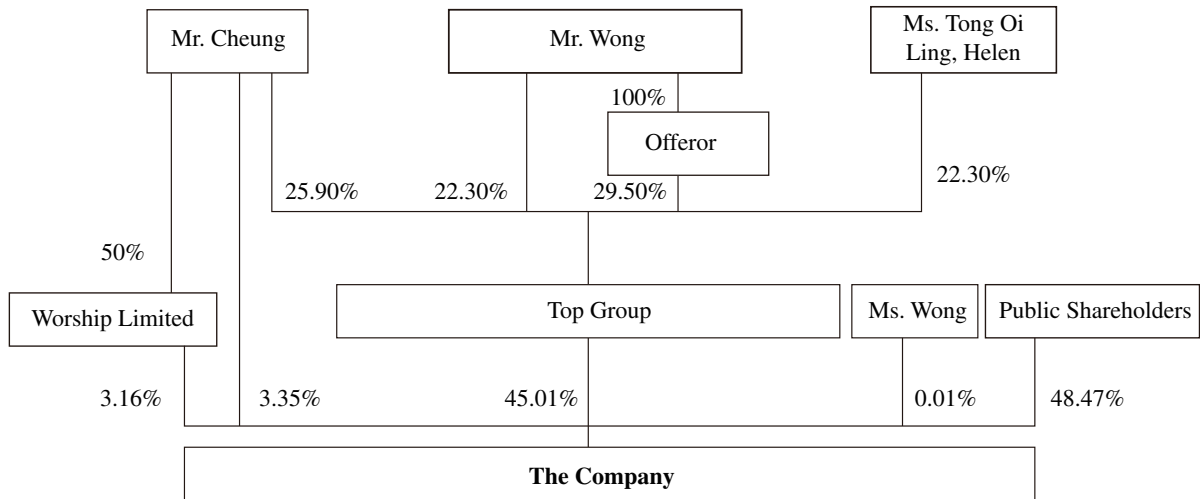
SHAREHOLDING STRUCTURE OF THE COMPANY

The following charts show the shareholding structure of the Company (i) immediately prior to SPA Completion; and (ii) as at the Latest Practicable Date:

Immediately prior to SPA Completion:



As at the Latest Practicable Date:



LETTER FROM THE BOARD

The following table sets out the shareholding structure of the Company (i) immediately prior to the SPA Completion; and (ii) as at the Latest Practicable Date:

	Immediately prior to the SPA Completion		As at the Latest Practicable Date	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Offeror and its concert parties <i>Note 3</i>				
Top Group <i>Note 1</i>	355,051,177	45.01	355,051,177	45.01
Mr. Cheung <i>Note 2</i>	51,377,763	6.51	51,377,763	6.51
Ms. Wong	50,000	0.01	50,000	0.01
Subtotal	406,478,940	51.53	406,478,940	51.53
Public Shareholders	382,406,841	48.47	382,406,841	48.47
Total	788,885,781	100.00	788,885,781	100.00

Note 1: Immediately prior to the SPA Completion, the issued share capital of Top Group was held by: Mr. Wong (as to approximately 22.30%), the Sellers (as to approximately 20.10% and approximately 9.40% respectively), Mr. Cheung (as to approximately 25.90%) and Ms. Tong Oi Ling, Helen (as to approximately 22.30%). Immediately after SPA Completion, other than the Offeror holding approximately 29.50% of the issued share capital of Top Group through its acquisition of the Sellers' shareholdings, there is no change to the shareholding in Top Group.

Note 2: Of these 51,377,763 Shares, (i) 26,453,424 Shares are held by Mr. Cheung directly and (ii) 24,924,339 Shares are held by Worship Limited, which is 50% owned by Mr. Cheung and 50% owned by Mr. Cheung's spouse.

Note 3: Somerley is the financial adviser to the Offeror in respect of the Offers. Accordingly, Somerley and relevant members of the Somerley Group which hold Shares (if any) are presumed to be acting in concert with the Offeror in relation to the Company in accordance with class (5) of the definition of "acting in concert" in the Takeovers Code. Somerley and relevant members of the Somerley Group do not hold any Share as at the Latest Practicable Date.

Note 4: The percentages may not add up due to rounding.

LETTER FROM THE BOARD

INFORMATION ON THE OFFEROR

Mission Forward Limited is a company incorporated in British Virgin Islands with limited liability, and is a special purpose vehicle established by and wholly-owned by Mr. Wong principally engaged in investment holding. Mr. Wong is the sole shareholder and sole director of the Offeror.

INTENTION OF THE OFFEROR IN RELATION TO THE COMPANY

Business and management

The Offeror's intention is for the Group to continue to carry on its existing principal businesses and research and development and the Offeror does not have specific plans to introduce any major changes to the existing principal business of the Group (including, without limitation, those set out under the section headed "Information on the Company and the Group"). The Offeror will continue to conduct a strategic review of the Group's principal businesses, business development strategy, and financial position to assess whether any changes are appropriate or desirable following close of the Offers with the objective to optimize the Group's operations and future development. Based on the outcome of such review and/or any future developments, the Offeror may implement changes it considers necessary, appropriate, or beneficial to enhance the Group's long-term growth potential. For completeness, as at the Latest Practicable Date, the Offeror had not identified any major changes to be implemented to the Group's existing principal businesses.

The Offeror has no (1) intention to redeploy any fixed assets of the Group or to discontinue the employment of the employees (other than in the ordinary and usual course of business of the Group or due to personal performance or conduct issues) or (2) to nominate or appoint new Directors to the Board.

Maintaining of listing status of the Company

The Offers are required to be extended to all Independent Shareholders and all Independent Optionholders as a result of the completion of the sale and purchase of the Sale Shares in Top Group in accordance with Rules 26.1 and 13 of the Takeovers Code. The Offeror does not have any intention to privatise the Company. The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers. The Offeror intends that, following the close of the Offers, appropriate steps will be taken as soon as possible to ensure that not less than 25% of the Shares will be held by the public. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any outstanding Offer Shares after the close of the Offers.

LETTER FROM THE BOARD

The Board is aware of the intention of the Offeror in relation to the Company and is willing to co-operate with the Offeror and acts in the best interests of the Company and the Shareholders as a whole. The Board understands that: (i) the Offeror has no intention to redeploy any fixed assets of the Group or to discontinue the employment of the employees (other than in the ordinary and usual course of business of the Group or due to personal performance or conduct issues); and (ii) the Offeror's intention is for the Group to continue to carry on its existing principal businesses and research and development and the Offeror does not have specific plans to introduce any major changes to the existing principal business of the Group (including, without limitation, those set out under the section headed "Information on the Company and the Group").

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the closing of the Offers, less than the minimum prescribed percentage applicable to the listed issuer, being 25% of the issued Shares (excluding treasury shares), are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

the Stock Exchange will consider exercising its discretion to suspend trading in the Shares until a level of sufficient public float is attained.

The Board noted that the Offeror intends the Company to remain listed on the Stock Exchange after the close of the Offers. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offers. The sole director of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares (i.e. not less than 25% of the issued Shares (excluding treasury shares)).

RECOMMENDATIONS

Your attention is drawn to the "Letter from the Independent Board Committee" and the "Letter from Altus Capital" in this Composite Document, which contain, among others, the advice of the Independent Financial Adviser and the Independent Board Committee in relation to the Offers and the principal factors considered by them in arriving at their recommendations, and in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

You attention is drawn to additional information set out in the appendices to this Composite Document. You are also recommended to read carefully the “Letter from Somerley” in this Composite Document, and Appendix I to this Composite Document as well as and the accompanying Forms of Acceptance.

If you are in doubt about your position in connection with the Offers, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

By order of the Board of
Hong Kong Technology Venture Company Limited
Wong Nga Lai, Alice
*Executive Director, Group Chief Financial Officer
and Company Secretary*



Hong Kong Technology Venture Company Limited
香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 1137)

22 July 2025

To the Independent Shareholders and the Independent Optionholders,

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFERS BY
SOMERLEY CAPITAL LIMITED ON BEHALF OF
MISSION FORWARD LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES IN AND
TO CANCEL ALL OUTSTANDING OPTIONS OF
HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED
(OTHER THAN THOSE SHARES AND OPTIONS ALREADY OWNED
BY MISSION FORWARD LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

Reference is made to the composite document dated 22 July 2025 jointly issued by the Company and the Offeror (the “**Composite Document**”), of which this letter forms part. Unless otherwise specified, capitalised terms used in this letter shall have the same meanings as defined in the Composite Document.

We have been appointed by the Board to form the Independent Board Committee for the purpose of advising the Independent Shareholders in respect of the Share Offer and the Independent Optionholders in respect of the Option Offer, as to whether the Offers are fair and reasonable and as to acceptance of the Offers.

Altus Capital Limited has been appointed, with our approval, as the Independent Financial Adviser to advise us in connection with the Offers, as to whether the Offers are fair and reasonable and as to acceptance of the Offers. Details of their advice and the principal factors and reasons considered by them in arriving at their advice and recommendations in respect of the Offers are set out in the “Letter from Altus Capital” in the Composite Document.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

We also wish to draw your attention to “Letter from Somerley”, “Letter from the Board” and the additional information set out in this Composite Document, including the appendices to this Composite Document and the accompanying Forms of Acceptance in respect of the terms of the Offers and the acceptance and settlement procedures for the Offers.

RECOMMENDATIONS

Having considered the terms of the Offers, the information contained in the Composite Document and having taken into account the advice and recommendations of the Independent Financial Adviser and the principal factors taken into consideration by it in arriving at its opinion, we consider that:

Share Offer

The Share Offer Price is not attractive and is not fair and not reasonable so far as the Independent Shareholders are concerned and advise the Independent Shareholders not to accept the Share Offer.

Option Offer

The Option Offer is not attractive and is not fair and not reasonable to the Independent Optionholders, and advise the Independent Optionholders not to accept the Option Offer. Nonetheless, it is noted that the Options will lapse if not exercised within fourteen days after publication of the Composite Document, as such:

- (a) for those Independent Optionholders who are able to realise their Options at a net return greater than the Option Offer Price, we advise such Independent Optionholders not to accept the Option Offer but to exercise their Options; and
- (b) for those Independent Optionholders who are unable to realise their Options at a net return greater than the Option Offer Price, we advise such Independent Optionholders to accept the Option Offer, allowing them to recover a nominal sum before their Options lapse.

The Independent Shareholders who wish to realise part or all their investments in the Company are reminded to carefully and closely monitor the trading price and liquidity of the Shares during the Offer Period and should, having regard to their own circumstances, consider selling their Shares in the open market during the Offer period, instead of accepting the Share Offer, if the net proceeds obtained from such disposal of the Shares (after deducting all transaction costs) would be higher than the net proceeds from accepting the Share Offer.

Notwithstanding our recommendations, the Independent Shareholders and the Independent Optionholders are strongly recommended to read the full text of the “Letter from Altus Capital” and the terms and procedures for acceptance of the Offers as set out in the Composite Document and the accompanying Forms of Acceptance before making their decisions. Further, the

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Independent Shareholders and the Independent Optionholders are strongly advised that the decision to realise or hold their investments is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders and the Independent Optionholders should consult their own professional advisers for advice. Furthermore, the Independent Shareholders and Independent Optionholders who wish to accept the Offers are recommended to read carefully the terms and procedures for acceptance of the Offers as detailed in the Composite Document and the accompanying Forms of Acceptance.

Yours faithfully,

Independent Board Committee of
Hong Kong Technology Venture Company Limited

Mr. Peh Jefferson Tun Lu
Independent non-executive Director

Mr. Lee Hon Ying, John
Independent non-executive Director

Mr. Mak Wing Sum, Alvin
Independent non-executive Director

Mr. Ann Yu Chiu, Andy
Independent non-executive Director

LETTER FROM ALTUS CAPITAL

Set out below is the text of a letter received from Altus Capital, the independent financial adviser to the Independent Board Committee in respect of the Offers for the purpose of inclusion in the Composite Document.

ALTUS.

Altus Capital Limited
21 Wing Wo Street
Central
Hong Kong

22 July 2025

To the Independent Board Committee

Hong Kong Technology Venture Company Limited
HKTV Multimedia and Ecommerce Centre
No. 1 Chun Cheong Street
Tseung Kwan O Industrial Estate
New Territories, Hong Kong

Dear Sir/Madam,

**UNCONDITIONAL MANDATORY CASH OFFERS BY
SOMERLEY CAPITAL LIMITED ON BEHALF OF
MISSION FORWARD LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES IN AND
TO CANCEL ALL OUTSTANDING OPTIONS OF
HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED
(OTHER THAN THOSE SHARES AND OPTIONS ALREADY OWNED
BY MISSION FORWARD LIMITED AND PARTIES ACTING IN
CONCERT WITH IT)**

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee in respect of the Offers. Details of the Offers are set out in the “Letter from Somerley” contained in the Composite Document dated 22 July 2025 jointly issued by the Company and the Offeror to the Shareholders and Optionholders, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

LETTER FROM ALTUS CAPITAL

The Company was informed by the Offeror that on 26 June 2025, the Offeror entered into the SPAs with the Sellers respectively. Subject to and in accordance with the SPAs, the Offeror has agreed to purchase, and Mr. Leung and Mr. Yau have agreed to sell, 10,499 and 4,910 ordinary shares in Top Group respectively (representing approximately 20.10% and 9.40% of the total issued share capital of Top Group, respectively, as at the date of the Joint Announcement and the Latest Practicable Date), for HK\$42,812,476 and HK\$20,021,836 respectively, making an aggregate Consideration of HK\$62,834,312, which has been settled with the Sellers Loans. SPA Completion has taken place on the date of the SPAs.

Immediately after SPA Completion and as at the date of this Composite Document, the Offeror and Mr. Wong hold approximately 51.80% of the issued share capital of Top Group and are indirectly interested in 355,051,177 Shares held by Top Group, representing approximately 45.01% of the total issued share capital of the Company. Accordingly, the Offeror and Mr. Wong, together with the Offeror's concert parties, were interested in 406,478,940 Shares, representing approximately 51.53% of the total issued share capital of the Company, and 23,000,000 outstanding Options.

Immediately prior to SPA Completion, Mr. Wong held approximately 22.30% shareholding interest in Top Group. As a result of the SPA Completion, Mr. Wong holds directly and indirectly (through the Offeror) approximately 51.80% shareholding interest in Top Group and has therefore acquired statutory control of Top Group which in turn holds a controlling interest in the Company. The Offeror is therefore required to make the Share Offer for all the issued Shares (other than those already owned by the Offeror and its concert parties) in accordance with Note 8 to Rule 26.1 of the Takeovers Code and the Offeror is also required to make the Option Offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties) in accordance with Rule 13 of the Takeovers Code.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all four independent non-executive Directors, namely Mr. Peh Jefferson Tun Lu, Mr. Lee Hon Ying, John, Mr. Mak Wing Sum, Alvin, and Mr. Ann Yu Chiu Andy, who have no direct or indirect interest in the Offers, has been established. The Independent Board Committee will advise the Independent Shareholders and Independent Optionholders as to whether the terms of the Offers are fair and reasonable and as to acceptance of the Offers, after taking into account the recommendation of Altus Capital, the independent financial adviser to the Independent Board Committee.

The Independent Board Committee has approved our appointment as the independent financial adviser to the Independent Board Committee. As the independent financial adviser with respect to the Offers, our role is to provide the Independent Board Committee with an independent opinion and recommendations as to whether the Offers are, or are not, fair and reasonable and whether the Independent Shareholders and Independent Optionholders should, or should not, accept the Offers.

LETTER FROM ALTUS CAPITAL

We (i) are not associated or connected, financial or otherwise, with the Company or the Offeror or the Sellers, their respective controlling shareholders or any parties, or presumed to be acting, in concert with any of them; and (ii) have not acted as the independent financial adviser or financial adviser to the independent board committee of the Company or the Offeror or the Sellers, their respective controlling shareholders or any parties acting, or presumed to be acting, in concert with any of them, in the last two years prior to the date of the Composite Document.

Pursuant to Rule 13.84 of the Listing Rules and Rule 2 of the Takeovers Code, and given that (i) remuneration for our engagement to opine on the Offers is at market level and not conditional upon the outcome of the Offers; (ii) no arrangement exists whereby we shall receive any fees or benefits from the Company or the Offeror (other than our said remuneration) or the Offeror or the Sellers, their respective controlling shareholders or any parties acting, or presumed to be acting, in concert with any of them; and (iii) our engagement is on normal commercial terms and approved by the Independent Board Committee, we are independent of the Company or the Offeror or the Sellers, their respective controlling shareholders or any parties acting, or presumed to be acting, in concert with any of them, and can act as the independent financial adviser to the Independent Board Committee in respect of the Offers.

BASIS OF OUR ADVICE

In formulating our opinion, we have reviewed, amongst others (i) the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”); and (ii) other information as set out in the Composite Document.

We have relied on the statements, information, opinions and representations contained or referred to in the Composite Document and/or provided to us by the Company, the Directors, and the management of the Company (the “**Management**”). We have assumed that all statements, information, opinions and representations contained or referred to in the Composite Document and/or provided to us were true, accurate and complete at the time they were made and continued to be so as at the date of the Composite Document. The Company will notify the Independent Shareholders and Independent Optionholders of any material changes to information contained or referred to in the Composite Document as soon as practicable in accordance with Rule 9.1 of the Takeovers Code. The Independent Shareholders and Independent Optionholders will also be informed as soon as practicable when there are any material changes to the information contained or referred to herein as well as changes to our opinion, if any, after the Latest Practicable Date and up to the close of the Offer Period.

We have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material fact the omission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading. We have assumed that all the statements, information, opinions and representations for matters relating to the Company contained or referred to in the Composite Document and/or provided to us by the Company, the Directors and the Management have been reasonably made after due and careful enquiry. We have assumed that all the statements, information, opinions and representations for matters

LETTER FROM ALTUS CAPITAL

relating to the Offeror contained or referred to in the Composite Document and/or provided to us by the Offeror, and the director(s) of the Offeror have been reasonably made after due and careful enquiry. We have relied on such statements, information, opinions and representations and consider that we have been provided with and have reviewed sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not conducted any independent investigation into the business, financial conditions and affairs or the future prospects of the Company.

We have not considered the taxation implications on the Independent Shareholders and Independent Optionholders arising from acceptance or non-acceptance of the Offers, if any, and therefore we will not accept responsibility for any tax effect or liability that may potentially be incurred by the Independent Shareholders and Independent Optionholders as a result of the Offers. In particular, the Independent Shareholders and Independent Optionholders who are subject to Hong Kong or overseas taxation on dealings in securities are urged to seek their own professional adviser on tax matters.

PRINCIPAL TERMS OF THE OFFERS

The Offers are unconditional in all respects.

The Offeror does not have any intention to privatise the Company and intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers.

As at the Latest Practicable Date, (a) the Company has no dividends or distributions which have been declared but unpaid; and (b) the Company has no intention to make, declare or pay any dividends or distributions prior to the close of the Offers.

The Share Offer

The Share Offer is made by Somerley on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

The Share Offer Price

For each Offer Share

HK\$0.654 in cash

The Share Offer Price has been calculated in accordance with the Pacpo Formula as set out in Practice Note 19 to the Takeovers Code, taking into account (i) the aggregate Consideration payable by the Offeror and the number of ordinary shares in Top Group transacted under the SPAs (i.e. the Sale Shares), (ii) the value of the Shares held by Top Group relative to the net asset value of Top Group, as adjusted by the special dividend declared by the Company on 27 March 2025, a corresponding dividend declared by Top Group, and the effect of the exercise of Options pursuant to the 2012 Share Option Scheme in May 2025, and (iii) the number of Shares held by Top Group. For more details, please see the “Letter from Somerley”. We are of the view that the Pacpo Formula had been applied appropriately.

LETTER FROM ALTUS CAPITAL

The Shares to be acquired under the Share Offer shall be free from all Encumbrances and sold together with all rights and benefits attaching to them as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Share Offer is made, being the date of the Composite Document, unless the Offeror has reduced the Share Offer Price in respect of any dividend declared, paid/made or agreed to be paid/made by the Company up to the close of the Share Offer. In the event that the Company decides to declare, pay, make or agree to pay or make any dividends on or after the date of the Joint Announcement and up to close of the Share Offer, the Offeror will reduce the Share Offer Price by the amount of such dividends. The Company has confirmed that it does not intend to make, declare or pay any dividends or distributions prior to the close of the Offers.

The Share Offer Price will not be increased, and the Offeror does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Share Offer Price.

The Option Offer

In accordance with Rule 13 of the Takeovers Code, when the Share Offer is made, Somerley, on behalf of the Offeror, also makes an appropriate offer to cancel all the outstanding Options (other than those already owned by the Offeror and its concert parties). The Option Offer Price represents the “see-through” price, which is the difference between the Share Offer Price and the exercise price for each Option, and will be made on the following terms:

The Option Offer Price

For each Option with exercise price above the Share Offer Price HK\$0.0001 in cash

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our advice for the Offers, we have considered the following principal factors and reasons:

1. Background information of the Group

The Group is principally engaged in (i) the operation of Hong Kong Ecommerce business, represents HKTVmall – the largest 24-hour online shopping mall in Hong Kong, which encompasses end-to-end online shopping platform operations, fulfilment, logistics and multimedia production, the provision of third-party logistics services (“**3PL**”) which is an expansion of fulfilment options to fulfill HKTVmall’s customer orders and the operation of ThePlace which is an extension of the partnership options for retailers joining HKTVmall; and (ii) the development of new business models and technologies under its New Ventures and Technology Business (“**New Ventures business**”), which generates revenue from (1) new venture projects conducting research and development on new business models and technologies, and adopting them globally; and (2) providing technology solutions to the Group’s Ecommerce segment or external customers, covering end-to-end digital retailing and automation to support online shopping operations. Key initiatives in the New Ventures business include the Wet Market Express, Everuts (a cross-border e-commerce platform), the Fully Automated Retail Store and System (an app-powered, click-and-collect robotics-automated store) and Life Science (research and development for human organ preservation and blood production) projects.

The Group’s Hong Kong Ecommerce business provides end-to-end and one-stop shop services including online shopping, marketing and digital advertising, big data analysis, smart logistics and fulfilment as well as physical online-to-offline (O2O) stores, and aims to transform all business operations, trading, retail, finance and daily life onto a single digital online platform to establish a unique digital ecosystem. Apart from the Hong Kong Ecommerce business and New Ventures business, the Group holds properties for investment and rental income purpose.

1.1 Financial information of the Group

Set out below is a summary of the audited consolidated financial information of the Group for the financial years ended 31 December 2024 (“**FY2024**”) and 2023 (“**FY2023**”), as extracted from the 2024 Annual Report.

LETTER FROM ALTUS CAPITAL

Extract of consolidated statement of profit or loss

	For the year ended	
	31 December	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Turnover	3,839,509	3,811,706
Direct merchandise sales	2,308,953	2,392,982
Cost of inventories	(1,757,074)	(1,865,094)
<i>Gross profit⁽¹⁾</i>	<i>551,879</i>	<i>527,888</i>
<i>Gross profit margin⁽¹⁾</i>	<i>23.9%</i>	<i>22.1%</i>
Income from concessionaire sales and other service income	1,374,063	1,268,187
Multimedia advertising income and licensing of programme rights	156,493	150,537
Valuation losses on investment properties	(21,150)	(600)
Other operating expenses	(2,171,826)	(1,979,343)
(Loss) / profit for the year	(66,700)	45,321

Note:

(1) The Gross profit and Gross profit margin is based on the direct merchandise sales.

Extract of consolidated statement of financial position

	As at 31 December	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Non-current assets	2,244,371	2,458,543
– Property, plant and equipment	1,787,603	1,970,085
Current assets	855,369	1,003,238
– Cash and cash equivalents	541,705	330,565
– Time deposits	–	243,028
Current liabilities	(937,754)	(986,797)
– Other payables and accrued charges	(450,232)	(446,926)
Non-current liabilities	(290,367)	(329,636)
Net assets	1,871,619	2,145,348

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FY2024 compared to FY2023

During FY2024, the Group recorded a 2.2% growth on gross merchandise value (“**GMV**”) on completed orders, reaching HK\$8,512.0 million (FY2023: HK\$8,330.1 million). The Group’s turnover increased by 0.7% to approximately HK\$3,839.5 million during FY2024, from approximately HK\$3,811.7 million in FY2023.

Direct merchandise sales contributed to over 60% of the Group’s total turnover, while income from concessionaire sales and other service income contributed to over 30% of the Group’s total turnover for FY2024 and FY2023.

Direct merchandise sales slightly decreased by approximately 3.5%, from HK\$2,393.0 million in FY2023 to HK\$2,309.0 million in FY2024, resulting in the cost of inventories to also decrease by approximately 5.8% from HK\$1,865.1 million in FY2023 to HK\$1,757.1 million in FY2024. This drove a corresponding increase in the gross profit margin of the direct merchandise sales from 22.1% in FY2023 to 23.9% in FY2024.

Income from concessionaire sales and other service income includes commissions and other service income received from merchant concessionaire sales at HKTVmall, Wet Market Express, Everuts and ThePlace, and service income received from 3PL services. The increase from approximately HK\$1,268.2 million in FY2023 to approximately HK\$1,374.1 million in FY2024 was mainly due to the increase in the blended commission rate at HKTVmall and expanding business from Wet Market Express and Everuts.

The key operating expenses include fulfilment costs, marketing, promotional and O2O shop marketing expenses, O2O shop operating expenses, and Ecommerce operation and supporting costs. Operating expenses increased by approximately HK\$192.5 million in FY2024 as compared to FY2023.

During FY2024, the Group recorded a valuation loss of approximately HK\$21.2 million on its investment properties.

As a result of the above, the Group generated a loss for the year of approximately HK\$66.7 million in FY2024, while a profit for the year of approximately HK\$45.3 million was recorded in FY2023.

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31 December 2024 compared to 31 December 2023

The Group's non-current assets mainly consist of property, plant and equipment. Property, plant and equipment mainly represent investment properties, ownership interests in leasehold land and buildings, other properties leased for own use, network, computer, office and warehouse equipment and motor vehicles. The decrease in property, plant and equipment from approximately HK\$1,970.1 million as at 31 December 2023 to approximately HK\$1,787.6 million as at 31 December 2024 was primarily due to reduced purchase of property, plant and equipment, the depreciation charges and the fair value adjustment in investment properties during FY2024.

Current assets amounted approximately HK\$855.4 million and HK\$1,003.2 million as at 31 December 2024 and 2023 respectively. Cash at bank and cash equivalents and time deposits contributed to a substantial portion of the Group's current assets.

Current liabilities of the Group remained relatively stable at approximately HK\$986.8 million and HK\$937.8 million as at 31 December 2023 and 2024 respectively. Other payables and accrued charges represent over 45% of the current liabilities balances as at 31 December 2024 and 2023. The Group's non-current liabilities mainly comprise lease liabilities after 1 year.

The Group's net assets decreased from approximately HK\$2,145.3 million as at 31 December 2023 to approximately HK\$1,871.6 million as at 31 December 2024. Such decrease was primarily due to (i) the completion of a conditional cash offer of share buyback and cancellation of 100,000,000 Shares bought back and cancelled by the Company at HK\$2.15 per share on 30 July 2024, and (ii) the loss for the year of approximately HK\$66.7 million in FY2024.

1.2 Outlook of the Group

As disclosed in the 2024 Annual Report and "Letter from the Board" in this Composite Document, the Group will continue focusing on extending its Ecommerce product varieties and shorten last mile fulfilment to maintain its competitiveness, and continuously allocating resources to drive the development of the New Ventures business projects, such as Life Science projects, to support the Group's long-term sustainability. Particularly, the Group is scaling Wet Market Express following its 166.3% GMV growth in 2024, while slowing its overall overseas UK deployment of retail stores due to regulatory complexity and technical difficulties. The Group acknowledges the shifting challenges locally in Hong Kong's retail market put pressure on the Group's performance. The local environment is shaped by economic instability, fierce competition, changing consumer behaviours, and a rise in outbound travel by Hong Kong residents, resulting in a dynamic and uncertain business landscape. To navigate these conditions, the Group implements a careful and

disciplined financial approach, with rigorous scrutiny of capital expenditures and strict oversight of operating expenses. Forecasting the Group's performance in the coming years poses significant challenges for the management, with 2025 and 2026 expected to be particularly tough and unpredictable, demanding sustained effort and strategic investments as disclosed above. We understand from Management that the Group will continue to focus on enhancing HKTVmall's competitive edge and expanding its market reach, exploring new businesses with technology and innovation while adapting to market changes in the long-term. This includes exploring the introduction of new and enhanced features and business models at its Ecommerce platforms, the establishment of a fully automated retail store in Hong Kong for research and development purposes, recalibrating operations in Everuts to lower costs and improve efficiency, and continuing to invest steadily in long-term Life Science research such as human organ preservation and blood production.

Furthermore, according to the data provided in the research report "eCommerce: Market Data & Analysis – Hong Kong" dated December 2024 prepared by Statista, an established global data and business intelligence platform, the Ecommerce space for players operating digital retail platforms for B2B and B2C will continue to benefit from entrenched digital-first consumer habits and strong logistics capabilities. However, rising delivery costs and intensifying competition from Mainland PRC platforms place downwards pressure on margins and market share.

2. Background of the Offeror

2.1. The Offeror and its controlling shareholders

The Offeror is a company incorporated in British Virgin Islands with limited liability. It is a special purpose vehicle established by and wholly-owned by Mr. Wong principally engaged in investment holding. Mr. Wong is also the sole shareholder and sole director of the Offeror.

Immediately prior to the SPA Completion, the Offeror had no direct interest in the Shares or the issued share capital in Top Group. Mr. Wong, Vice-Chairman, Group Chief Executive Officer and an Executive Director of the Company and the sole shareholder of the Offeror, had approximately 22.30% shareholding interest in Top Group, which is directly interested in 355,051,177 Shares (representing approximately 45.01% of the total issued share capital of the Company). Mr. Wong is interested in 10,000,000 outstanding Options.

Mr. Cheung Chi Kin, Paul being a concert party of the Offeror, is interested in 51,377,763 Shares (representing 6.51% of the total issued share capital of the Company) and 9,000,000 outstanding Options.

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Ms. Wong Nga Lai, Alice, also a concert party of the Offeror, is interested in 50,000 Shares (representing 0.01% of the total issued share capital of the Company) and 4,000,000 outstanding Options.

Immediately after the SPA Completion and as at the Latest Practicable Date, the Offeror and Mr. Wong hold approximately 51.80% of the issued share capital of Top Group and are indirectly interested in the 355,051,177 Shares held by Top Group, representing approximately 45.01% of the total issued share capital of the Company. Accordingly, the Offeror and Mr. Wong, together with the Offeror's concert parties, were interested in 406,478,940 Shares, representing approximately 51.53% of the total issued share capital of the Company, and 23,000,000 outstanding Options.

2.2. The Offeror's intention in relation to the Group

According to the "Letter from Somerley" of the Composite Document, the Offeror's stated intention is for the Group to continue to carry on its existing principal businesses and research and development activities. The Offeror does not have specific plans to introduce any major changes to the existing principal business of the Group. The Offeror will continue to conduct a strategic review of the Group's principal businesses, business development strategy, and financial position to assess whether any changes are appropriate or desirable following close of the Offers. The objective is to optimise the Group's operations and future development. Based on the outcome of this review and/or any future developments, the Offeror may implement changes it considers necessary, appropriate, or beneficial to enhance the Group's long-term growth potential. For completeness, as at the Latest Practicable Date, the Offeror had not identified any major changes to be implemented to the Group's existing principal business. Furthermore, the Offeror has no intention (1) to redeploy any fixed assets of the Group or to discontinue the employment of the employees (other than in the ordinary and usual course of business of the Group or due to personal performance or conduct issues) or (2) to nominate or appoint new Directors to the Board.

2.3. Listing status of the Company

According to the "Letter from Somerley" of the Composite Document, the Offeror intends to maintain the listing of the Shares on the Main Board of the Stock Exchange after the close of the Offers.

The Offeror does not have any intention to privatise the Company. The Offeror intends that, following the close of the Offers, appropriate steps will be taken as soon as possible to ensure that not less than 25% of the Shares will be held by the public. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any outstanding Offer Shares after the close of the Offers.

3. The Offers

3.1. Share Offer Price comparison

The Share Offer Price of HK\$0.654 per Share represents:

- (a) a discount of approximately 59.4% to the closing price of HK\$1.61 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a discount of approximately 57.8% to the closing price of HK\$1.55 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (c) a discount of approximately 58.3% to the average closing price of approximately HK\$1.57 per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Date;
- (d) a discount of approximately 59.4% to the average closing price of approximately HK\$1.61 per Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Date;
- (e) a discount of approximately 72.4% to the Group's net asset value attributable to the Shareholders of approximately HK\$2.37 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2024 (the "NAV"), calculated based on the consolidated net asset value attributable to the Shareholders of HK\$1,871,619,000 as at and for the year ended 31 December 2024 as derived from the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024 and 788,885,781 Shares in issue as at the Latest Practicable Date;
- (f) a discount of approximately 67.1% to the Group's adjusted net asset value attributable to the Shareholders of approximately HK\$1.99 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2024 (the "**Dividend-adjusted NAV**"), calculated based on the consolidated net asset value attributable to the Shareholders of HK\$1,871,619,000 as at and for the year ended 31 December 2024 as derived from the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024 adjusted by the payment of the special dividend of 38 Hong Kong cents per Share, totalling approximately HK\$299,777,000, declared on 27 March 2025 and paid on 6 June 2025, and 788,885,781 Shares in issue as at the Latest Practicable Date; and

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- (g) a discount of approximately 69.4% to the Group's adjusted net asset value attributable to the Shareholders (the "**Adjusted NAV**") of approximately HK\$2.14 per Share, calculated based on the adjusted unaudited consolidated net asset value of the Group attributable to the Shareholders of HK\$1,688,712,000, the calculation of which is set out in the section headed "3. Property Interests and Adjusted Net Asset Value" set out in "Appendix II – Financial information of the Group" to this Composite Document, and 788,885,781 Shares in issue as at the Latest Practicable Date.

3.2. Analysis of historical Share price movement and trading liquidity

3.2.1. Historical price performance of the Shares

Set out below is a chart illustrating relative movement of the closing prices of Shares as quoted on the Stock Exchange during the period commencing from 26 June 2024, being 12 months before the Last Trading Date and up to the Last Trading Date ("**Pre-Announcement Period**"), and subsequently up to and including the Latest Practicable Date (the "**Post-Announcement Period**") (collectively, the "**Review Period**"). We consider a period of approximately one year is adequate and representative to illustrate the recent price movements of the Shares which reflect (i) market and investors' reaction towards the latest developments of the Group, including its financial performance and position, outlook and prospects; and (ii) prevailing market sentiment. We are of the view that this allows us to conduct a meaningful comparison between these closing prices of the Shares and the Share Offer Price.



Source: Website of the Stock Exchange (www.hkex.com.hk)

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Over the Review Period, the highest and lowest closing price of the Shares (on an ex-dividend basis) were HK\$1.879 per Share and HK\$0.980 per Share recorded on 7 May 2025 and 13 March 2025 respectively. The average daily closing price of the Shares over the Review Period was approximately HK\$1.326. The Share Offer Price, being HK\$0.654 per Share, represents a discount of 50.7% over such average of closing prices.

At no point during the Review Period did the Share Offer Price of HK\$0.654 exceed the closing prices of the Shares. During this period, the Share Offer Price represented discounts ranging from 65.2% (over the highest closing price of HK\$1.879 recorded on 7 May 2025 to 33.3% (over the lowest closing price of HK\$0.980 recorded on 13 March 2025).

As illustrated in the above share price analysis chart, the share price recorded at the beginning of the Review Period (i.e. 26 June 2024) rose from HK\$1.385 to HK\$1.531 at around the time the Company was completing its share repurchasing and cancellation on 30 July 2024. Subsequently, the share price declined over the next few months to HK\$0.980 on 13 March 2025, the lowest price recorded during the Review Period.

At around late March 2025, during which the Company announced its FY2024 results and declared a special dividend of 38 Hong Kong cents per Share, the share price reversed course and climbed from HK\$1.126 on 27 March 2025 to HK\$1.579 on 16 April 2025. Thereafter, on the same day, the Company published a voluntary announcement on unusual price and trading-volume movements and, on 24 April 2025, subsequently published its FY2024 annual report while the Shares continued to rise to achieve the Review Period's highest closing price of HK\$1.879 on 7 May 2025.

Following the publication of the Joint Announcement and up to and including the Latest Practicable Date, the Shares traded in the range of HK\$1.510 to HK\$1.610. As at the Latest Practicable Date, the Share price closed at HK\$1.610 per Share. Save as disclosed above, including the Group's financial performance and the challenges that the Group faces in Hong Kong's retail market and its overseas operations as publicly announced in the 2024 Annual Report and discussed further under the sections headed "1.1 Financial information of the Group" and "1.2 Outlook of the Group", we are not aware of any other public announcements or events published by the Company during the Review Period that may have had a material impact on the Share price movement shown in the chart above.

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Therefore, considering that (i) at no point during the Review Period did the Share Offer Price exceed the closing price of the Shares, and (ii) that the Share Offer Price is positioned at a discount of 59.4% to the closing price of HK\$1.610 as of the Latest Practicable Date, we are of the view that the Share Offer Price is not attractive and is not fair and not reasonable from the perspective of the historical market trading price performance of the Shares.

Independent Shareholders should note that the information set out above is not an indication of the future performance of the Shares and that the price of the Shares may increase or decrease during the period between the Latest Practicable Date and the close of the Offer Period.

3.2.2. Trading liquidity of the Shares

The table below sets out the average daily trading volume of the Shares on a monthly basis during the Review Period and the respective percentages of the average daily trading volume of the Shares as compared to the total number of issued Shares and total number of issued Shares held by the Independent Shareholders.

Month	Number of trading days	Average daily trading volume (number of Shares)	Approximate % of average daily trading volume to the total number of issued Shares as at the relevant month end	Approximate % of average daily trading volume to the total number of issued Shares held by the Independent Shareholders
Pre-Announcement Period				
2024				
June	3	1,821,000	0.23%	0.48%
July	22	1,745,791	0.22%	0.46%
August	22	1,092,003	0.14%	0.29%
September	19	570,903	0.07%	0.15%
October	21	1,155,942	0.15%	0.30%
November	21	556,317	0.07%	0.15%
December	20	364,267	0.05%	0.10%

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Month	Number of trading days	Average daily trading volume (number of Shares)	Approximate % of average daily trading volume to the total number of issued Shares as at the relevant month end	Approximate % of average daily trading volume to the total number of issued Shares held by the Independent Shareholders
2025				
January	19	344,056	0.04%	0.09%
February	20	969,292	0.12%	0.25%
March	21	2,285,802	0.29%	0.60%
April	19	4,113,833	0.52%	1.08%
May	20	3,130,393	0.40%	0.82%
June ⁽¹⁾	19	1,082,297	0.14%	0.28%
Pre-Announcement Average		1,452,209	0.18%	0.38%
Post-Announcement Period				
June	2	2,920,358	0.37%	0.76%
July ⁽²⁾	13	1,008,034	0.13%	0.26%
Post-Announcement Average		1,263,011	0.16%	0.33%
Review Period				
Minimum		344,056	0.04%	0.09%
Maximum		4,113,833	0.52%	1.08%
Average		1,441,336	0.18%	0.38%

Source: The website of the Stock Exchange (www.hkex.com.hk)

Notes:

- (1) Up to and including 26 June 2025, being the Last Trading Date.
- (2) From 2 July 2025 up to and including 18 July 2025, being the Latest Practicable Date.

As illustrated in the above table, the liquidity of Shares was generally thin with the percentage of the average daily trading volume to the total number of issued Shares ranging from approximately 0.04% to 0.52%. The percentage of the average daily trading volume to the total number of issued Shares held by the Independent Shareholders ranged from approximately 0.09% to 1.08%. The average daily trading volume of the Shares during the Review Period was approximately 1,441,336 Shares, representing approximately 0.18% and 0.38% of the total number of issued Shares and total number of issued Shares held by the Independent Shareholders respectively.

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We note that the trading volume of Shares increased substantially after the publication of the Announcement where during the first day of the Post-Announcement Period (i.e. 27 June 2025) the daily trading volume of the Shares increased to 4,690,268 Shares. This activity level dropped off to below Pre-Announcement levels throughout the Post-Announcement Period, where the average daily trading volume of the Shares amounted to approximately 1,263,011 Shares, representing 0.16% of the total number of issued Shares and 0.33% of the total number of Shares held by the Independent Shareholders as at the Latest Practicable Date.

Given that the average trading volume during the Review Period was fairly thin and represents less than 0.18% and 0.38% of the total number of issued Shares and Shares held by the Independent Shareholders respectively, we are of the view that any sale of a large number of Shares on the market over a short period of time may be difficult without exerting downward pressure on the market price of Shares.

3.3. NAV comparison

As discussed in the extracts of financial information set out in the section headed “1.1 Financial information of the Group”, we noted that the Group’s assets comprise mainly property, plant and equipment, which includes the Group’s fulfilment centres, O2O retail stores, and investment properties, amongst others. Therefore, we believe that an assessment of the NAV per Share of the Company is appropriate.

As illustrated by the share price analysis chart set out in the section headed “3.2.1 Historical price performance of the Shares”, we observed that the NAV per Share had exceeded the Share Offer Price throughout the entire Review Period.

We note that the Share Offer Price represents a discount when compared to the Group’s net asset values. Specifically, when comparing with the Group’s NAV as at 31 December 2024 as derived from the audited consolidated financial statements of the Company for FY2024 and the Dividend-adjusted NAV as at 31 December 2024, the Share Offer Price represents discounts of 72.4% and 67.1% respectively.

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In addition, as illustrated in the section headed “3. Property Interests and Adjusted Net Asset Value” set out in “Appendix II – Financial information of the Group” contained in the Composite Document, set out below is the calculation of the Adjusted NAV per Share taking into account the effects of (i) the dividend; and (ii) the net revaluation surplus attributable to owners of the Company arising from the valuations of the Group’s properties interests as set out in the Property Valuation Report.

HK\$’000

Consolidated net asset value of the Group attributable to the Shareholders as at 31 December 2024⁽¹⁾	1,871,619
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Adjustments:

Less: Payment of the special dividend of 38 Hong Kong cents per Share, declared on 27 March 2025 and paid on 6 June 2025	(299,777)
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Add: Revaluation surplus arising from the valuation of all the property interests held by the Group as at 30 April 2025 based on the property valuation report set out in Appendix III to this Composite Document ⁽²⁾	116,377
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Add: Effect of the exercise of Options pursuant to the 2012 Share Options Scheme in May 2025	493
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Adjusted unaudited consolidated net asset value of the Group attributable to the Shareholders	1,688,712
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HK\$

Adjusted unaudited consolidated net asset value of the Group attributable to the Shareholders per Share⁽³⁾	2.14
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Notes:

- (1) The amount is extracted from the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024.
- (2) This represents the excess of the market value of all the property interests held by the Group as at 30 April 2025 over their corresponding net book values as at 31 December 2024.
- (3) Calculated based on 788,885,781 Shares in issue as at the Latest Practicable Date.

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As illustrated in the table above, taking into account the revaluation surplus arising from the valuation of all the property interests held by the Group, the Adjusted NAV per Share amounted to HK\$2.14, of which the Offer Price of HK\$0.654 represents a discount of approximately 69.4%.

Considering that Share Offer Price (i) is lower than the closing prices of the Shares throughout the entire Review Period and (ii) represents a substantial discount of 72.4%, 67.1%, and 69.4% over the NAV, Dividend-adjusted NAV and Adjusted NAV per Share respectively, we are of the view that the Share Offer Price is not attractive and is not fair and not reasonable from the perspective of the NAV, Dividend-adjusted NAV and Adjusted NAV per Share of the Company.

3.4. Market comparable analysis

In assessing the fairness and reasonableness of the Share Offer Price, we have initially considered comparable analysis based on the price-to-earnings ratio (“**P/E Ratio(s)**”), the price-to-book ratio (the “**P/B Ratio(s)**”) and the price-to-sales ratio (the “**P/S Ratio(s)**”). However, given the Company was loss-making during the latest financial year, we considered that the P/E Ratio is not appropriate to our analysis. As such, we have conducted a comprehensive comparables analysis for the Company based on the P/B Ratio and the P/S Ratio. In addition, given (i) the availability of the P/B Ratio and P/S Ratio, (ii) that a substantial portion of the Company’s total assets comprises property interests as discussed above in the section headed “3.3 NAV Comparison”, and (iii) the Company’s current operations and capital expenditure, we consider analysing the P/B Ratio and P/S Ratio to be sufficiently appropriate for assessing the fairness and reasonableness of the Share Offer Price.

We have set out below the criteria for the purpose of identifying the Comparables:

- (i) a company whose shares are similarly listed on the Main Board of the Stock Exchange;
- (ii) a company whose market capitalisation as of the Latest Practicable Date is no more than HK\$3 billion, being approximately 2.5 times the Company’s market capitalisation as at the Last Trading Date; and
- (iii) a company whose principal businesses include the operation of a digital retail platform supporting either B2C and/or B2B transactions (with more than 85% of revenue derived therefrom).

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We believe that the selected Comparables are suitable as benchmark references for our comparative analysis, reflecting the prevailing market sentiment towards this business sector and business models for similarly sized companies engaged in Ecommerce, and which are also listed on the same platform (i.e. Main Board of the Stock Exchange). Based on the research, the Comparables are exhaustive within the criteria set out above and we are of the view that it would serve as a fair and representative sample for drawing a meaningful comparison to the Share Offer Price.

Our relevant findings are summarised in the table below:

Company name	Stock code	Description of principal businesses	Net asset value (HK\$ million) ⁽²⁾	Revenue (HK\$ million) ⁽²⁾	Market capitalisation (HK\$ million) ⁽³⁾	P/B Ratio ⁽⁴⁾	P/S Ratio ⁽⁵⁾
Baozun Inc.	9991	Engaged in the provision and management of integrated brand e-commerce operations and digital solutions across major online platforms in Mainland China	4,292.9	10,334.3	1,267.2	0.30	0.12
UNQ Holdings Limited	2177	Engaged in the provision of brand e-commerce retail and wholesale solutions with a focus on Japanese-branded fast-moving consumer goods across B2B and B2C channels	789.1	1,478.9	447.9	0.57	0.30
Zibuyu Group Limited	2420	Engaged in the design, marketing and sale of self-branded consumer products through e-commerce platforms and direct-to-consumer channels worldwide	658.4	3,647.0	1,675.0	2.54	0.46
YesAsia Holdings Limited	2209	Engaged in the sourcing and retail of fashion, lifestyle and entertainment products through proprietary e-commerce platforms	416.2	2,715.1	2,332.5	5.60	0.86
					Maximum	5.60	0.86
					Minimum	0.30	0.12
					Mean	2.25	0.44
					Median	1.56	0.38
The Company	1137	Engaged in the operation and development of end-to-end e-commerce, logistics and multimedia service platforms in Hong Kong	1,688.7 ⁽⁷⁾	3,839.5	515.9 ⁽⁶⁾	0.31 ⁽⁷⁾	0.13 ⁽⁸⁾

Source: Website of the Stock Exchange (www.hkex.com.hk)

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Notes:

- (1) Where applicable, the exchange rate of US\$1:HK\$7.852 or RMB\$1:HK\$1.0968 was used as reported on the most recent bulletin data as published by the Hong Kong Monetary Authority as at the Last Practicable Date.
- (2) Where applicable, the net asset value attributable to shareholders and revenue of the Comparables is extracted from the respective latest published annual report prior to the Latest Practicable Date.
- (3) Market capitalisation is calculated based on the share closing price times the total number of Shares in issue as at the Latest Practicable Date.
- (4) P/B Ratio of the Comparables is calculated based on the respective market capitalisation as described in note 3 above and divided by the respective net asset value as described in note 2 above.
- (5) P/S Ratio of the Comparables is calculated based on the respective market capitalisation and divided by the revenue of the Comparables as described in notes 2 and 3 above, respectively.
- (6) The implied market capitalisation of the Company is calculated based on the Share Offer Price and 788,885,781 Shares in issue as at the Latest Practicable Date.
- (7) The implied P/B Ratio of the Company is calculated based on the implied market capitalisation, divided by the Group's Adjusted NAV.
- (8) The implied P/S Ratio of the Company is calculated based on the implied market capitalisation, divided by the revenue of the Company as described in note 5 above.

As illustrated in the table above, the P/B Ratios of the Comparables range from approximately 0.30 times to 5.60 times, with the mean and median being approximately 2.25 times and 1.56 times, respectively. The implied P/B Ratio (the “**Implied P/B Ratio**”) of the Company based on the Share Offer Price and Adjusted NAV was approximately 0.31 times. Notwithstanding that the Implied P/B Ratio falls within the range of the Comparables, it is only slightly above the minimum of the Comparables and is significantly below both the mean and the median.

Furthermore, the P/S Ratios of the Comparables range from approximately 0.12 times to 0.86 times, with the mean and median being approximately 0.44 times and 0.38 times, respectively. The implied P/S Ratio (the “**Implied P/S Ratio**”) of the Company based on the Share Offer Price and revenue was approximately 0.13 times. Notwithstanding that the Implied P/S Ratio falls within the range of the Comparables, it is similarly only slightly above the minimum of the Comparables and is significantly below both the mean and the median.

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Having considered that the Implied P/B Ratio and Implied P/S Ratio of the Company are substantially below both the mean and median of the Comparables, we believe the valuation of the Company as implied by the Share Offer Price represents a substantial discount to market norms. As such, we are of the view that the Share Offer Price is not attractive and is not fair and not reasonable so far as the Company and the Independent Shareholders are concerned.

3.5. Option Offer

As set out in the “Letter from the Board”, pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within 14 days after the publication of the Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed. If any Option is exercised in accordance with the terms of the 2012 Share Option Scheme prior to the close of the Share Offer, any Shares issued as a result of such exercise will be subject to the Share Offer as set out in the table setting out the exercise price applicable to each Option in the section headed “The Option Offer” in the “Letter from Somerley” in this Composite Document.

Given that the Share Offer Price is HK\$0.654 per Offer Share, and all outstanding Options having exercise prices of HK\$1.450, HK\$1.464, HK\$3.420, and HK\$4.434 per Share, which are above the Share Offer Price, these options are considered out-of-the-money based on the Share Offer Price.

In consideration for the cancellation of the Share Options, a cash offer at the Option Offer Price of HK\$0.0001 per Option will be made. The Option Offer Price at which the Option Offer is made represents the “see-through” price, which is the difference between the Share Offer Price and the exercise price for each Option.

We note that as the Option Offer Price is derived from the “see-through” price i.e. the Share Offer Price less each Option’s exercise price, accepting Independent Optionholders will receive only a nominal value of HK\$0.0001 due to all outstanding Options under the Option Offer being out-of-the-money. In view of the above, we are of the view that the Option Offer is not attractive and is not fair and not reasonable to the Independent Optionholders, and accordingly recommend the Independent Optionholders to not accept the Option Offer.

LETTER FROM ALTUS CAPITAL

Nevertheless, it shall be noted that the Options will lapse if they are not exercised within 14 days after publication of the Composite Document. As such, we are of the view that, for those Independent Optionholders (i) who are able to realise their Options at a net return greater than the Option Offer Price, should not accept the Option Offer but to exercise the Options; and (ii) who are unable to realise their Options at a net return greater than the Option Offer Price of HK\$0.0001, should accept the Option Offer, allowing them to recover a nominal sum before their Options lapse.

RECOMMENDATIONS

In summary, we have considered the below factors and reasons in arriving at our conclusion and recommendation in relation to the Offers:

- (i) as set out in the section headed “3.1 Share Offer Price comparison” and “3.2.1 Historical price performance of the Shares”, the Share Offer Price represents substantial discounts to the closing prices per Share over various trading periods, and a substantial discount of approximately 50.7% to the average closing price of the Shares during the Review Period;
- (ii) as set out in the section headed “3.2.2 Trading liquidity of the Shares”, the average daily trading volume during the Review Period ranged only from 0.04% to 0.52% of the total number of issued Shares and from 0.09% to 1.08% of the total number of issued Shares held by the Independent Shareholders, reflecting persistently low liquidity that may impede large-scale disposals without further depressing the market price;
- (iii) as set out in the section headed “3.3 NAV comparison”, the Share Offer Price represents substantial discounts of 72.4%, 67.1%, and 69.4% to the NAV, Dividend-adjusted NAV and Adjusted NAV of the Company;
- (iv) as set out in the section headed “3.4 Market Comparables”, the Implied P/B Ratio and Implied P/S Ratio based on the Share Offer Price are significantly below the mean and median multiples of selected industry peers; and
- (v) as set out in the section headed “3.5 Option Offer”, the Option Offer Price of HK\$0.0001 represents the “see-through” price between the Share Offer Price less the exercise price, and that Independent Optionholders may recover varying levels of return depending on whether they are able to exercise their Options at a net return greater than the Option Offer Price within the 14-day period after publication of the Composite Document.

LETTER FROM ALTUS CAPITAL

In terms of the Share Offer, for the reasons set out above, we believe that the Share Offer Price reflects a substantial discount to both recent market trading levels and market comparables. As such, we are of the view that the Share Offer Price is not attractive and is not fair and not reasonable so far as the Independent Shareholders are concerned, and accordingly recommend the Independent Board Committee to advise the Independent Shareholders to not accept the Share Offer.

In terms of the Option Offer, for the reasons set out above and in the section headed “3.5 Option Offer”, we are of the view that the Option Offer is not attractive and is not fair and not reasonable so far as the Independent Optionholders are concerned, and accordingly recommend the Independent Board Committee to advise the Independent Optionholders to not accept the Option Offer. Notwithstanding the aforesaid conclusion, the Options will lapse if not exercised within 14 days following the publication of the Composite Document. Therefore, we recommend that Independent Optionholders who can realise a net return higher than the Option Offer Price of HK\$0.0001 should not accept the Option Offer but to exercise their Options. Conversely, those unable to achieve a net return exceeding the Option Offer Price should accept it to recover a nominal sum before their Options lapse.

Independent Shareholders and Independent Optionholders are reminded that they should make their decisions to dispose of or retain their investments in the Shares and/or Options, having regard to their own circumstances and investment objectives and are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period, and they may consider exercising their Options (if any) and/or selling their Shares in the open market, where possible, if the net proceeds (after deducting all transaction costs) exceed the net amount to be received under the Share Offer or Option Offer (where applicable).

As different Independent Shareholders and Independent Optionholders would have different investment criteria, objectives or risk appetite and profiles, we recommend those who may require advice in relation to any aspect of the Composite Document, or as to the action to be taken, to consult a licensed securities dealer, bank manager, solicitor, professional accountant, tax adviser or other professional adviser.

Yours faithfully,
For and on behalf of
Altus Capital Limited

Jeanny Leung
Responsible Officer

Leo Tam
Responsible Officer

LETTER FROM ALTUS CAPITAL

*Ms. Jeanny Leung (“**Ms. Leung**”) is a Responsible Officer of Altus Capital Limited licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and permitted to undertake work as a sponsor. She is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Ms. Leung has over 30 years of experience in corporate finance advisory and the commercial field in Greater China, in particular, she has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.*

*Mr. Leo Tam (“**Mr. Tam**”) is a Responsible Officer of Altus Capital Limited licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and permitted to undertake work as a sponsor. He has over ten years of experience in corporate finance and advisory in Hong Kong, in particular, he has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions. Mr. Tam is a certified public accountant of the Hong Kong Institute of Certified Public Accountants.*

1. THE OFFERS

Somerley is making the Offers on behalf of the Offeror (i) to acquire all of the issued shares in the Company (other than those Shares already owned by the Offeror and parties acting in concert with it), at the Share Offer Price and (ii) to cancel all outstanding options of the Company (other than those Options already owned by the Offeror and parties acting in concert with it), at the Option Offer Price. The principal terms and conditions of the Offers are set out below.

2. OFFERS UNCONDITIONAL

The Offers are unconditional in all respects and are not conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

3. ACCEPTANCE PERIOD

To be valid, the WHITE Form of Share Offer Acceptance must be received by the Registrar and the PINK Form of Option Offer Acceptance must be received by the company secretary of the Company, in each case, in accordance with the instructions printed thereon and in this Composite Document by 4:00 p.m. on the Closing Date.

4. PROCEDURES FOR ACCEPTANCE**4.1 The Share Offer**

- (a) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Offer Shares is/are in your name, and you wish to accept the Share Offer in respect of your Offer Shares (whether in full or in part), you must deliver the duly completed and signed WHITE Form of Share Offer Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Offer Shares for which you intend to accept the Share Offer, by post or by hand, to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in an envelope marked "Hong Kong Technology Venture Company Limited – Mandatory Cash Offers" so as to reach the Registrar as soon as possible but in any event by no later than 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code.

- (b) If you have lodged transfer(s) of any of your Offer Shares for registration in your name or if you have exercised your Options and have not yet received your share certificate(s), and you wish to accept the Share Offer in respect of those Offer Shares, you should nevertheless duly complete and sign the WHITE Form of Share Offer Acceptance and deliver it to the Registrar together with the transfer receipt(s), if any, duly signed by yourself and/or other document(s) of title or entitlement in respect of the Options (as the case may be). Such action will constitute an irrevocable authority to the Offeror and/or Somerley and/or their respective agent(s) to collect from the Company or the Registrar on your behalf the relevant share certificate(s) when issued and to deliver such share certificate(s) to the Registrar on your behalf and to authorise and instruct the Registrar to hold such share certificate(s), subject to the terms and conditions of the Share Offer, as if it was/they were delivered to the Registrar with the WHITE Form of Share Offer Acceptance.
- (c) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of your Offer Shares is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Share Offer in respect of any of your Offer Shares, the WHITE Form of Share Offer Acceptance should nevertheless be duly completed, signed and delivered to the Registrar together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of your Offer Shares or that it is/they are not readily available. If you subsequently find such document(s) or if it/they become(s) available, the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title should be forwarded to the Registrar as soon as possible thereafter. If you have lost the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title in respect of your Offer Shares, you should also write to the Registrar for a form of letter of indemnity which, when completed and signed in accordance with the instructions given, should be provided to the Registrar. The Offeror has absolute discretion to decide whether any Offer Shares in respect of which the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title is/are not readily available and/or is/are lost will be taken up by the Offeror.
- (d) Acceptance of the Share Offer will be treated as valid only if the duly completed and signed WHITE Form of Share Offer Acceptance is received by the Registrar on or before the latest time for acceptance of the Share Offer and is:
 - (i) accompanied by the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Offer Shares for which you intend to accept the Share Offer and, if that/those share certificate(s) and/or any other document(s) of title is/are not in your name, such other document(s) (e.g. a duly stamped transfer of the relevant

Share(s) in blank or in favour of the acceptor executed by the registered holder) in order to establish your right to become the registered holder of the relevant Offer Shares; or

- (ii) from a registered Shareholder or his/her personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Offer Shares which are not taken into account under another sub-paragraph of this paragraph (e)); or
- (iii) certified by the Registrar or the Stock Exchange,

and the Registrar has recorded that the acceptance and any relevant documents required by Note 1 to Rule 30.2 of the Takeovers Code have been so received.

- (e) If the WHITE Form of Share Offer Acceptance is executed by a person other than the registered Shareholder, appropriate documentary evidence of authority (e.g. grant of probate or certified copy of a power of attorney) must be delivered to the Registrar with the completed Form of Acceptance.
- (f) If the Share Offer is invalid, withdrawn or lapses, the Offeror shall, as soon as possible but in any event no later than seven (7) Business Days thereof, return by ordinary post at your own risk the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the Offer Shares tendered for acceptance together with the duly cancelled WHITE Form of Share Offer Acceptance to the relevant Shareholder(s).
- (g) No acknowledgement of receipt of any WHITE Form of Share Offer Acceptance and/or the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Offer Shares will be given.

4.2 The Option Offer

- (a) If you are an Optionholder and you wish to accept the Option Offer in respect of your Options, you must deliver the duly completed and signed PINK Form of Option Offer Acceptance together with the relevant certificate(s), document(s) of title or entitlement in respect of the Options and/or any other document(s) (if applicable) evidencing the grant of the Options to you (and/or any satisfactory indemnity or indemnities required in respect thereof) for your holding of the Options or if applicable, for not less than the number of the Options in respect of which you intend to accept the Option Offer, by post or by hand, to the company secretary of the Company at HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong marked "Hong Kong Technology Venture Company Limited – Mandatory

Cash Offers” on the envelope so as to reach the company secretary of the Company as soon as possible but in any event by no later than 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code.

- (b) If the PINK Form of Option Offer Acceptance is executed by a person other than the registered Optionholder, appropriate documentary evidence of authority (e.g. grant of probate or certified copy of a power of attorney) to the satisfaction of the company secretary of the Company must be produced.
- (c) If the Option Offer is invalid, withdrawn or lapses, the Offeror shall, as soon as possible but in any event no later than seven (7) Business Days thereof, return by delivering the relevant certificate(s), document(s) of title or entitlement in respect of the Options, and/or any other document(s) (if applicable) evidencing the grant of the Options to you (and/or any satisfactory indemnity or indemnities required in respect thereof) together with the duly cancelled PINK Form of Option Offer Acceptance to the office of the Company in Hong Kong for collection by the relevant Optionholders.
- (d) No acknowledgement of receipt of any PINK Form of Option Offer Acceptance and/or the relevant certificate(s), document(s) of title or entitlement in respect of your Options and/or any other document(s) (if applicable) evidencing the grant of the Options to you (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

5. SETTLEMENT UNDER THE OFFERS

5.1 The Share Offer

Provided that a duly completed and signed WHITE Form of Share Offer Acceptance and the relevant Title Documents as required by Note 1 to Rule 30.2 of the Takeovers Code are complete and in good order in all respects and have been received by the Registrar before the close of the Share Offer, a cheque for the amount due to each of the Shareholders who accepts the Share Offer less seller’s ad valorem stamp duty in respect of the Offer Shares tendered by him/her/it under the Share Offer will be despatched to such Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event no later than seven (7) Business Days after the date on which the Offer Shares are validly tendered for acceptance of the Share Offer. Relevant Title Documents must be received by the Registrar to render each acceptance of the Share Offer complete and valid.

No fraction of a cent will be payable and the amount of consideration payable to an Accepting Shareholder who accepts the Share Offer will be rounded up to the nearest cent.

Cheque(s) not presented for payment within six months from the date of issue of the relevant cheque(s) will not be honoured and will be of no further effect, and in such circumstances cheque holders should contact the Offeror for payment.

Settlement of the consideration to which an Accepting Shareholder is entitled under the Share Offer will be implemented in full accordance with the terms of the Share Offer without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Accepting Shareholder.

5.2 The Option Offer

Pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within fourteen days after the publication of this Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed.

Provided that a duly completed and signed PINK Form of Option Offer Acceptance and the relevant Title Documents are complete and in good order in all respects and have been received by the company secretary of the Company before the close of the Option Offer, a cheque for the amount due to each of the Optionholders who accepts the Option Offer in respect of the Options surrendered for cancellation by him/her/it in acceptance under the Option Offer will be available for collection at the office of the Company in Hong Kong at HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong as soon as possible but in any event no later than seven (7) Business Days after the date on which the Options are validly tendered for acceptance of the Option Offer. Relevant Title Documents must be received by the company secretary of the Company to render each acceptance of the Option Offer complete and valid.

No fraction of a cent will be payable and the amount of consideration payable to an Optionholder who accepts the Option Offer will be rounded up to the nearest cent.

Cheque(s) not presented for payment within six months from the date of issue of the relevant cheque(s) will not be honoured and will be of no further effect, and in such circumstances cheque holders should contact the Offeror for payment.

Settlement of the consideration to which an Accepting Optionholder is entitled under the Option Offer will be implemented in full accordance with the terms of the Option Offer without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Accepting Optionholder.

6. NOMINEE HOLDINGS

- (a) If the Title Documents in respect of a Shareholder's Shares are in the name of a nominee company (including those Shares held in CCASS) or some name other than his own, and such Shareholder wishes to accept the Share Offer (either in full or in respect of part of his/her/its holding(s) of Shares), he must either:
- (i) instruct the nominee company, or other nominee to accept the Share Offer on his/her/its behalf and requesting it to deliver the WHITE Form of Share Offer Acceptance duly completed together with the Title Documents to the Registrar, within such deadline (which may be earlier than the deadline specified under the Share Offer) as may be stipulated by the nominee; or
 - (ii) arrange for the Shares to be registered in his/her/its name by the Company through the Registrar, and send the WHITE Form of Share Offer Acceptance duly completed together with the Title Documents to the Registrar; or
 - (iii) where his Shares have been maintained with his licensed securities dealer/custodian bank through CCASS, instruct his licensed securities dealer/custodian bank to authorise HKSCC Nominees to accept the Share Offer on his behalf on or before the deadline set by HKSCC Nominees. In order to meet the deadline set by HKSCC Nominees, that Shareholder should check with his broker/custodian bank for the timing on processing of his instruction, and submit such instruction to his broker/custodian bank as required; or
 - (iv) if that Shareholder's Shares have been lodged with his Investor Participant Account with CCASS, authorise his instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees.
- (b) Shareholders with such a nominee holding of Shares should ensure that they undertake the above applicable course of action promptly so as to allow their nominee(s) sufficient time to complete the acceptance procedure on their behalf by the Latest Acceptance Time.

7. ANNOUNCEMENTS

The Offeror must publish an announcement in accordance with the Takeovers Code and Listing Rules on the websites of the Stock Exchange and the Company by 7:00 p.m. on the Closing Date stating the results of the Offers. The announcement will state the following:

- (a) the total number of Offer Shares and Options for which acceptances of the Offers have been received;
- (b) the total number of Offer Shares and Options held, controlled or directed by the Offeror and the Offeror Concert Parties before the Offer Period;

- (c) the total number Offer Shares and Options acquired or agreed to be acquired during the Offer Period by the Offeror and the Offeror Concert Parties; and
- (d) details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror and any of the Offeror Concert Parties have borrowed or lent, save for any borrowed Offer Shares which have been either on-lent or sold.

The announcement will specify the percentages of the issued share capital, and the percentages of voting rights, represented by these numbers of Offer Shares.

In computing the total number of Offer Shares and Options represented by acceptances, only valid acceptances that are complete, in good order and fulfil the conditions set out in this Appendix I, and which have been received by the Registrar or the company secretary of the Company (as the case may be) by no later than 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offers, shall be included.

As required under the Takeovers Code, all announcements in relation to the Offers will be made in accordance with the requirements of the Takeovers Code and the Listing Rules.

If any of the Offeror, the Offeror Concert Parties or their respective advisers make any statement during the Offer Period about the level of acceptances or the number or percentage of Accepting Shareholders or Accepting Optionholders, the Offeror must make an immediate announcement in compliance with Note 2 to Rule 19 of the Takeovers Code.

8. RIGHT OF WITHDRAWAL

A Form of Acceptance duly received by or on behalf of the Company will become irrevocable and cannot be withdrawn unless in accordance with Rule 19.2 of the Takeovers Code.

9. HONG KONG STAMP DUTY

The seller's Hong Kong ad valorem stamp duty on acceptances of the Share Offer at a rate of 0.1% of the amount of the consideration payable in respect of the relevant acceptances by the Shareholders or if higher, the market value of the Shares, will be deducted from the amount payable to the Shareholders who accept the Share Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Shareholders accepting the Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Share Offer.

No stamp duty is payable in connection with the acceptance of the Option Offer.

10. GENERAL

- (a) All communications, notices, Form(s) of Acceptance, share certificate(s), transfer receipt(s), document(s) of title or entitlement in respect of the Options and/or documentary evidence of authority (and/or any satisfactory indemnity or indemnities required in respect thereof) if delivered by or sent to or from the Shareholders or the Optionholders or their designated agents by post, shall be posted at their own risk, and none of the Offeror, the Company, Somerley or any of their respective directors, the Registrar or any other parties involved in the Offers and any of their respective agents accepts any liability for any loss or delay in postage or any other liabilities that may arise as a result thereof.
- (b) The provisions set out in the Form(s) of Acceptance form part of the terms and conditions of the Offers.
- (c) The failure of any person to receive this Composite Document or a Form of Acceptance will not invalidate any aspect of the Offers. Extra prints of these documents will be available to any Shareholder and Optionholder at the office of the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong during office hours between the date of despatch of this Composite Document and the Latest Acceptance Time (both dates inclusive), between 9:00 a.m. to 4:30 p.m. (Hong Kong time) from Mondays to Fridays (other than public holidays), and on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.hktv.com.hk.
- (d) Due execution of the Form(s) of Acceptance will constitute an authority to the Offeror, Somerley or such person or persons as the Offeror may direct to complete, amend and execute any document on behalf of the person or persons accepting the Offers and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct, the Offer Shares and/or cancelling the Options in respect of which such person or persons has/have accepted the Offers.
- (e) Acceptance of the Offers by any person will be deemed to constitute a representation and warranty by such person or persons to:
 - (i) the Offeror, the Company and Somerley, that the Offer Shares sold by such person or persons to the Offeror are fully paid and shall be acquired free from all Encumbrances and sold together with all rights and benefits attaching to them as at the date such Shares are transferred to the Offeror or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared, or agreed to be made or paid thereon or in respect thereof on or after the date on which the Share Offer is made, being the date of this Composite Document, unless the Offeror has reduced the Share Offer Price in respect of any

dividend declared, paid/made or agreed to be paid/made by the Company up to the close of the Share Offer. In the event that the Company decides to declare, pay, make or agree to pay or make any dividends on or after the date of the Joint Announcement and up to close of the Share Offer, the Offeror will reduce the Share Offer Price by the amount of such dividends. The Company has confirmed that it does not intend to make, declare or pay any dividends or distributions before close of the Offers; and

- (ii) the Offeror, the Company and their respective advisers, including Somerley, the financial adviser to the Offeror in respect of the Offers, that if such Shareholder/Optionholder accepting the Share Offer/Option Offer is a citizen, resident or national of a jurisdiction outside Hong Kong, he/she has observed and is permitted under all applicable laws and regulations to which such overseas Shareholder/Optionholder is subject to receive and accept the Share Offer/Option Offer and any revision thereof, and that he has obtained all requisite governmental, exchange control or other consents and made all registrations or filings required in compliance with all necessary formalities and regulatory or legal requirements, and all requirements for the payment by the accepting Shareholders or, as the case may be, Optionholders of any transfer or other taxes in respect of their acceptances, and that he has not taken or omitted to take any action which will or may result in the Offeror, the Company or their respective advisers, including Somerley, the financial adviser to the Offeror, or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the Offers or his acceptance thereof and such acceptance, surrender and/or cancellation shall be valid and binding in accordance with all applicable laws and regulations.
- (f) By validly accepting the Option Offer, the outstanding Options tendered by the Independent Optionholders, together with all rights attaching thereto with effect from the date such Options are acquired by the Offeror, will be cancelled. Independent Optionholders should note that pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within fourteen days after the publication of this Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed.
- (g) The right of acceptance of the Offers is personal to each Shareholder/ Optionholder and is not capable of being assigned or renounced in favour of others or otherwise transferred by the Shareholders/ Optionholders.

- (h) In making their decisions with regard to the Offers, the Shareholders and the Optionholders should rely on their own examination of the Offeror, the Company and the terms of the Offers, including the merits and risks involved. The contents of this Composite Document, including any general advice or recommendation contained herein, together with the Form(s) of Acceptance shall not be construed as any legal or business advice on the part of the Offeror, the Company and/or Somerley. The Shareholders and the Optionholders should consult their own professional advisers for professional advice.
- (i) The Offers and all acceptances of them, the Forms of Acceptance and all contracts made pursuant to the Offers, and all actions taken or made or deemed to be taken or made pursuant to these terms will be governed by and construed in accordance with Hong Kong laws. Delivery of a Form of Acceptance will constitute submission to the non-exclusive jurisdiction of the Hong Kong courts.
- (j) The English texts of this Composite Document and the accompanying Form(s) of Acceptance shall prevail over their respective Chinese texts for the purpose of interpretation.

11. TAXATION

Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting the Offers or not. It is emphasised that none of the Offeror, Somerley and the Company, nor any of their respective directors, officers, agents or associates or any other person involved in the Offers, accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their accepting or not accepting the Offers.

12. AVAILABILITY OF THE OFFERS

The Offeror is making the Offers available to all Independent Shareholders and Independent Optionholders, including those with registered addresses outside Hong Kong. The availability of the Offers to any persons not resident in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any Independent Shareholders or Independent Optionholders who are not resident in Hong Kong and who wish to accept the Offers should inform themselves about and observe any applicable requirements in their own jurisdictions.

It is the responsibility of the Independent Shareholders and Independent Optionholders who are not resident in Hong Kong who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or compliance with other necessary formalities and the payment of any transfer or other taxes due from such Shareholder or Optionholder in respect of such jurisdictions) and, where necessary, consult their own professional advisers.

13. NOTICE TO U.S. HOLDERS OF SHARES

The Offers are being made for the securities of a company incorporated in Hong Kong with limited liability and is subject to Hong Kong disclosure requirements, which are different from those of the United States. The financial information included in this Composite Document has been prepared in accordance with Hong Kong Financial Reporting Standards and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of cash pursuant to the Offers by a U.S. holder of Shares and/or Options may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each holder of Shares and/or Options is urged to consult his independent professional advisor immediately regarding the tax consequences of acceptance of the Offers.

U.S. holders of Shares and/or Options may encounter difficulty enforcing their rights and any claims arising out of the U.S. federal securities laws, as each of the Offeror and the Company is located in a country outside the United States and some or all of their respective officers and directors may be residents of a country other than the United States. U.S. holders of Shares and/or Options may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, U.S. holders of Shares and/or Options may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

The Offers are being made in the United States pursuant to the applicable U.S. tender offer rules or certain available exemptions or exceptions therefrom and otherwise in accordance with the requirements of the laws of Hong Kong. Accordingly, the Offers are subject to Hong Kong disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

14. INTERPRETATION

1. A reference in this Composite Document to a Shareholder includes a reference to a person who, by reason of an acquisition or transfer of Shares, is entitled to execute a Form of Acceptance and in the event of more than one person executing a Form of Acceptance, the provisions of this Composite Document apply to them jointly and severally.
2. A reference in this Composite Document and the Forms of Acceptance to the masculine gender includes the feminine and neuter genders, and a reference to the singular includes the plural, and vice versa.

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of the consolidated financial results of the Group for each of the financial years ended 31 December 2022, 2023 and 2024, as extracted from the audited consolidated financial statements included in the annual reports of the Company for the years ended 31 December 2022 (the “**2022 Annual Report**”), 2023 (the “**2023 Annual Report**”) and 2024 (the “**2024 Annual Report**”), respectively:

	Year ended 31 December		
	2024	2023	2022
	HK\$'000	HK\$'000	HK\$'000
Turnover	3,839,509	3,811,706	3,828,051
Other operating expenses	(2,171,826)	(1,979,343)	(1,868,744)
(Loss)/profit before taxation	(71,307)	38,764	142,360
Income tax credit	4,607	6,557	69,844
(Loss)/profit for the year			
attributable to:			
– equity shareholders of the Company	(66,700)	45,321	212,204
– non-controlling interests	–	–	–
Total comprehensive income for the year attributable to:			
– equity shareholders of the Company	(50,577)	45,041	197,401
– non-controlling interests	–	–	–
Dividends payable to equity shareholders of the Company attributable to profit for the year	299,647	–	73,759
(Loss)/earnings per share			
– basic	HK\$(0.08)	HK\$0.05	HK\$0.23
– diluted	HK\$(0.08)	HK\$0.05	HK\$0.22
Dividend per Share			
– interim	–	–	HK\$0.08
– final	–	–	–
– special	HK\$0.38	–	–

No final dividend was paid or proposed by the Company during each of the three financial years ended 31 December 2022, 2023 and 2024. A special dividend of 38 Hong Kong cents per Share was declared on 27 March 2025 and paid on 6 June 2025.

Save for disclosed above, there were no other items of income or expenses which are material. The auditor of the Company for the years ended 31 December 2022, 2023 and 2024, KPMG, did not issue any qualified or modified opinion (including emphasis of matter, adverse opinion and disclaimer of opinion) on the consolidated financial statements of the Group for each of the years ended 31 December 2022, 2023 and 2024. There had been no change in accounting policy for the three years ended 31 December 2022, 2023 and 2024 that would result in the financial figures for such years not being comparable to a material extent.

2. AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

The Company is required to set out or refer to in this Composite Document the consolidated statement of financial position, consolidated cash flow statement and any other primary statement as shown in the audited consolidated financial statements of the Group for (i) the year ended 31 December 2022 (the “**2022 Financial Statements**”), (ii) the year ended 31 December 2023 (the “**2023 Financial Statements**”) and (iii) the year ended 31 December 2024 (the “**2024 Financial Statements**”), respectively, together with the material accounting policies and the notes to the relevant published financial statements which are of major relevance to the appreciation of the above financial information.

The 2024 Financial Statements are set out from page 100 to page 169 in the 2024 Annual Report, which was published on 24 April 2025. The 2024 Annual Report is posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hktv.com.hk), and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042402279.pdf>

The 2023 Financial Statements are set out from page 93 to page 162 in the 2023 Annual Report, which was published on 29 April 2024. The 2023 Annual Report is posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hktv.com.hk), and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042901695.pdf>

The 2022 Financial Statements are set out from page 89 to page 156 in the 2022 Annual Report, which was published on 26 April 2023. The 2022 Annual Report is posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hktv.com.hk), and is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0426/2023042601350.pdf>

The 2024 Financial Statements, 2023 Financial Statements and 2022 Financial Statements (but not any other parts of the 2024 Annual Report, 2023 Annual Report or 2022 Annual Report in which they respectively appear) are incorporated by reference into this Composite Document and form part of this Composite Document.

3. PROPERTY INTERESTS AND ADJUSTED NET ASSET VALUE

The valuation of all the property interests held by the Group as at 30 April 2025 have been conducted by Dudley Surveyors Limited, the independent professional valuer appointed by the Company. The market value of all the property interests held by the Group as at 30 April 2025 was approximately HK\$1,225,500,000, all of which were properties held by the Group that were in Hong Kong and were held for owner occupation or for investment purpose. The property valuation report is set out in Appendix III to this Composite Document.

By taking into account the effect of revaluation surplus arising from the valuation of all the property interests held by the Group as set out in Appendix III to this Composite Document, set out below is the calculation of the Group's adjusted unaudited consolidated net asset value attributable to the Shareholders:

	<i>HK\$'000</i>
Consolidated net asset value of the Group attributable to the Shareholders as at 31 December 2024 (<i>Note 1</i>)	1,871,619
Adjustments:	
– Payment of the special dividend of 38 Hong Kong cents per Share, declared on 27 March 2025 and paid on 6 June 2025	(299,777)
– Revaluation surplus arising from the valuation of all the property interests held by the Group as at 30 April 2025 based on the property valuation report set out in Appendix III to this Composite Document (<i>Note 2</i>)	116,377
– Effect of the exercise of Options pursuant to the 2012 Share Option Scheme in May 2025	493
Adjusted unaudited consolidated net asset value of the Group attributable to the Shareholders	1,688,712
	<i>HK\$</i>
Adjusted unaudited consolidated net asset value of the Group attributable to the Shareholders per Share (<i>Note 3</i>)	2.14

Notes:

- (1) The amount is extracted from the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024.
- (2) This represents the excess of the market value of all the property interests held by the Group as at 30 April 2025 over their corresponding net book values as at 31 December 2024.
- (3) Based on 788,885,781 Shares in issue as at the Latest Practicable Date.

4. INDEBTEDNESS

As at 30 April 2025, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the publication of this Composite Document, the Group had current lease liabilities of approximately HK\$126,194,000 and non-current lease liabilities of approximately HK\$281,825,000. Except as discussed above, the Group did not have any outstanding mortgages, charges, debentures, loan capital, bank overdrafts, loans, debt securities or other similar indebtedness issued and outstanding or agreed to be issued, hire purchase commitments, liabilities under acceptances or acceptance credits or any guarantees or other material contingent liabilities.

5. MATERIAL CHANGE

The Directors confirm that there has been no material change in the financial or trading position or outlook of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

The following is the text of a letter, summary of values and valuation certificates prepared for the purpose of incorporation in this Composite Document received from Dudley Surveyors Limited, an independent valuer, in connection with their valuation as at 30 April 2025 of the property interests of the Group.



Date: 22 July 2025

The Directors
Hong Kong Technology Venture Company Limited
HKTV Multimedia and Ecommerce Centre,
No. 1 Chun Cheong Street,
Tseung Kwan O Industrial Estate,
Tseung Kwan O,
New Territories,
Hong Kong

Dear Sirs,

Re: Property Portfolio held by Hong Kong Technology Venture Company Limited and its subsidiaries (“The Properties” as listed in the Summary of Valuation)

We refer to the instruction from Hong Kong Technology Venture Company Limited (“**the Instructing Party**” or “**the Company**”) for us to carry out current market valuation of the property interests held by the Company and its subsidiaries in Hong Kong. We confirm that we have made relevant investigation and enquiries and obtained such further information as we consider necessary for compiling this report together with our opinion of the market values of The Properties as at 30 April 2025 (“**Valuation Date**”).

VALUATION STANDARDS AND BASIS

In valuing the property interests, we have complied with all the requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities (the “Exchange Listing Rules”) issued by The Stock Exchange of Hong Kong Limited, Rule 11 of The Code on Takeovers and Mergers (“**the Takeovers Code**”) issued by Securities and Futures Commission and the “HKIS Valuation Standards (2024 Edition)” published by the Hong Kong Institute of Surveyors (“**HKIS**”).

Our valuation is conducted on market value basis defined by the International Valuation Standards and followed by the HKIS to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Market Value is understood as the value of an asset or liability estimated without regard to costs of sale and purchase (or transaction) and without offset for any associated taxes or potential taxes.

VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the owner sells the property on the open market without the benefit and burden of any deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to affect the values of The Properties.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on The Properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that The Properties are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

Unless otherwise stated, it is assumed that Property 1, Property 3, Property 4 and Property 5 are valued on the assumption that they are freely assignable and transferable for the whole of the unexpired land lease term without any land premium payment.

For Property 2, according to the Agreement for Lease registered in the Land Registry vide Memorial No. 11082902290241 dated 15 August 2011 between the Hong Kong Science and Technology Parks Corporation (“**HKSTPC**”) and a subsidiary of the Company (i.e. Hong Kong Media Production Company Limited (“**HKMPCL**”)) (as modified by subsequent lease modifications) (the “**Agreement for Lease**”), the lease shall be entered into by HKSTPC and HKMPCL subject to the fulfilment of certain obligations by HKMPCL. If HKMPCL decided to assign the lease of Property 2, it shall first offer to surrender Property 2 to HKSTPC at a price to be calculated based on the formula stipulated in the lease. In the event that HKSTPC does not accept the surrender offer, a fee, which HKSTPC may from time to time determine, shall be paid to HKSTPC before HKMPCL’s assignment of the lease of Property 2 to a new lessee.

As instructed, our valuation of Property 2 is based on the assumption that (a) HKSTPC would not accept the “offer to surrender” so that the lease of Property 2 is assignable to a new lessee for the whole of the unexpired lease term and (b) the fee payable to HKSTPC, if any, has been settled.

Property 2 is being used in accordance with the terms of the Agreement for Lease.

VALUATION METHODOLOGY

We have valued The Properties by using the market approach (Direct Comparison Method) in this valuation.

Market sale transactions (known as “**comparables**”) in the relevant market are adopted for comparison and analysis. Appropriate adjustments have been made to account for differences on various attributes between The Properties and the comparable properties.

We have been provided with the occupancy details of The Properties as stated separately in the Valuation Certificates as enclosed.

In assessing the market values of Property 4 and Property 5, we have also taken into account their existing tenancies with a Hong Kong listed company.

For Property 2, being a purpose built non-domestic complex, our valuation is relied on similar probable buy and sell transactions with particular reference to assumptions set out in Valuation Assumptions above.

According to the Agreement for Lease, if HKMPCL decided to assign the lease of Property 2, it shall first offer to surrender it to HKSTPC at a price to be calculated based on the formula stipulated in the lease. In the event that HKSTPC does not accept the surrender offer, a fee, which HKSTPC may from time to time determine, shall be paid to HKSTPC before HKMPCL’s assignment of the lease to a new lessee.

Given these disposal restrictions which are considered different from the general market, we consider it is appropriate to value Property 2 allowing for discounts on its restrictions.

SOURCE OF INFORMATION

In the course of our analysis, we have relied on a considerable extent on the information provided by the Instructing Party and have accepted the advice given to us on such matters as tenure, planning approvals, statutory notices, easements, site area and floor areas, occupancy information and all other relevant matters.

Dimensions, measurements and areas included in the valuation certificates are based on information contained in the documents provided to us or collected from relevant government departments and are therefore only approximations. We have no reason to doubt the truth and accuracy of the information provided to us by the Instructing Party, which are material to the valuation. We were also advised that no material factors have been omitted from the information supplied.

Unless otherwise stated, all monetary amounts are stated in Hong Kong Dollar (“**HK\$**”).

TITLE INVESTIGATIONS

We have caused searches to be made at the Land Registry regarding The Properties. Land search records of The Properties are retrieved on 20 May 2025, which revealed that the subsidiaries of the Company are the registered owners of The Properties, other than Property 2 (the details of which are set out in Appendix A of this report).

PROPERTY INSPECTION

The Properties were inspected by Ms. Ellen Lo and Mr. Jabfrey Ip on 21 May 2025. Inspection to The Properties has been conducted to such extent as for the purpose of this valuation assessment. In the course of our inspection, we did not notice any serious defects. However, we have not carried out any structural survey nor any tests were made on the building services. Therefore, we are not able to report whether The Properties are free of rot, infestation or any other structural defects.

We have not carried out site measurements to verify the correctness of the site area and/or floor areas of The Properties and have assumed that the areas shown on the documents and/or official plan(s) handed to us are correct. During our inspection, we have not carried out investigations on the site to determine the suitability of the ground conditions and the services for any future development. Our valuation is on the basis that these aspects are satisfactory.

We are not aware of the content of any environmental audit or other environmental investigation or soil survey which may have been carried out on the properties and which may draw attention to any contamination or the possibility of any such contamination. In undertaking our work, we have assumed that no contaminative or potentially contaminative uses have ever been carried out in The Properties.

POTENTIAL TAX LIABILITY

For the purpose of compliance with Rule 11.3 of the Takeovers Code and as advised by the Company, the potential tax liabilities which may arise from the sale of the property interests include:

- Attributable profits tax at maximally 16.5% on gain (minus any profit which is capital in nature) for the properties in Hong Kong; and
- Stamp duty at progressive rates from 1.5% to 4.25% on the transaction amount (of which both the seller and the buyer are jointly and severally liable) for the properties in Hong Kong.

As advised by the Company, the likelihood of any potential tax liability for the properties being crystalized is remote as the Company and its subsidiaries have no intention to dispose these properties.

Mr. Jabfrey Ip has provided professional assistance to the person signing this report. Mr. Ip is a senior valuation professional who has over 12 years of relevant experience.

We enclose herewith a summary of valuation and our valuation certificates.

Yours faithfully

For and on behalf of

Dudley Surveyors Limited

Ellen Lo Yee Tak

B.Sc., MHKIS, MRICS, RPS(GP), MCIREA

Managing Director

Note: Ms. Ellen Lo Yee Tak of 9/F., Siu Ying Commercial Building, 153 Queen's Road Central, Hong Kong, who is a Registered Professional Surveyor (General Practice), a member of The Hong Kong Institute of Surveyors and a member of Royal Institution of Chartered Surveyors. She has over 35 years' experience in real estate industry and property valuation sector in Hong Kong and the People's Republic of China.

Encl.

SUMMARY OF VALUATION

Address of The Properties		Market Value in its existing state as at 30 April 2025
Group I – Property held by the Company for owner occupation:		
Property 1:	Workshop Nos. 1–18 on 13/F, Trans Asia Centre, No. 18 Kin Hong Street, Kwai Chung, New Territories	HK\$68,600,000
Property 2:	The Remaining Portion of Section S of Tseung Kwan O Town Lot No. 39 and the Extension thereto, Tseung Kwan O Industrial Estate, Tseung Kwan O, Sai Kung, New Territories (Also known as “No. 1 Chun Cheong Street, Tseung Kwan O, Sai Kung, New Territories”)	HK\$816,000,000
Property 3:	House No. 88, Royal Castle, Lot No. 1622 in D.D. 243, Sai Kung, New Territories	HK\$84,700,000
Group II – Property held by the Company for investment:		
Property 4:	Workshop Nos. 1–18 on 12/F, 14/F & 16/F and Roof Nos. 10–18 on 17/F, Trans Asia Centre, No. 18 Kin Hong Street, Kwai Chung, New Territories	HK\$253,300,000
Property 5:	Lorry Parking Space No. L13 on 1/F, Mita Centre, Nos. 552–566 Castle Peak Road, Kwai Chung, New Territories	HK\$2,900,000
Total		<u>HK\$1,225,500,000</u>

GROUP I – PROPERTY HELD BY THE COMPANY FOR OWNER OCCUPATION:

VALUATION CERTIFICATE

Property 1	Description and Tenure	Details of Occupancy	Market Value in its existing state as at 30 April 2025
Workshop Nos. 1–18 on 13/F, Trans Asia Centre, No. 18 Kin Hong Street, Kwai Chung, New Territories.	Trans Asia Centre is a 17-storey industrial building located at the north-eastern end of Kin Hong Street, in the district of Kwai Chung, New Territories. It was completed in 1994. Car parking spaces for private cars, light vans, lorries and containers are provided on 1/F of the building.	As advised by the Instructing Party, Property 1 is currently owner occupied. We have therefore assessed Property 1 on vacant possession basis.	HK\$68,600,000 (HONG KONG DOLLARS SIXTY EIGHT MILLION AND SIX HUNDRED THOUSAND) on vacant possession basis
9,004/161,978 equal and undivided parts or shares of and in The Remaining Portion of Kwai Chung Town Lot No. 365.	Property 1 comprises the whole workshop floor of 13/F, which has a headroom of about 11.4 ft. and floor loading of about 150 lb/sq.ft. As informed by the Instructing Party, the existing use of Property 1 is for industrial purposes.		
	According to the approved building plans, the gross floor area of all the workshops on 13/F is approximately 24,734 sq.ft. (2,297.9 sq.m. or thereabouts).		
	Property 1 is held under New Grant No. 5611 for a term of 99 years commencing from 1 July 1898 and has been statutorily extended to 30 June 2047. The annual Government Rent is equivalent to 3% rateable value of Property 1 for the time being.		

Notes:

1. The registered owner of Workshop Nos. 1–18 on 13/F is Blossom Ahead Limited (Blossom Ahead Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 18090700010023 dated 9 August 2018.
2. Property 1 is subject to the following encumbrance:
 - i. Deed of Mutual Covenant registered vide Memorial No. TW971428 dated 18 August 1994.
3. Property 1 is situated in an area zoned as “Other Specified Uses (Business)” under the Approved Kwai Chung Outline Zoning Plan No. S/KC/32 gazetted on 13 October 2023.
4. Our Valuation has been made on the following basis and analysis:
 - i. In undertaking our valuation of Property 1, we have identified and analyzed various relevant sales transactions of industrial premises in the subject building and in the same locality (the “Comparables”). These Comparables were transactions in the last two years and have similar characteristics as the subject property (such as nature, accessibility, car parking availability and building age etc). The transaction prices of these Comparables on per square foot saleable area basis range from HK\$3,200 to HK\$4,300.

- ii. Appropriate adjustments have been made, including time index, size, building age, headroom and other common characteristics between the subject property and Comparables, thus forming our opinion of the market valuation.
 - iii. The fundamental principles underlying these adjustments are:
 - (1) if the subject property is better than Comparables, an upward adjustment (in price) is made, and; conversely,
 - (2) if the subject property is deemed inferior or less desirable compared to Comparables, a downward adjustment (in price) is applied.
 - iv. At the same time references have also been made to the Hong Kong Government's property price indexes.
5. As advised by the Company, the management presently has no plan for construction, renovation, improvement or development, as well as disposal or change of use of Property 1.

VALUATION CERTIFICATE

Property 2	Description and Tenure	Details of Occupancy	Market Value in its existing state as at 30 April 2025
<p>The Remaining Portion of Section S of Tseung Kwan O Town Lot No. 39 and the Extension thereto, Tseung Kwan O Industrial Estate, Tseung Kwan O, Sai Kung, New Territories.</p> <p>(Also known as “No. 1 Chun Cheong Street, Tseung Kwan O, Sai Kung, New Territories”)</p>	<p>Property 2 is located at the northern end of Chun Cheong Street and western side of Wan Po Road within Tseung Kwan O Industrial Estate, in the district of Tseung Kwan O, New Territories.</p> <p>Property 2 is a purpose-built non-domestic complex comprises two blocks of low-rise buildings. The eastern block is a 6-storey building, while the northern block is a single-storey studio. According to the Occupation Permit, the two blocks were completed in 2017.</p> <p>As informed by the Instructing Party, the construction works of a new workshop area on top of the flat roof on 1/F of the northern block have been completed and the Occupation Permit has been issued by Buildings Department.</p> <p>Car parking spaces for private cars, light vans, lorries and containers are provided on ground floor.</p> <p>According to the Third Modification of Agreement for Lease, Property 2 is permitted to use as (i) “Multimedia production, distribution, artiste management and agency services”, (ii) “e-Commerce Fulfilment and Distribution Centre” and (iii) “related Research and Development activities on technology for, and manufacturing of devices and provision of services for, e-Commerce, ICT solutions, health and wellness”.</p> <p>According to the Agreement for Lease with Plan, the site area of Property 2 is approximately 219,672 sq.ft. (20,408 sq.m. or thereabouts).</p>	<p>As informed by the Instructing Party, Property 2 is owner occupied. We have therefore assessed Property 2 on vacant possession basis.</p>	<p>HK\$816,000,000 (HONG KONG DOLLARS EIGHT HUNDRED SIXTEEN MILLION) Being the value of leasehold interest held by HKMPCL on vacant possession basis</p>

Property 2	Description and Tenure	Details of Occupancy	Market Value in its existing state as at 30 April 2025
	<p>According to the approved building plans, the gross floor area of the entire development is approximately 391,733 sq.ft. (36,393 sq.m. or thereabouts), which includes the gross floor area of the new extension.</p> <p>Property 2 is held under New Grant No. SK8421 for a term from 14 October 1994 to 30 June 2047. According to the Agreement for Lease, subject to the fulfilment of certain obligations by HKMPCL, including completion of certain building constructions and machinery, plant and equipment installation, HKSTPC and HKMPCL will enter into the lease which will expire on 27 June 2047. The annual Government Rent is equivalent to 3% rateable value for the time being.</p>		

Notes:

1. The registered owner of Property 2 is Hong Kong Science and Technology Parks Corporation, who leased Property 2 to Hong Kong Media Production Company Limited (Hong Kong Media Production Company Limited is a wholly-owned subsidiary of the Company) under the Agreement for Lease registered vide Memorial No. 11082902290241 dated 15 August 2011. According to the Agreement for Lease, subject to the fulfilment of certain obligations by HKMPCL, including completion of certain building constructions and machinery, plant and equipment installation, HKSTPC and HKMPCL will enter into the lease which will expire on 27 June 2047. The deadline for fulfilment of the obligations relating to the building constructions and machinery, plant and equipment installation is 31 December 2025.
2. Property 2 is subject to the following encumbrances:
 - i. Agreement for Lease with Plan in favour of Hong Kong Media Production Company Limited 香港媒體製作有限公司 registered vide Memorial No. 11082902290241 dated 15 August 2011.
 - ii. Modification of Agreement for Lease in favour of Hong Kong Media Production Company Limited 香港媒體製作有限公司 registered vide Memorial No. 14121002250134 dated 2 December 2014.
 - iii. Modification Letter from District Lands Officer/Sai Kung Re TKOTL 39 & Extensions Thereto registered vide Memorial No. 17062000650026 and re-registered vide Memorial No. 17121100930022 dated 7 June 2017.
 - iv. Second Modification of Agreement for Lease in favour of Hong Kong Media Production Company Limited 香港媒體製作有限公司 registered vide Memorial No. 17081502440190 dated 26 July 2017.
 - v. Modification Letter from District Lands Officer/Sai Kung Re TKOTL 39 & Extensions Thereto registered vide Memorial No. 18061200790011 dated 1 June 2018.
 - vi. Modification Letter from District Lands Officer/Sai Kung Re TKOTL 39 & Extensions Thereto registered vide Memorial No. 19041800780013 dated 12 April 2019.

- vii. Modification Letter with Plan from District Lands Officer/Sai Kung Re TKOTL 39 & Extensions Thereto registered vide Memorial No. 20042201330010 dated 9 April 2020.
 - viii. Third Modification of Agreement for Lease in favour of Hong Kong Media Production Company Limited 香港媒體製作有限公司 registered vide Memorial No. 22051201980153 dated 31 March 2022.
3. Property 2 is situated in an area zoned as “Other Specified Uses (Industrial Estate)” under the Draft Tseung Kwan O Outline Zoning Plan No. S/TKO/31 gazetted on 14 February 2025.
 4. In forming our opinion of the current market value of Property 2, we have made reference to the price of recent land grant in Tseung Kwan O Industrial Park, taken into account the value of the existing structures, allowing for depreciation and discounts for the restrictions on disposal.
 5. We have been advised by the management that preliminary studies have been carried out by the Company in expanding the distribution capacity of Property 2. As at the Valuation Date, such perceived plan has not been taken into consideration. At the same time, we have been advised by the management that they have neither approved any capital commitment nor entered into any contractual obligations in connection with the perceived plan on costs to third parties that would impact the market value.
 6. According to the Agreement for Lease, if HKMPCL decided to assign the lease of Property 2, it shall first offer to surrender it to HKSTPC at a price to be calculated based on the formula stipulated in the lease. In the event that HKSTPC does not accept the surrender offer, a fee, which HKSTPC may from time to time determine, shall be paid to HKSTPC before HKMPCL’s assignment of the lease to a new lessee.
 7. As instructed, our valuation of Property 2 is based on the assumption that (a) HKSTPC would not accept the “offer to surrender” so that the lease of Property 2 is assignable to a new lessee for the whole of the unexpired lease term and (b) the fee payable to HKSTPC, if any, has been settled.

VALUATION CERTIFICATE

Property 3	Description and Tenure	Details of Occupancy	Market Value in its existing state as at 30 April 2025
House No. 88, Royal Castle, Lot No. 1622 in D.D. 243, Sai Kung, New Territories.	Royal Castle is a residential development comprises 12 low-rise luxury houses located at the south-eastern end of Pik Sha Road, in the district of Sai Kung, New Territories. It was completed in 1999.	As advised by the Instructing Party, Property 3 is occupied as director's quarter of the Company. We have therefore assessed Property 3 on vacant possession basis.	HK\$84,700,000 (HONG KONG DOLLARS EIGHTY FOUR MILLION SEVEN HUNDRED THOUSAND) on vacant possession basis
660/10,000 equal and undivided parts or shares of and in Lot No. 1622 in D.D. 243.	Property 3 is a 3-storey detached house with 2 carports on the ground floor for domestic purposes. A communal swimming pool and a clubhouse are provided within the development.		
	According to information obtained from Rating and Valuation Department, the saleable area of Property 3 is approximately 2,162 sq.ft. (200.9 sq.m. or thereabouts), plus bay window area of approximately 16 sq.ft. (1.5 sq.m. or thereabouts).		
	With reference to the sales brochures of the developer, Property 3 has a garden of approximately 1,862 sq.ft. (173.0 sq.m. or thereabouts) and a roof area of approximately 962 sq.ft. (89.4 sq.m. or thereabouts).		
	Property 3 is held under New Grant No. 8547 for a term from 16 June 1995 to 30 June 2047. The annual Government Rent is equivalent to 3% rateable value of Property 3 for the time being.		

Notes:

1. The registered owner of Property 3 is Raise Champion Limited (Raise Champion Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 22012101270021 dated 30 December 2021.
2. Property 3 is subject to the following encumbrance:
 - i. Deed of Mutual Covenant & Management Agreement (As per Plan) registered vide Memorial No. SK515808 dated 16 December 2000. (Remarks: Previously registered by Memorial Nos. 453162 and 456630)
3. Property 3 is situated in an area zoned as "Residential (Group C) 5" under the Approved Clear Water Bay Peninsula North Outline Zoning Plan No. S/SK-CWBN/6 gazetted on 13 December 2013.
4. Our Valuation has been made on the following basis and analysis:
 - i. In undertaking our valuation of Property 3, we have identified and analyzed various relevant sales transactions of detached and semi-detached garden houses in similar locality that are consonant to the subject property (the "**Comparables**").

- ii. Constraint of finding relevant and time essential comparables, transactions in the last three years have been evaluated. In selecting Comparables with similar characteristics, consideration has been made for house size, nature, view, accessibility, building age, ancillary car parking provision etc.). Further, Comparables had transaction per square foot (saleable area) values range from HK\$22,000 to HK\$36,000.
 - iii. Appropriate adjustments have been made to account for differences between the subject property and Comparables, thus forming our opinion of the market valuation.
 - iv. The fundamental principles underlying these adjustments are:
 - (1) if the subject property is better than Comparables, an upward adjustment (in price) is made, and; conversely,
 - (2) if the subject property is deemed inferior or less desirable compared to Comparables, a downward adjustment (in price) is applied.
 - v. At the same time references have also been made to the Hong Kong Government's property price indexes.
5. As advised by the Company, the management presently has no plan for construction, renovation, improvement or development, as well as disposal or change of use of Property 3.

Group II – Property held by the Company for investments:**VALUATION CERTIFICATE**

Property 4	Description and Tenure	Details of Occupancy	Market Value in its existing state as at 30 April 2025
Workshop Nos. 1–18 on 12/F, 14/F & 16/F and Roof Nos. 10–18 on 17/F, Trans Asia Centre, No. 18 Kin Hong Street, Kwai Chung, New Territories.	Trans Asia Centre is a 17-storey industrial building located at the north-eastern end of Kin Hong Street, in the district of Kwai Chung, New Territories. It was completed in 1994. Car parking spaces for private cars, light vans, lorries and containers are provided on 1/F of the building.	According to the information provided by the Instructing Party, 12/F, 14/F and 16/F are subject to 3 tenancies for a term from 26 September 2018 to 30 June 2028, inclusive of management fees, but exclusive of Government Rent and Rates. The rental information is summarised in Note no.8 below.	HK\$253,300,000 (HONG KONG DOLLARS TWO HUNDRED FIFTY THREE MILLION THREE HUNDRED THOUSAND) subject to its existing tenancies
Total of 27,974/161,978 equal and undivided parts or shares of and in The Remaining Portion of Kwai Chung Town Lot No. 365.	Property 4 comprises the whole workshop floor of 12/F, 14/F and 16/F together with 9 Roof units on 17/F. Each floor has a headroom of about 11.4 ft. and floor loading of about 150 lb/sq.ft. As informed by the Instructing Party, the existing use of Property 4 is for industrial purposes. According to the approved building plans, the total gross floor area of whole floor of 12/F, 14/F and 16/F is approximately 74,202 sq.ft. (6,893.6 sq.m. or hereabouts). Based on our measurement of the approved building plans, the total area of Roof Nos. 10-18 on 17/F is approximately 9,838 sq.ft. (914 sq.m. or thereabouts). Property 4 is held under New Grant No. 5611 for a term of 99 years commencing from 1 July 1898 and has been statutorily extended to 30 June 2047. The annual Government Rent is equivalent to 3% rateable value of Property 4 for the time being.	As advised by the Instructing Party, all the roof units on 17/F are vacant.	(Breakdown of market value for each floor is summarised in Appendix B as enclosed) (As at the Valuation Date, based on the fixed monthly rents, the net yield of the property is approximately 10.0%)

Notes:

1. The registered owner of Workshop Nos. 1-18 on 12/F is Ambition Link Limited (Ambition Link Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 18090700010017 dated 9 August 2018.
2. The registered owner of Workshop Nos. 1-18 on 14/F is Forward Excel Limited (Forward Excel Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 18090700010030 dated 9 August 2018.
3. The registered owner of Workshop Nos. 1-18 on 16/F is Scenic Grace Limited (Scenic Grace Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 18090700010040 dated 9 August 2018.
4. The registered owner of Roof Nos. 10-18 on 17/F is Scenic Grace Limited (Scenic Grace Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 18090700010058 dated 9 August 2018.

5. Property 4 is subject to the following encumbrances:
 - i. Deed of Mutual Covenant registered vide Memorial No. TW971428 dated 18 August 1994.
 - ii. All units on 12/F are subject to Lease registered vide Memorial No. 18102400260022 dated 26 September 2018 for the term from 26.09.2018 to 30.06.2028.
 - iii. All units on 14/F are subject to Lease registered vide Memorial No. 18102400260038 dated 26 September 2018 for the term from 26.09.2018 to 30.06.2028.
 - iv. All units on 16/F are subject to Lease with Plan (Excluding the Company's Reserved Area) registered vide Memorial No. 18102400260041 dated 26 September 2018 for the term from 26.09.2018 to 30.06.2028.
6. Property 4 is situated in an area zoned as "Other Specified Uses (Business)" under the Approved Kwai Chung Outline Zoning Plan No. S/KC/32 gazetted on 13 October 2023.
7. Our Valuation has been made on the following basis and analysis:
 - i. In undertaking our valuation of Property 4, we have identified and analyzed various relevant sales transactions of industrial premises in the subject building and in similar locality (the "Comparables"). These Comparables were transactions in the last two years and have similar characteristics as the subject property (such as nature, accessibility and building age etc). The transaction prices of these Comparables on per square foot saleable area basis ranging from HK\$3,200 to HK\$4,300.
 - ii. Appropriate adjustments have been made, including time index, size, building age, headroom and other characteristics between the subject property and Comparables, thus forming our opinion of the market valuation.
 - iii. The fundamental principles underlying these adjustments are:
 - (1) if the subject property is better than Comparables, an upward adjustment (in price) is made, and; conversely,
 - (2) if the subject property is deemed inferior or less desirable compared to Comparables, a downward adjustment (in price) is applied.
 - iv. At the same time references have also been made to the Hong Kong Government's property price indexes.
 - v. We have also taken into account the existing leases ending in June 2028 as described in Note 8 below and capitalized the prospective future cash flow to arrive at our market valuation.
8. According to the tenancy agreements, the rental information of each workshop floor of Property 4 is as follows:
 - i. For the whole workshop floor of 12/F, the monthly rental from 26 September 2018 to 30 June 2019 is HK\$339,026; the monthly rental from 1 July 2019 to 30 June 2020 is HK\$364,139; the monthly rental from 1 July 2020 to 30 June 2021 is HK\$527,373; the monthly rental from 1 July 2021 to 30 June 2022 is HK\$574,465; the monthly rental from 1 July 2022 to 30 June 2023 is HK\$625,018; the monthly rental from 1 July 2023 to 30 June 2024 is HK\$680,019; the monthly rental from 1 July 2024 to 30 June 2025 is HK\$739,861; the monthly rental from 1 July 2025 to 30 June 2026 is HK\$804,969; the monthly rental from 1 July 2026 to 30 June 2027 is HK\$875,806; and the monthly rental from 1 July 2027 to 30 June 2028 is HK\$952,877. Rental is inclusive of management fee but exclusive of Government Rates and Rent.
 - ii. For the whole workshop floor of 14/F, the monthly rental from 26 September 2018 to 30 June 2019 is HK\$339,026; the monthly rental from 1 July 2019 to 30 June 2020 is HK\$364,139; the monthly rental from 1 July 2020 to 30 June 2021 is HK\$527,373; the monthly rental from 1 July 2021 to 30 June 2022 is HK\$574,465; the monthly rental from 1 July 2022 to 30 June 2023 is HK\$625,018; the monthly rental from 1 July 2023 to 30 June 2024 is HK\$680,019; the monthly rental from 1 July 2024 to 30 June 2025 is

HK\$739,861; the monthly rental from 1 July 2025 to 30 June 2026 is HK\$804,969; the monthly rental from 1 July 2026 to 30 June 2027 is HK\$875,806; and the monthly rental from 1 July 2027 to 30 June 2028 is HK\$952,877. Rental is inclusive of management fee but exclusive of Government Rates and Rent.

- iii. For the whole workshop floor of 16/F (excluding the Company's Reserved Area), the monthly rental from 26 September 2018 to 30 June 2019 is HK\$334,031; the monthly rental from 1 July 2019 to 30 June 2020 is HK\$358,774; the monthly rental from 1 July 2020 to 30 June 2021 is HK\$519,603; the monthly rental from 1 July 2021 to 30 June 2022 is HK\$566,001; the monthly rental from 1 July 2022 to 30 June 2023 is HK\$615,809; the monthly rental from 1 July 2023 to 30 June 2024 is HK\$670,000; the monthly rental from 1 July 2024 to 30 June 2025 is HK\$728,960; the monthly rental from 1 July 2025 to 30 June 2026 is HK\$793,109; the monthly rental from 1 July 2026 to 30 June 2027 is HK\$862,903; and the monthly rental from 1 July 2027 to 30 June 2028 is HK\$938,838. Rental is inclusive of management fee but exclusive of Government Rates and Rent.
9. As advised by the Company, the management presently has no plan for construction, renovation, improvement or development, as well as disposal or change of use of Property 4.
10. As at the Valuation Date, based on known market comparables, the unit rates of market rental range from HK\$12 to HK\$16 per sq.ft. per month, with 4.0% to 5.0% yield respectively. The level of rent is derivative to prevailing bank interest rates, vacancy rate, duration and term of the lease, the leased property sizes, view, floor levels, accessibility and, in particular the timing and market condition of entering into the lease.

VALUATION CERTIFICATE

Property 5	Description and Tenure	Details of Occupancy	Market Value in its existing state as at 30 April 2025
Lorry Parking Space No. L13 on 1/F, Mita Centre, Nos. 552–566 Castle Peak Road, Kwai Chung, New Territories.	Mita Centre is a 17-storey industrial building located at the north-eastern side of Castle Peak Road – Kwai Chung at its junction with Kwok Shui Road, in the district of Kwai Chung, New Territories. It was completed in 1983. Car parking spaces for private cars, light vans, lorries and containers are provided on 1/F and 2/F of the building.	According to the information provided by the Instructing Party, Property 5 is subject to a tenancy for a term from 26 September 2018 to 30 June 2028. The rental information is summarised in Note no.5 below.	HK\$2,900,000 (HONG KONG DOLLARS TWO MILLION NINE HUNDRED THOUSAND) subject to its existing tenancy
4/4,850 equal and undivided parts or shares of and in Kwai Chung Town Lot No. 364.	Property 5 is a lorry parking space on 1/F. It has direct access from ground floor. Property 5 is held under New Grant No. 5527 for a term of 99 years commencing from 1 July 1898 and has been statutorily extended to 30 June 2047. The annual Government Rent is equivalent to 3% rateable value of Property 5 for the time being.		(As at the Valuation Date, based on the fixed monthly rent, the net yield of the property is approximately 10.7%)

Notes:

1. The registered owner of Property 5 is Blossom Ahead Limited (Blossom Ahead Limited is a wholly-owned subsidiary of the Company) registered vide Memorial No. 18090700010062 dated 9 August 2018.
2. Property 5 is subject to the following encumbrances:
 - i. Deed of Mutual Covenant and Management Agreement as per Plans registered vide Memorial No. TW325808 dated 31 August 1984.
 - ii. Lease registered vide Memorial No. 18102400260052 dated 26 September 2018 for the term of years from 26.09.2018 to 30.06.2028.
3. Property 5 is situated in an area zoned as “Other Specified Uses (Business)” under the Approved Tsuen Wan Outline Zoning Plan No. S/TW/39 gazetted on 8 July 2025.
4. Our Valuation has been made on the following basis and analysis:
 - i. In undertaking our valuation of Property 5, we have identified and analyzed various relevant sales transactions of lorry car park in similar locality (the “**Comparables**”). These Comparables were transactions in the last two years and have similar characteristics as the subject property (such as nature and accessibility etc). The transaction prices of these Comparables range from HK\$2,000,000 to HK\$3,000,000 per parking space.
 - ii. Appropriate adjustments have been made, including time index, accessibility and other common characteristics between the subject property and Comparables, thus forming our opinion of the market valuation.

- iii. The fundamental principles underlying these adjustments are:
 - (1) if the subject property is better than Comparables, an upward adjustment (in price) is made, and; conversely,
 - (2) if the subject property is deemed inferior or less desirable compared to Comparables, a downward adjustment (in price) is applied.
 - iv. At the same time references have also been made to the Hong Kong Government's property price indexes.
 - v. We have also taken into account the existing lease ending in June 2028 as described in Note 5 below and capitalized the prospective future cash flow to arrive at our market valuation.
5. According to the tenancy agreement, the rental information of Property 5 is as follows:
- i. The monthly rental from 26 September 2018 to 30 June 2019 was HK\$12,000; the monthly rental from 1 July 2019 to 30 June 2020 is HK\$12,890; the monthly rental from 1 July 2020 to 30 June 2021 is HK\$18,670; the monthly rental from 1 July 2021 to 30 June 2022 is HK\$20,340; the monthly rental from 1 July 2022 to 30 June 2023 is HK\$22,130; the monthly rental from 1 July 2023 to 30 June 2024 is HK\$24,080; the monthly rental from 1 July 2024 to 30 June 2025 is HK\$26,200; the monthly rental from 1 July 2025 to 30 June 2026 is HK\$28,510; the monthly rental from 1 July 2026 to 30 June 2027 is HK\$31,020; and the monthly rental from 1 July 2027 to 30 June 2028 is HK\$33,750. Rental is inclusive of management fee but exclusive of Government Rates and Rent.
6. As advised by the Company, the management presently has no plan for construction, renovation, improvement or development, as well as disposal or change of use of Property 5.
7. As at the Valuation Date, based on known market comparables, the market rentals of lorry parking in the vicinity range from HK\$5,900 to HK\$11,000 per month, with 2.6% to 4.9% yield respectively. The level of rents is derivative to prevailing bank interest rates, vacancy rate, duration and term of the lease, the leased property accessibility and, in particular the timing and market condition of entering into the lease.

APPENDIX A

Ownership Details of The Properties

Property	Address	Registered Ownerships
Property 1	Workshop Nos. 1–18 on 13/F, Trans Asia Centre, No. 18 Kin Hong Street, Kwai Chung, New Territories	Blossom Ahead Limited
Property 2	The Remaining Portion of Section S of Tseung Kwan O Town Lot No. 39 and the Extension thereto, Tseung Kwan O Industrial Estate, Tseung Kwan O, Sai Kung, New Territories (Also known as “No. 1 Chun Cheong Street, Tseung Kwan O, Sai Kung, New Territories”)	Hong Kong Science and Technology Parks Corporation (See also note (ii) below)
Property 3	House No. 88, Royal Castle, Lot No. 1622 in D.D. 243, Sai Kung, New Territories	Raise Champion Limited
Property 4	Workshop Nos. 1–18 on 12/F, 14/F & 16/F and Roof Nos. 10-18 on 17/F, Trans Asia Centre, No. 18 Kin Hong Street, Kwai Chung, New Territories	Ambition Link Limited (12/F of the property) Forward Excel Limited (14/F of the property) Scenic Grace Limited (16/F & Roof units on 17/F of the property)
Property 5	Lorry Parking Space No. L13 on 1/F, Mita Centre, Nos. 552–566 Castle Peak Road, Kwai Chung, New Territories	Blossom Ahead Limited

Note:

- (i) Blossom Ahead Limited, Hong Kong Media Production Company Limited, Raise Champion Limited, Ambition Link Limited, Forward Excel Limited and Scenic Grace Limited are wholly-owned subsidiaries of the Company.
- (ii) Hong Kong Media Production Company Limited is the Grantee under the Agreement for Lease with Hong Kong Science and Technology Parks Corporation, a public corporation established by the Hong Kong Government.

APPENDIX B

Breakdown of Market Value for each floor of Property 4

	Market Value in its existing state as at 30 April 2025
Property 4	
Workshop No. 1–18 on 12/F (Whole of 12/F)	HK\$83,100,000
Workshop No. 1–18 on 14/F (Whole of 14/F)	HK\$83,600,000
Workshop No. 1–18 on 16/F (Whole of 16/F)	HK\$83,600,000
Roof Nos. 10–18 on 17/F	<u>HK\$3,000,000</u>
Total	<u><u>HK\$253,300,000</u></u>

1. RESPONSIBILITY STATEMENT

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this Composite Document (other than any information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this Composite Document (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

2. DISCLOSURES OF INTERESTS IN THE COMPANY'S SECURITIES

The Offeror confirms that, as at the Latest Practicable Date, save for 355,051,177 Shares held by Top Group, 51,377,763 Shares held directly and indirectly by Mr. Cheung and 50,000 Shares held by Ms. Wong, and the 10,000,000, 9,000,000 and 4,000,000 outstanding Options held by Mr. Wong, Mr. Cheung and Ms. Wong respectively, none of the Offeror, Mr. Wong and their concert parties owned or had control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities.

Details of the Options held by the Offeror and the Offeror Concert Parties are as follows:

2012 Share Option Scheme

Party	Date of grant	Period during which Share Options are exercisable	Exercise price per Share (HK\$)	Number of Options
Mr. Wong	26 May 2017	1 March 2018 to 22 March 2027	1.464	10,000,000
Mr. Cheung	26 May 2017	1 March 2018 to 22 March 2027	1.464	9,000,000
Ms. Wong	23 March 2017	1 March 2018 to 22 March 2027	1.464	1,000,000
	27 March 2020	27 March 2021 to 26 March 2030	4.434	1,500,000
	27 March 2020	27 March 2022 to 26 March 2030	4.434	1,500,000

3. DEALINGS IN THE COMPANY'S SECURITIES

During the Relevant Period, none of the Offeror, the sole director of the Offeror or the Offeror Concert Parties had dealt for value in any Shares, Options or convertible securities, warrants, options or derivatives in respect Shares.

4. ARRANGEMENTS IN CONNECTION WITH THE OFFERS

The Offeror confirms that, as at the Latest Practicable Date:

- (a) none of the Offeror, Mr. Wong and their concert parties had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities during the Relevant Period;
- (b) there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code that existed between any person and the Offeror, Mr. Wong or any of their concert parties;
- (c) there was no agreement or arrangement to which the Offeror, Mr. Wong or any of their concert parties, was a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a condition to the Offers;
- (d) none of the Offeror, Mr. Wong and their concert parties had borrowed or lent any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (e) none of the Offeror, Mr. Wong and their concert parties had received any irrevocable commitment to accept or reject the Offers;
- (f) there was no agreement or arrangement in relation to outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror, Mr. Wong and any of their concert parties;
- (g) there was no agreement, arrangement or understanding that the Offer Shares acquired in pursuance of the Share Offer would be transferred, charged or pledged to any other persons;
- (h) there was no arrangement in place for any benefit (other than statutory compensation) to be given to any Director as compensation for loss of office or otherwise in connection with the Offers;

- (i) other than the Consideration, there was no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror, Mr. Wong or any of their concert parties to the Sellers or their concert parties in connection with the sale and purchase of the Sale Shares under the SPAs;
- (j) save for the SPAs and the Sellers Loans, there was no understanding, arrangement, agreement or special deal between the Sellers and their concert parties on the one hand, and the Offeror, Mr. Wong and their concert parties on the other hand; and
- (k) save for the Offers Loans, there was no understanding, arrangement, agreement or special deal between (a) any Shareholder; and (b) the Offeror, Mr. Wong and their concert parties.

The Offeror also confirms that, as at the Latest Practicable Date, there was no understanding, arrangement, agreement or special deal between (a) the Offeror or any Offeror Concert Parties; and (b) any Director or recent Director, Shareholder or recent Shareholder having any connection with or was dependent upon the outcome of the Offers.

5. MISCELLANEOUS

- (a) The Offeror is a company incorporated in British Virgin Islands with limited liabilities, and a wholly owned company of Mr. Wong. The address of the registered office of the Offeror is Corporate Registrations Limited, Sea Meadow House, (P.O. Box 116), Road Town, Tortola, British Virgin Islands.
- (b) The sole shareholder and sole director of the Offeror is Mr. Wong.
- (c) The registered office of Somerley is situated at 20th Floor, China Building, 29 Queen's Road Central, Hong Kong.
- (d) The principal members of the Offeror's concert group include (i) Mr. Wong, (ii) Top Group, (iii) Mr. Cheung, (iv) Mr. Leung, (v) Mr. Yau, (vi) Ms. Tong Oi Ling, Helen and (vii) Ms. Wong. Details (including directors) of the principal members of the Offeror's concert group are as follows:

Name of principal member	Directors	Registered Office/ Corresponding Address
Mr. Wong	N/A	HKTV Multimedia and Ecommerce Centre, No.1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong

Name of principal member	Directors	Registered Office/ Corresponding Address
Top Group	Mr. Cheung Mr. Wong Ms. Tong Oi Ling, Helen	HKTV Multimedia and Ecommerce Centre, No.1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong
Mr. Cheung	N/A	HKTV Multimedia and Ecommerce Centre, No.1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong
Mr. Leung	N/A	HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong
Mr. Yau	N/A	HKTV Multimedia and Ecommerce Centre, No.1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong
Ms. Tong Oi Ling, Helen	N/A	HKTV Multimedia and Ecommerce Centre, No.1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong
Ms. Wong	N/A	HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong

6. DOCUMENTS ON DISPLAY

The following documents are available for inspection (i) on the website of the SFC (www.sfc.hk); and (ii) on the website of the Company (www.hktv.com.hk) during the period from the date of this Composite Document up to and including the Closing Date:

- (a) the articles of association of the Offeror;
- (b) the “Letter from Somerley”, the text of which is set out in this Composite Document;
and
- (c) the Offers Loans agreements.

1. RESPONSIBILITY STATEMENT

This Composite Document includes particulars given in compliance with the Listing Rules and the Codes for the purpose of giving information with regard to the Offers and the Company. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than any information relating to the Offeror and its parties acting in concert but including any information in relation to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statements in this Composite Document misleading.

2. SHARE CAPITAL

The Company has no authorised share capital and its Shares have no par value. As at the Latest Practicable Date, the issued share capital of the Company was approximately HK\$1,805,693,000. The number of issued Shares as at the Latest Practicable Date was as follows:

Issued and fully paid up:

788,885,781 Shares

All the Shares in issue rank *pari passu* in all respects with each other in all respects, including as to the rights as to capital, dividends and voting.

The Shares are listed on the Main Board of the Stock Exchange and no Shares are listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

Since 31 December 2024 (being the date to which the latest audited financial statements of the Group were made up) and up to and including the Latest Practicable Date, save and except for the issue of an aggregate of 340,000 Shares issued upon exercise of the Options by the participants under the 2012 Share Option Scheme, no Shares had been issued by the Company.

2012 Share Option Scheme

As at the Latest Practicable Date,

- (a) there is an aggregate of 41,105,962 Options outstanding under the 2012 Share Option Scheme, each giving the Optionholder the right to subscribe for one new Share. The exercise of such Options in full would result in the issue of 41,105,962 new Shares, representing approximately 4.95% of the total issued share capital of the Company as enlarged by the issue of such new Shares; and
- (b) save for 23,000,000 Options owned by the Offeror and its concert parties, there is an aggregate of 18,105,962 Options outstanding under the 2012 Share Option Scheme. The exercise of such Options in full would result in the issue of 18,105,962 new Shares, representing approximately 2.24% of the total issued share capital of the Company as enlarged by the issue of such new Shares.

Pursuant to the rules of the 2012 Share Option Scheme, the Independent Optionholders will be entitled to exercise their Options at any time within fourteen days after the publication of the Composite Document. All Options which have not been exercised during such period will lapse automatically at the expiry of such period. The Independent Optionholders will not be able to accept the Option Offer in respect of any Options which have lapsed.

If any Option is exercised in accordance with the terms of the 2012 Share Option Scheme prior to the close of the Share Offer, any Shares issued as a result of such exercise will be subject to the Share Offer as set out in the table setting out the exercise price applicable to each Option in the section headed “The Option Offer” in the “Letter from Somerley” in this Composite Document.

2020 Share Option Scheme

As at the Latest Practicable Date, no share option has been granted under the 2020 Share Option Scheme since its adoption.

Save and except for the Options, there are no other outstanding options, warrants, derivatives or securities convertible or exchangeable into Shares or other relevant securities as at the Latest Practicable Date.

3. MARKET PRICES

The table below shows the closing prices of the Shares (on an ex-dividend basis) as quoted on the Stock Exchange on (i) the last day on which trading took place in each of the calendar months during Relevant Period; (ii) the Last Trading Date; and (iii) the Latest Practicable Date:

Date	Closing price per Share (HK\$)
December 2024	1.158
January 2025	1.053
February 2025	1.021
March 2025	1.183
April 2025	1.677
May 2025	1.670
26 June 2025 (the Last Trading Date)	1.550
30 June 2025	1.580
18 July 2025 (the Latest Practicable Date)	1.610

The highest and lowest closing prices of the Shares (on an ex-dividend basis) as quoted on the Stock Exchange during the Relevant Period were HK\$1.879 per Share (on 7 May 2025) and HK\$0.98 per Share (on 13 March 2025), respectively.

4. DISCLOSURE OF INTERESTS

(a) Interests of the Directors and chief executive

As at the Latest Practicable Date and save as disclosed below, none of the Directors and their respective associates (within the meaning of the Listing Rules) nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under the provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange; or (d) to be disclosed under the Takeovers Code:

Long positions in the underlying Shares

Name of Director	Capacity	Number of Shares/ underlying Shares held (Note 1)	Approximate percentage of issued share capital (Note 8)
Mr. Cheung	Beneficial owner (Note 2)	35,453,424	4.49%
	Interest in controlled corporation (Note 7)	24,924,339	3.16%
Mr. Wong	Beneficial owner (Note 3)	10,000,000	1.27%
	Interest in controlled corporation (Note 7)	355,051,177	45.01%
Ms. Wong	Beneficial owner (Note 4)	4,050,000	0.51%
Mr. Lau Chi Kong	Beneficial owner (Note 5)	4,000,000	0.51%
Ms. Zhou Huijing	Beneficial owner (Note 6)	3,500,000	0.44%

Notes:

1. All interest stated are long positions.
2. As at the Latest Practicable Date, Mr. Cheung beneficially holds 26,453,424 Shares and is interested in 9,000,000 outstanding Options.
3. As at the Latest Practicable Date, Mr. Wong is interested in 10,000,000 outstanding Options.
4. As at the Latest Practicable Date, Ms. Wong beneficially holds 50,000 Shares and is interested in 4,000,000 outstanding Options.
5. These underlying Shares represent 4,000,000 outstanding Options that Mr. Lau Chi Kong is interested in as at the Latest Practicable Date.
6. These underlying Shares represent 3,500,000 outstanding Options that Ms. Zhou Huijing is interested in as at the Latest Practicable Date.
7. The corporate interests of Mr. Cheung and Mr. Wong arise through their respective interests in the following companies: (i) 24,924,339 shares are held by Worship Limited which is 50% owned by Mr. Cheung and 50% owned by Mr. Cheung's spouse; and (ii) 355,051,177 shares are held by Top Group International Limited ("**Top Group**"), which is held as to 51.80% (directly and indirectly) by Mr. Wong. The interests of Top Group in the Company are also disclosed under the section headed "Substantial Shareholders" below.
8. This percentage is based on 788,885,781 ordinary shares of the Company issued as at the Latest Practicable Date.

(b) Substantial shareholders

As at the Latest Practicable Date, the substantial shareholders (not being the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

Name of substantial shareholder	Capacity	Number of Shares held	Approximate percentage of issued share capital (Note 2)
Offeror (Note 1)	Interest in controlled corporation	355,051,177	45.01%
Top Group	Beneficial owner	355,051,177	45.01%

Notes:

1. The Offeror is a company incorporated in the British Virgin Islands with limited liability and is wholly and beneficially owned by Mr. Wong. The Offeror and Mr. Wong hold approximately 51.80% of the issued share capital of Top Group in aggregate and are indirectly interested in 355,051,177 Shares held by Top Group, representing approximately 45.01% of the total issued share capital of the Company.
2. This percentage is based on 788,885,781 ordinary shares of the Company issued as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, the Directors have not been notified by any person (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

5. INTERESTS IN THE COMPANY AND THE OFFEROR AND ARRANGEMENTS IN CONNECTION WITH THE OFFERS

The Company confirms that, as at the Latest Practicable Date:

- (i) save as disclosed in the above section headed “4. DISCLOSURE OF INTERESTS – Interests of the Directors and chief executive” in this appendix, none of the Directors had any interest in the Shares, derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into the Shares, and none of the Directors or companies owned or controlled by them had dealt for value in any Shares, options, derivatives, warrants or other securities convertible into the Shares or other types of equity interest in the Company during the Relevant Period;
- (ii) save for Mr. Wong being the sole shareholder of the Offeror, none of the Company nor any of the Directors was interested in any shares of the Offeror or any convertible securities, warrants, options or derivatives in respect of any shares of the Offeror, and no such person had dealt in the shares of the Offeror or any convertible securities, warrants, options or derivatives in respect of any shares of the Offeror during the Relevant Period;
- (iii) none of the subsidiaries of the Company or pension fund of the Company or of a subsidiary of the Company or a person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of “acting in concert” or an associate of the Company by virtue of class (2) of the definition of “associate” in the Takeovers Code (but excluding exempt principal traders and exempt fund managers) owned or controlled any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares, or had dealt for value in the Shares or any convertible securities, warrants, options or derivatives in respect of any Shares during the Relevant Period;

- (iv) no person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert”, or the Company’s associates by virtue of classes (2), (3) or (4) of the definition of “associate” under the Takeovers Code;
- (v) no Shares, convertible securities, warrants, options or derivatives of the Company were managed on a discretionary basis by fund managers (other than exempt fund managers, if any) connected with the Company, and no such person had dealt in the Shares or any convertible securities, warrants, options or derivatives in respect of any Shares during the Relevant Period;
- (vi) each of Mr. Cheung, Mr. Wong and Ms. Wong, being the executive Director interested in 9,000,000, 10,000,000 and 4,000,000 outstanding Options, respectively, have irrevocably undertaken that he/she will not exercise any of the Options held by him/her until the close of the Offers. Save as disclosed in the above section headed “4. DISCLOSURE OF INTERESTS – Interests of the Directors and chief executive” in this appendix, none of the Directors held any beneficial shareholdings in the Company which would otherwise entitle them to accept or reject the Offers;
- (vii) none of the Company or the Directors had borrowed or lent any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (viii) save for the undertaking as disclosed in sub-paragraph 5(vi) above, there was no agreement or arrangement between any Director and any other person which was conditional on or dependent upon the outcome of the Offers or otherwise connected with the Offers;
- (ix) there was no arrangement in place for any benefit (other than statutory compensation) to be given to any Director as compensation for loss of office or otherwise in connection with the Offers;
- (x) there was no material contracts entered into by the Offeror in which any Director has a material personal interest; and
- (xi) there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder on one hand and the Company, its subsidiaries or associated companies on the other hand.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date:

- (i) the following Directors had entered into service contracts with the Company within six months prior to the commencement of the Offer Period:

Name of Directors	Expiry date of service agreement	Amount of fixed remuneration (excluding arrangements for pension payments) per annum	Amount of any variable remuneration with details of the formula for calculating such remuneration
Mr. Lee Hon Ying, John	31 December 2025	HK\$316,448	Nil
Mr. Peh Jefferson Tun Lu	31 December 2025	HK\$296,922	Nil
Mr. Mak Wing Sum, Alvin	31 December 2025	HK\$296,922	Nil
Mr. Ann Yu Chiu Andy	31 December 2025	HK\$296,922	Nil

The current service contracts entered into respectively with Mr. Lee Hon Ying, John, Mr. Peh Jefferson Tun Lu, Mr. Mak Wing Sum, Alvin and Mr. Ann Yu Chiu, Andy as stated above are substantially similar to their previous service contracts.

- (ii) save as disclosed in sub-paragraph 6(i) above, none of the Directors had any service contracts with any members of the Group or the associated companies of the Company in force which:
- (including both continuous and fixed term contracts) had been entered into or amended within six months prior to the commencement of the Offer Period;
 - were continuous contracts with a notice period of 12 months or more; or
 - were fixed term contracts with more than 12 months to run irrespective of the notice period.

7. QUALIFICATIONS AND CONSENTS OF THE EXPERTS

The following are the qualifications of the experts who have given their report, opinion or advice which are contained in this Composite Document:

Name	Qualifications
Somerley Capital Limited	A corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Altus Capital Limited	A corporation licensed to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Dudley Surveyors Limited	An independent professional property valuer

Each of the above experts has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion herein of its letter, opinion, report and references to its name, in the form and context in which they are included.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, none of the Company and its subsidiaries was engaged in any litigation or arbitration or claim of material importance and no litigation or claim of material importance was pending or threatened by or against the Company or any members of the Group.

9. MATERIAL CONTRACT

No contracts which are or may be material (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by any member of the Group) have been entered into by the members of the Group after the date two (2) years before the commencement of the Offer Period and up to and including the Latest Practicable Date.

10. MISCELLANEOUS

- (i) The registered office and principal place of business in Hong Kong of the Company is at HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong.

- (ii) The share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (iii) The registered office of Altus Capital is at 21 Wing Wo Street, Central, Hong Kong.
- (iv) In the event of inconsistency, the English texts of this Composite Document and the accompanying Forms of Acceptance shall prevail over their respective Chinese texts.

11. DOCUMENTS ON DISPLAY

The following documents are available for inspection (i) on the website of the SFC (www.sfc.hk); and (ii) on the website of the Company (www.hktv.com.hk) during the period from the date of this Composite Document up to and including the Closing Date:

- (i) the articles of association of the Company;
- (ii) the 2024 Annual Report, the 2023 Annual Report and the 2022 Annual Report;
- (iii) the “Letter from the Board”, the text of which is set out in this Composite Document;
- (iv) the “Letter from the Independent Board Committee”, the text of which is set out in this Composite Document;
- (v) the “Letter from Altus Capital”, the text of which is set out in this Composite Document;
- (vi) the Property Valuation Report, which is set out in Appendix III to this Composite Document;
- (vii) the Director’s service contracts referred to in the section headed “6. DIRECTORS’ SERVICE CONTRACTS” in this appendix;
- (viii) the consent letters referred to in the section headed “7. QUALIFICATIONS AND CONSENTS OF THE EXPERTS” in this appendix; and
- (ix) this Composite Document and the accompanying Forms of Acceptance.