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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Rongzhong Financial Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

(1) CONNECTED TRANSACTION – PROPOSED ISSUE OF CONVERTIBLE BOND UNDER SPECIFIC MANDATE; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



Capitalised terms used in this cover page have the same meanings as defined in this circular.

A letter from the Board is set out on pages 5 to 21 of this circular and a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders is set out on pages 22 to 23 of this circular. A letter of advice from Sunny Fortune Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders is set out on pages 24 to 46 of this circular.

A notice convening an EGM to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 October 2025 at 10:30 a.m. is set out on pages 59 to 61 of this circular. A form of proxy for the EGM for use by the Shareholders is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM (i.e., not later than 10:30 a.m. on Tuesday, 28 October 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. References to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 3 September 2025
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday, Sunday, any public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted) on which licensed banks in Hong Kong are generally open for business
“Capital Distribution”	has the meaning as defined in the CB instrument, a form of which is included in the Subscription Agreement, i.e. any dividend distribution, whether or not distribution of cash or physical assets of the Company during any financial period (whenever paid or made and however described); and for relevant purposes, the distribution of physical assets includes, but is not limited to, the issuance of Shares or other securities recorded as fully or partially paid (excluding Shares fully paid in accordance with Condition 8.1(b) of the CB instrument by adjustment of the Conversion Price through the capitalisation of reserves, and excluding the scrip dividend arrangements of annual dividend approved by the Company at the annual general meeting), provided that if the relevant Shares include the general and unconditional authorisation granted to the directors at the general meeting of the company to exercise all the powers of the company to repurchase or redeem Shares in accordance with the Listing Rules by or on behalf of the Company (or by or on behalf of a Subsidiary of the Company), any relevant dividend shall not be deemed to be a Capital Distribution
“CB”	the convertible bond in the principal amount of HK\$35,000,000 to be issued by the Company to the Subscriber pursuant to the terms and conditions of the Subscription Agreement

DEFINITIONS

“Company”	China Rongzhong Financial Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares are listed on the Main Board of the Stock Exchange
“Conversion Price”	the conversion price of HK\$0.240 per Share (subject to adjustments as set out in the CB instrument from time to time in the cases set out on pages 8 to 11 of this circular)
“Conversion Rights”	the rights attaching to the CB to convert in whole or in part (in HK\$5,000,000 or integral multiples thereof or, if the aggregate amount of the CB held by the Subscriber is less than HK\$5,000,000 or integral multiples thereof, the whole of the aggregate amount held) the outstanding principal amounts into the Conversion Shares
“Conversion Shares”	the Shares to be issued by the Company as a result of the exercise of the Conversion Rights attaching to the CB
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the Subscription Agreement and the proposed issue of the CB contemplated thereunder, including the granting of the specific mandates for the issue of the Conversion Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, 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, comprising all the independent non-executive Directors, formed for the purpose of advising and giving recommendation to the Independent Shareholders in respect of the Subscription Agreement and proposed issue of the CB

DEFINITIONS

“Independent Financial Adviser”	Sunny Fortune Capital Limited, a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and the independent financial adviser appointed by the Company with the approval of the Independent Board Committee for the purpose of advising the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the proposed issue of the CB
“Independent Shareholders”	Shareholders other than the Subscriber and its associates (if any) who are required by the Listing Rules to abstain from voting on the resolution(s) approving the Subscription Agreement and the transactions contemplated thereunder
“Independent Third Party(ies)”	third party (parties) who is/are independent of, and not acting in concert (within the meaning of the Takeovers Code) with, and not connected with, the Company, the Directors, the chief executive or substantial shareholder(s) of the Company or its subsidiaries or any of their respective associates
“Latest Practicable Date”	9 October 2025, being the latest practicable date prior to the dissemination of this circular for ascertaining certain information for inclusion in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares

DEFINITIONS

“Share Option(s)”	option(s) entitling holder(s) of which to subscribe Shares pursuant to the terms and conditions of the Share Option Scheme
“Share Option Scheme”	share option scheme of the Company adopted on 18 December 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Goldbond Group Holdings Limited, a company incorporated in Hong Kong with limited liability
“Subscription Agreement”	the subscription agreement dated 3 September 2025 entered into between the Company as issuer and the Subscriber as subscriber in relation to the subscription of the CB
“Subsidiary”	as defined in the Listing Rules, and “Subsidiaries” shall be construed accordingly
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers (as amended and supplemented from time to time)
“%”	per cent

** References to dates and times in this circular are to Hong Kong dates and times.*

LETTER FROM THE BOARD



CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

Executive Directors:

Ms. Wong Emilie Hoi Yan

Non-executive Directors:

Mr. Lau Hiu Fung

Ms. Wong Jacqueline Yue Yee

Ms. Wong Michelle Yatye

Mr. Wong Ming Bun David

Independent Non-executive Directors:

Mr. Lie Chi Wing

Mr. Liu Chi Wai

Mr. Ng Yuk Yeung Paul

Registered office:

Vistra (Cayman) Limited

P.O. Box 31119 Grand Pavilion

Hibiscus Way, 802 West Bay Road,

Grand Cayman

KY1-1205

Cayman Islands

Principal Place of Business in Hong Kong

registered under Part 16 of the Companies

Ordinance (Chapter 622 of the Laws of Hong Kong):

Unit 3901, 39/F

Tower One

Lippo Centre

89 Queensway, Hong Kong

14 October 2025

To the Shareholders

Dear Sir or Madam,

**(1) CONNECTED TRANSACTION – PROPOSED ISSUE OF
CONVERTIBLE BOND UNDER SPECIFIC MANDATE;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to, among others, the Subscription Agreement and the proposed issue of the CB contemplated thereunder.

The purpose of this circular is:

- (i) to set out further details of the Subscription Agreement and proposed issue of the CB;

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- (ii) to set out the recommendations of the Independent Board Committee to the Independent Shareholders in relation to the terms of the Subscription Agreement and proposed issue of the CB;
- (iii) to set out the opinions of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Subscription Agreement and proposed issue of the CB; and
- (iv) to give the Shareholders notice of the EGM.

THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are as follows:

Date

3 September 2025

Parties

- (i) The Company (as issuer)
- (ii) The Subscriber (as subscriber)

Subject matter

Subject to the fulfilment of the conditions precedent, the Subscriber has conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue the CB in the principal amount of HK\$35,000,000. The subscription amount payable by the Subscriber under the Subscription Agreement shall be satisfied by payment in cash by the Subscriber to the Company.

Conditions precedent

Completion under the Subscription Agreement is conditional upon the fulfilment of the following conditions:

- (i) the passing by the Independent Shareholders of relevant resolutions at the EGM in compliance with the requirements of the Listing Rules approving (i) the Subscription Agreement and the transactions contemplated thereunder; and (ii) the grant of the Specific Mandate for the allotment and issue of the Conversion Shares in accordance with the terms of the Subscription Agreement;

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange having granted approval of the listing of, and the permission to deal in, the Conversion Shares on the Main Board of the Stock Exchange and such approval and permission not being subsequently withdrawn or revoked by the Stock Exchange;
- (iii) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreement and the transactions contemplated thereby having been obtained;
- (iv) the representations, warranties and undertakings set out in the Subscription Agreement given by the Company remaining true and correct in all material respects at completion under the Subscription Agreement; and
- (v) all necessary consents and approvals required to be obtained on the part of the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereby having been obtained.

All conditions set out above are non-waivable except that condition (iv) is waivable at the discretion of the Subscriber. In the event that the conditions precedent under the Subscription Agreement are not being satisfied or (where applicable) waived by 12:00 noon on 31 December 2025 (or such other time and date as may be agreed by the Company and the Subscriber in writing), all rights, obligations and liabilities of the parties thereunder shall cease and terminate and neither party shall have any claim against the other, save for any antecedent breaches of the terms thereof.

As at the Latest Practicable Date, none of the conditions set out above has been fulfilled.

Completion

Completion under the Subscription Agreement will take place at 4:00 p.m. on the fifth Business Day (or such other date and time as may be agreed by the Company and the Subscriber in writing) after the satisfaction of the conditions precedent set out in the Subscription Agreement and subject to the terms and conditions of the Subscription Agreement at the office of the Company (or such other place as may be agreed between the Company and the Subscriber).

LETTER FROM THE BOARD

THE CB

The principal terms of the CB are as follows:

Principal amount	:	HK\$35,000,000
Maturity	:	the date immediately before the third anniversary of the date of issue of the CB
Interest rate	:	2.75% per annum
Conversion price	:	Initially, HK\$0.240 per Share, subject to adjustments.

The Conversion Price shall be adjusted as provided in the CB instrument in each of the following cases:

- (i) If and whenever the number of issued Shares changes by reason of any consolidation or subdivision or reclassification, the Conversion Price in effect immediately preceding that event shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{B}$$

where:

A = the number of issued Shares immediately preceding such change; and

B = the number of issued Shares immediately following such change; and

each relevant adjustment will be effective from the day immediately following the effective date of the consolidation or subdivision or reclassification.

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- (ii) If and whenever the Company shall issue (other than fully paid up shares issued from profits or reserves (which includes undistributed profits) and substituting all or part of the specified declared cash dividend, and scrip dividend arrangement in respect of the annual dividend approved by the Company at the annual general meeting) any Shares credited as fully paid up by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund), the Conversion Price in force immediately prior to such issue shall be adjusted by multiplying it by the following fraction:

$$\frac{C}{D}$$

In each case, where:

C = the number of issued Shares immediately preceding the relevant issue; and

D = the number of issued Shares immediately following the relevant issue.

Each relevant adjustment will be effective from the day immediately following the record date of the issue (if appropriate, retroactively).

- (iii) If and whenever the Company shall make any Capital Distribution (whether on a reduction of share capital or otherwise) to the shareholders (in their capacity as such) or is required to grant to such shareholders the rights to acquire the cash assets of the Company or any of its Subsidiaries, the Conversion Price in force immediately prior to such distribution or grant shall be adjusted by multiplying it by the following fraction:

$$\frac{E - F}{E}$$

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where:

E = the average daily closing price of a Share on the Stock Exchange for the five (5) trading days ending on the last trading days immediately before the trading days on which such average daily closing price is determined (“Market Price”), on the date on which the Capital Distribution or, as the case may be, the grant is publicly announced or (failing any such announcement) on the date immediately preceding the date of the Capital Distribution or grant, as the case may be, the grant; and

F = the fair market value on the day of such announcement or, as the case may be, the immediately preceding day, as determined in good faith by a recognised investment bank (i.e. an independent investment/commercial bank that, if the Company acts reasonably, considers to be reputable in Hong Kong, or any auditor or financial adviser reputable in Hong Kong) of the portion of the Capital Distribution or of such rights which is attributable to one Share,

Provided that:

- (i) if in the opinion of the relevant recognised investment bank, the use of the aforesaid fair market value calculation produces a result which is significantly inequitable, it may instead determine, and in such event, the above formula should be constructed as if F meant the amount of the said Market Price which should properly be attributed to the value of the Capital Distribution or rights; and

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- (ii) the provisions of this subparagraph (c) shall not apply to the issue of Shares paid out of profits or reserves and issued in lieu of a cash dividend.

Each such adjustment shall be effective from the day following the record date of the Capital Distribution or grant (if appropriate, retroactively).

For details of the adjustment mechanism of the Conversion Price, please refer to the Subscription Agreement, which contains a form of the CB instrument.

- Conversion period** : Commencing from the seventh day after the date of first issue of the CB to the seventh day (inclusive) before the maturity date
- Conversion rights and restrictions** : A holder of the CB shall have the right at any time during the conversion period to require the Company to convert the whole or any part (in HK\$5,000,000 or integral multiples thereof or, if the aggregate amount of the CB held by the Subscriber is less than HK\$5,000,000 or integral multiples thereof, the whole of the aggregate amount held) of the principal amount outstanding under the CB at the Conversion Price, subject to adjustments.

The Company is not required to issue any Conversion Shares in accordance with the conversion notice in, among others, the following circumstances:

for so long as the Shares are listed on the Stock Exchange, the Company, acting reasonably, considers that the Conversion Shares to be issued pursuant to such conversion notice will:

- (i) cause the Shares held by the public (as defined in Rule 8.24 of the Listing Rules) to fall below 25%, or the numbers of the issued Shares held by the public to fall below such other minimum percentage of the total issued share capital of the Company; or

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- (ii) result in the Subscriber and persons acting in concert with it (as defined in the Takeovers Code) being required to make a general offer to all shareholders of the Company for all the Shares in accordance with the Takeovers Code.

Transferability : The CB may be transferred to any person, subject to the following restrictions:

- (i) any assignment and/or transfer of CB is subject to the Listing Rules for so long as the Shares are listed on the Stock Exchange (and the rules of any other stock exchange on which the Shares may be listed at the relevant time) and all applicable laws and regulations; and
- (ii) the approval of the shareholders of the Company in a general meeting as may be required by the Listing Rules and in compliance with the Listing Rules if such assignment and/or transfer is proposed to be made to a connected person (other than the Subscriber and its associates (as defined in the Listing Rules)) of the Company.

There is no lock-up period or restriction on the dealings in the Conversion Shares held by the Subscriber upon conversion.

Security : The obligations of the Company under the CB are unsecured.

Status and Ranking : The obligations of the Company under the CB constitute general, unsubordinated, direct, unconditional and unsecured obligations of the Company and shall at all times rank *pari passu* among themselves and with all other present and future unsecured and unsubordinated obligations of the Company, except for obligations accorded preference by mandatory provisions of applicable law. The obligations under the CB are incapable of being subordinated unless with the consent in writing by the Subscriber.

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The Conversion Shares issued upon conversion shall be fully paid, free from any liens, charges, encumbrances, pre-emptive rights or other third party rights and rank *pari passu* with all other Shares in issue on the conversion date, and the Subscriber shall be entitled in respect of its Conversion Shares to all dividends, and other distributions, interests or rights as of the record date which falls after the conversion date.

The Conversion Shares to be issued upon the exercise of the Conversion Rights will be credited as fully paid and will rank *pari passu* in all respects among themselves and with other existing Shares outstanding at the date of issue of the Conversion Shares and be entitled to all dividends and other distributions as of the record date which falls on a date on or after the date of their issue.

- Listing** : No application will be made for the listing of the CB on the Stock Exchange. Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares to be issued upon the exercise of the Conversion Rights.
- Mandatory redemption** : The Company shall redeem the CB on the maturity date at the redemption price (being 100% of the then outstanding principal amount of such CB).

Maximum number of Conversion Shares

Assuming full conversion of the aggregate principal amounts of the CB of HK\$35,000,000 at the Conversion Price into Conversion Shares, a total of maximum 145,833,333 Shares with aggregate nominal value of HK\$1,458,333.33 will be issued, representing approximately 24.03% of the total existing issued share capital of the Company and approximately 19.38% of the Company's total issued share capital as enlarged by the issue of the Conversion Shares.

Shareholders and potential investors should note that the conversion of the CB are subject to conversion restrictions under the CB as set forth above.

Interest Rate

The interest rate of 2.75% per annum was determined after arm's length negotiations between the Company and the Subscriber with reference to, among others, the 12-month Hong Kong Dollar Interest Settlement Rates (i.e. HIBOR) of approximately 3.14% per annum as of the

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date of the Subscription Agreement and having considered (i) the Group's existing bank borrowings, shareholders' loans and other loans bearing interest rate ranging from 3.0% to 6.0% per annum; and (ii) the Group's automobile operating subsidiaries' existing shareholders' loans bearing interest rate ranging from 5.0% to 6.0% per annum, which are higher as compared to the interest rate of the CB of 2.75% per annum. The interest rate of the CB is comparatively lower than HIBOR at the material times and existing bank borrowings and shareholders' loans. Given the aforesaid reasons, the Company considered that the interest rate of the CB is fair and reasonable.

Conversion Price

The Conversion Price, being HK\$0.240 per Share:

- (i) is equivalent to the closing price of HK\$0.240 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement;
- (ii) represents a discount of approximately 0.17% on the average closing price of approximately HK\$0.2404 per Share as quoted on the Stock Exchange for the 5 consecutive trading days immediately prior to the date of the Subscription Agreement; and
- (iii) represents a premium of approximately 0.33% on the average closing price of approximately HK\$0.239 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to the date of the Subscription Agreement.

The Conversion Price was arrived at after separate arm's length negotiation between the Company and the Subscriber, after taking into account a combination of factors, including among other things, the following:

- (i) the prevailing market price of the Shares:

The Company would like to avoid a deep discount to the recent market price of the Shares when determining the Conversion Price. Therefore, the Conversion Price is set to be equivalent to the closing price of HK\$0.240 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement and a premium of approximately 0.33% on the average closing price of approximately HK\$0.239 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to the date of the Subscription Agreement.

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- (ii) the operation and financial performance of the Group:

The working capital deficiency (current assets less current liabilities) of the Group was approximately HK\$39.6 million as at 31 March 2025. The Group incurred net loss of HK\$6.78 million for the year ended 31 March 2025. In light of the Group's financial performance and financial position, the Company considers that fund raising through entering into of the Subscription Agreement is a feasible way to improve the financial position of the Company without the need of locating new investors. As such, setting the Conversion Price at about the trading market price of the Shares is a fair and reasonable basis for the negotiation with the Subscriber in relation to the Subscription Agreement.

USE OF PROCEEDS AND REASONS FOR AND BENEFITS OF ENTERING INTO THE SUBSCRIPTION AGREEMENT

The Group is principally engaged in the provision of (1) leasing services in the PRC and (2) value-added services including due diligence, credit investigation and debt collection services in Hong Kong, the PRC and Singapore.

The Group's strategy is (i) to further enhance and nurture synergies within its ecosystem in order to further complement the development of the Group's leasing services; (ii) to expand its business outside of Hubei Province in the PRC; (iii) to diversify business risk through liquid assets with generally smaller loan size; and (iv) to provide sustainable sources of revenue to the Group, which in turn will diversify the Group's business risks, enhance its financial performance and create value for the shareholders of the Company.

The Group is working closely to further expand its financing business in regions across the Greater Bay Area. The Group will proactively integrate into the multiple platforms across its ecosystem, thereby expanding our scope of development and generating new impetus for growth to bring new development opportunities to different sectors of the Group.

LETTER FROM THE BOARD

In respect of debt and/or equity financing, we noted that (i) from the 2025 annual report of the Company, the net current liabilities position of the Group as at 31 March 2025 was approximately HK\$39.6 million; (ii) the sizeable amount of the CB in which if bank borrowings were to pursue will incur further interest expenses; (iii) the lack of appropriate assets as collateral for credit facilities; (iv) issuance of new shares or rights issue typically involve a longer process due to due diligence requirements, prolonged negotiations with underwriters or placing agents, and a higher expenses arise from professional fees, underwriting commission or other services expenses; and (v) it would be challenging for the Group to obtain new borrowings or conduct shares placement or rights issue of a size comparable to the CB without offering a deep discount. The Board has explored other fundraising methods including debt financing and equity financing before entering into the Subscription Agreement, however, received feedback that conducting such fundraising exercise successfully under favourable terms is low, thus no substantive progress in attempting the above alternative fundraising methods were noted. As at the Latest Practicable Date, other than the Subscriber, the Company has not identified other investor that has shown any interest in providing debt or equity financing to the Company. The Company is of the view that the issue of CB would be the best financing option currently available as compared to the above financing alternatives.

The Board considers that the issue of the CB represents an opportunity to obtain a pool of readily available funds for the operation of the Company in the long run. The Board currently intends to use the funds for expansion of the Group's automobile leasing business and considers it will facilitate the overall development and expansion of the Group. The gross proceeds from the Subscription Agreement is HK\$35,000,000. The Company intends to utilise the proceeds as reserves of capital to acquire additional automobiles to meet customer demand during peak season, and as working capital towards the expansion of the Group's business covering utilities expenses and other operating expenses.

The Board considers that the terms and conditions of the Subscription Agreement and the issue of the CB are made on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, the Company has 606,802,571 Shares in issue.

The following table illustrate the shareholding structure of the Company as at the Latest Practicable Date and, assuming there is no other change in the issued share capital and shareholding structure of the Company from the Latest Practicable Date and up to the date of issuance of the Conversion Shares, immediately upon full conversion of the CB into Conversion Shares.

Shareholders	As at the Latest Practicable Date		Immediately after full conversion of the CB into Conversion Shares	
	Numbers of Shares held	Approx. % of total Shares in issue	Numbers of Shares held	Approx. % of total Shares in issue
Goldbond Group Holdings Limited (i.e. the Subscriber) (Note 3)	189,492,617	31.23	335,325,950	44.55
Perfect Honour Limited (Note 2 and 3)	143,805,903	23.70	143,805,903	19.11
Other Shareholders	<u>273,504,051</u>	<u>45.07</u>	<u>273,504,051</u>	<u>36.34</u>
Total	<u>606,802,571</u>	<u>100.00</u>	<u>752,635,904</u>	<u>100.00</u>

Note:

- These scenarios are for illustrative purposes only. The conversion of both the CB shall be subject to the restrictions as set forth in the paragraph headed “Conversion rights and restrictions” under the section “THE CB” above.
- Perfect Honour Limited is a wholly owned subsidiary of the Subscriber.
- Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun, the parents of Ms. WONG Michelle Yatye and Ms. WONG Jacqueline Yue Yee, established the Allied Luck Trust (as defined below) and Ms. WONG Michelle Yatye and Ms. WONG Jacqueline Yue Yee established the JMW Trust (as defined below) and the Aceyork Trust (as defined below), where both Ms. WONG Jacqueline Yue Yee and Ms. WONG Michelle Yatye and their respective issue(s) are the beneficiaries of these trusts. The assets of the Allied Luck Trust include all the Goldbond’s shares held by Allied Luck Trading Limited (“Allied Luck”, a company wholly-owned by the Allied Luck Trust), being approximately 22.13% of the total issued share capital of Goldbond, (the “Allied Luck Trust”), the assets of the JMW Trust included all the Goldbond’s shares held by Wah Link Investments Limited (“Wah Link”) being approximately 28.57% of the total issued share capital of Goldbond. Wah Link is a company jointly owned by Gold Choice Management Limited (“Gold Choice”) and Golden Cloud Holdings Group Limited (“Golden Cloud”), which (in each of the cases of Gold Choice and Golden Cloud) in turn are wholly-owned by the JMW Trust (the “JMW Trust”), and the assets of the Aceyork Trust included all the Goldbond’s shares held by Ace Solomon Investments Limited (“Ace Solomon”) being approximately 18.61% of the total issued share capital of Goldbond. Ace Solomon is a company jointly owned by Allied Golden Investment Limited (“Allied Golden”) and Aceyork Investment Limited (“Aceyork”), which (in each of the cases of Allied Golden and Aceyork) in turn are wholly-owned by the Aceyork Trust (the “Aceyork Trust”). Perfect Honour Limited is a company wholly-owned by Goldbond. By virtue of the above, Ms. WONG Michelle Yatye and Ms. WONG Jacqueline Yue Yee were deemed to be interested in the Shares of the Company held by the Subscriber and Perfect Honour Limited by being the beneficiaries of the Allied Luck Trust, the JMW Trust and the Aceyork Trust.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there are 30,272,000 outstanding Share Options with an exercise price of HK\$0.400 per Share Option which entitle the holders of the Share Options to subscribe for 30,272,000 Shares under the Share Option Scheme.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had not conducted any equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

INFORMATION ON THE COMPANY

The Group is principally engaged in the provision of (1) leasing services in the PRC and (2) value-added services including due diligence, credit investigation and debt collection services in Hong Kong, the PRC and Singapore.

INFORMATION ON THE SUBSCRIBER

The Subscriber is a company incorporated in Hong Kong with limited liability. Its ultimate controlling parties are Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatyee, Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun. As at the Latest Practicable Date, the Subscriber holds 189,492,617 Shares, representing 31.23% of the existing number of issued Shares. As at the Latest Practicable Date, Perfect Honour Limited, a wholly-owned subsidiary of the Subscriber, holds 143,805,903 Shares, representing 23.70% of the existing number of issued Shares. As at the Latest Practicable Date, the Subscriber, together with Perfect Honour Limited, holds 333,298,520 Shares, representing in total approximately 54.93% of the existing number of issued Shares, and is hence a controlling shareholder and a connected person of the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

As the Subscriber is a connected person of the Company, the entering into of the Subscription Agreement and the issue of the Conversion Shares constitutes a connected transaction of the Company, and is subject to reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Conversion Shares will be issued under a specific mandate to be sought from the Independent Shareholders at the EGM. The issue of the Conversion Shares is further conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares.

LETTER FROM THE BOARD

Save that (1) Ms. WONG Jacqueline Yue Yee, who is a non-executive director of the Company, an associate of the Subscriber and the beneficiary of the trusts which indirectly owned shares in the Subscriber, (2) Ms. WONG Michelle Yatyee, who is a non-executive director of the Company, an executive director of the Subscriber and the beneficiary of the trusts which indirectly owned shares in the Subscriber, and (3) Mr. WONG Ming Bun David, a non-executive director of the Company and an executive director and the chief executive officer of the Subscriber, are deemed to be interested in the Subscription Agreement and transactions contemplated thereunder (including the grant of the Specific Mandate), who had abstained from voting, none of the Directors have material interest in the Subscription Agreement or the transactions contemplated thereunder and was required to abstain from voting at the Board meeting held to approve the Subscription Agreement.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders as to whether the Subscription Agreement and the transactions contemplated thereunder are on normal commercial terms or better which are fair and reasonable, are in the ordinary and usual course of business of the Group and are in the interests of the Company and its Shareholders as a whole, and how to vote at the EGM. Sunny Fortune Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be convened at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 October 2025 at 10:30 a.m. for the Independent Shareholders to consider and approve the Subscription Agreement and the proposed issue of the CB contemplated thereunder, including the granting of the specific mandate for the issue of the Conversion Shares. Set out on pages 59 to 61 of this circular is a notice convening the EGM. A form of proxy for use by the Shareholders at the EGM or any adjourned meeting is also enclosed herewith.

As at the Latest Practicable Date, the Subscriber holds 189,492,617 Shares, representing 31.23% of the existing number of issued Shares. As at the Latest Practicable Date, Perfect Honour Limited, a wholly-owned subsidiary of the Subscriber, holds 143,805,903 Shares, representing 23.70% of the existing number of issued Shares. As at the Latest Practicable Date, the Subscriber, together with Perfect Honour Limited, holds 333,298,520 Shares, representing in total approximately 54.93% of the existing number of issued Shares. The Subscriber and its associates (including Perfect Honour Limited) will be required to abstain from voting on the resolutions relating to the Subscription Agreement, issue of the CB and granting of specific mandate for the issue of the Conversion Shares at the EGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no other Shareholder will be required to abstain from voting any of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

If you are unable to attend and/or vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, all vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the proposed resolution as set out in the notice of EGM will be voted by poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Thursday, 30 October 2025, the register of members of the Company will be closed from Friday, 24 October 2025 to Thursday, 30 October 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 October 2025.

RECOMMENDATION

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 22 to 23 of this circular which contains its recommendation to the Independent Shareholders on the terms of the Subscription Agreement and proposed issue of the CB; and (ii) the letter from the Independent Financial Adviser set out on pages 24 to 46 of this circular which contains its recommendation and advice to the Independent Board Committee and the Independent Shareholders in this regard.

The Board (including the independent non-executive Directors) considers that although the Subscription Agreement is not conducted in the ordinary and usual course of business of the Group, the Subscription Agreement is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Subscription Agreement and the proposed issue of the CB contemplated thereunder.

LETTER FROM THE BOARD

Your attention is also drawn to the general information set out in the appendix of this circular and the notice of EGM.

Shareholders and potential investors should note that completion of the Subscription Agreement is conditional upon satisfaction of the conditions as set out in this circular and therefore, the proposed issue of the CB may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Yours faithfully,
By Order of the Board
China Rongzhong Financial Holdings Company Limited
Wong Emilie Hoi Yan
Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendations, prepared for the purpose of incorporation in the circular, from the Independent Board Committee to the Independent Shareholders regarding the terms of the Subscription Agreement and the proposed issue of the CB contemplated thereunder.



CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

14 October 2025

To the Independent Shareholders

Dear Sir or Madam,

**(1) CONNECTED TRANSACTION – PROPOSED ISSUE OF
CONVERTIBLE BOND UNDER SPECIFIC MANDATE; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

We refer to the circular of the Company to the Shareholders dated 14 October 2025 (the “**Circular**”), in which this letter forms a part. Unless the context requires otherwise, capitalised terms used in this letter will have the same meanings given to them in the section headed “Definitions” of the Circular.

We have been authorised by the Board to form the Independent Board Committee to advise the Independent Shareholders on whether the terms of the Subscription Agreement and the proposed issue of the CB contemplated thereunder, are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter of advice from Sunny Fortune Capital Limited, the Independent Financial Adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the terms of the Subscription Agreement and the proposed issue of the CB contemplated thereunder as set out on pages 24 to 46 of the Circular and the letter from the Board as set out on pages 5 to 21 of the Circular, as well as the additional information set out in the appendix to the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account the terms of the Subscription Agreement and the proposed issue of the CB contemplated thereunder, and the factors and reasons considered by the Independent Financial Adviser and its conclusion and recommendation as stated in its letter of advice, we are of the opinion that the terms of the Subscription Agreement and the proposed issue of the CB contemplated thereunder are fair and reasonable and on normal commercial terms or better so far as the Independent Shareholders are concerned. While the Subscription Agreement and the proposed issue of the CB contemplated thereunder are not in the ordinary and usual course of business of the Group, they are in the interests of the Company and the Shareholders as a whole. We, therefore, recommend that you vote in favour of the ordinary resolutions to be proposed at the EGM.

Yours faithfully,

For and on behalf of the

Independent Board Committee of

China Rongzhong Financial Holdings Company Limited

Mr. Lie Chi Wing

Independent

Non-executive Director

Mr. Liu Chi Wai

Independent

Non-executive Director

Mr. Ng Yuk Yeung Paul

Independent

Non-executive Director

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the full text of the letter of advice from Sunny Fortune Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect to the connected transaction in relation to the proposed issue of CB under specific mandate.



14 October 2025

To the Independent Shareholders,

Dear Sirs and Madams,

CONNECTED TRANSACTION – PROPOSED ISSUE OF CONVERTIBLE BOND UNDER SPECIFIC MANDATE

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate), particulars of which are set out in the Letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company to the Shareholders dated 14 October 2025 (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Reference is made to the Announcement, on 3 September 2025 (after trading hours), the Company entered into the Subscription Agreement with Subscriber, Goldbond Group Holdings Limited (a connected person of the Company), pursuant to which the Subscriber has conditionally agreed to subscribe and the Company conditionally agreed to issue the Convertible Bond (“**CB**”) in the principal amount of HK\$35,000,000 (“**Subscription**”) which shall be settled by payment in cash by the Subscriber to the Company.

The CB carry the conversion rights to convert into up to 145,833,333 Conversion Shares at the Conversion Price of HK\$0.240 per Conversion Share. Upon the full conversion of the CB at the Conversion Price, a total of 145,833,333 Conversion Shares will be issued to the Subscriber, representing approximately 24.03% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 19.38% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares to the Subscriber (assuming there is no other change to the total number of Shares from the Latest Practicable Date and up to conversion of the CB).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Conversion Shares will be allotted and issued under the Specific Mandate which is subject to the Independent Shareholders' approval at the EGM.

As at the Latest Practicable Date, the Subscriber holds 189,492,617 Shares, representing 31.23% of the existing number of issued Shares of the Company. As at the Latest Practicable Date, Perfect Honour Limited, a wholly-owned subsidiary of the Subscriber, holds 143,805,903 Shares, representing 23.70% of the existing number of issued Shares of the Company. As at the Latest Practicable Date, the Subscriber, together with Perfect Honour Limited, holds 333,298,520 Shares, representing in total approximately 54.93% of the existing number of issued Shares, and is hence a controlling shareholder and a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the Subscription Agreement and the issue of the Conversion Shares constitutes a connected transaction of the Company, and is subject to reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Lie Chi Wing, Mr. Liu Chi Wai and Mr. Ng Yuk Yeung Paul, has been established to advise the Independent Shareholders regarding the terms of the Subscription Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate), and so as to whether the terms of the Subscription Agreement are fair and reasonable and on normal commercial terms, and the entering into of the Subscription Agreement is in the interest of the Company and the Shareholders as a whole, and to advise the Independent Shareholders on how to vote at the EGM, after taking into account the recommendations of the Independent Financial Adviser.

As at the Latest Practicable Date, we did not have any interests or relationships with the Group and the Subscriber that could be reasonably regarded as relevant to the independence of us, and hence are independent from the Company pursuant to Rule 13.84 of the Listing Rules. There was no engagement between the Group and us in the last two years and we are not aware of change in any circumstances that would affect our independence. Apart from normal professional fees paid or payable to us in connection with this appointment as the Independent Financial Adviser, no other arrangement exists whereby we have received or will receive any fees or benefits from the Company or any of its subsidiaries. Accordingly, we consider ourselves eligible to give independent advice in respect of the connected transaction in relation to the proposed issue of CB under specific mandate.

BASIS OF OUR OPINION AND RECOMMENDATION

In formulating our recommendation, we have relied on the information and facts supplied to us by the Company and have assumed that any information and representations made to us are true, accurate and complete in all respects as at the date hereof and that they may be relied upon. We have also assumed that all information, representations, statements and opinions contained or referred to in the Circular are complete in all respects, fair and reasonable and have relied on them.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We have been advised by the Directors that no material facts have been omitted and we are not aware of any facts or circumstances which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors nor do we have any reason to suspect any material facts or information have been omitted or withheld. The Directors have jointly and severally accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in the Circular have been arrived at after due enquiry and careful consideration, true and accurate and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading. We have researched and considered market data and trends which we regard as relevant to form a reasonable basis for our advice. We believe that we have reviewed sufficient information to reach an informed view in order to provide a reasonable basis for our advice. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company or the Group. We have not carried out any independent verification of the information provided, opinion expressed or representations made by the Directors of the Company.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company and their respective subsidiaries or associates (if applicable), nor have we considered the taxation implication on the Group or the Shareholders as a result of the transaction. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

This letter is issued as our opinion and recommendation to the Independent Board Committee and the Independent Shareholders solely for their consideration of: (i) whether the Subscription Agreement and the transaction contemplated under are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Save for its inclusion in the Circular, this letter is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinions and recommendations in respect of the Subscription, we have taken into consideration of the following principal factors and reasons:

I. Background and financial performance of the Group

The Group is principally engaged in the provision of (i) leasing services in the PRC and (ii) value-added services including due diligence, credit investigation and debt collection services in Hong Kong, the PRC and Singapore.

Set out below is summary of the Group's audited financial information of the Group for the three years ended 31 March 2023, 31 March 2024 and 31 March 2025 ("FY2023", "FY2024" and "FY2025", respectively), as extracted from the annual report of the Company for FY2024 ("2024 Annual Report") and annual report of the Company for FY2025 ("2025 Annual Report"):

	FY2023 (Audited) <i>HKD'000</i>	FY2024 (Audited) <i>HKD'000</i>	FY2025 (Audited) <i>HKD'000</i>
Revenue	84,833	89,004	83,529
– Leasing services	48,017	43,922	40,750
– Debt collection and credit investigation services	36,816	45,082	42,779
Loss for the year	(123,316)	(7,579)	(6,777)
	FY2023 (Audited) <i>HKD'000</i>	FY2024 (Audited) <i>HKD'000</i>	FY2025 (Audited) <i>HKD'000</i>
Current assets	24,612	14,700	15,695
Non-current assets	69,023	69,992	69,850
Total assets	93,635	84,692	85,545
Current liabilities	63,871	62,629	55,256
Non-current liabilities	54,764	4,325	12,327
Total liabilities	118,635	66,954	67,583
Net current assets/(liabilities)	(39,259)	(47,929)	(39,561)
Net assets/(liabilities)	(25,000)	17,738	17,962

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

FY2024 vs FY2025

With reference to 2025 Annual Report, the Group recorded revenue of approximately HK\$83.5 million for FY2025, representing a decrease of approximately 6.2% as compared with approximately HK\$89.0 million for FY2024. The decline was primarily attributable to the decrease in (i) income from debt collection services, which was affected by factors such as the recoverability of the debtors entrusted by the customers and the timeline of repayments and (ii) leasing services by approximately 5.1% and 7.2% respectively.

The Group recorded a decrease of approximately 10.6% in loss for the year from approximately HK\$7.6 million for FY2024 to approximately HK\$6.8 million for FY2025. This was mainly due to implementation of active cost-saving measures.

The Group's audited total assets and total liabilities as at 31 March 2025 amounted to approximately HK\$85.5 million and HK\$67.6 million respectively. The Group's net current liabilities decreased from approximately HK\$47.9 million as at 31 March 2024 to approximately HK\$39.6 million as at 31 March 2025. The Group's audited net assets value amounted to approximately HK\$18.0 million as at 31 March 2025, representing an increase of approximately 1.3% as compared to that of approximately HK\$17.7 million as at 31 March 2024.

FY2023 vs FY2024

With reference to 2024 Annual Report, the Group recorded revenue of approximately HK\$89.0 million for FY2024, representing an increase of approximately 4.9% as compared with approximately HK\$84.8 million for FY2023. The increase in revenue was due to the Group's effective implementation of its strategic move to expand into new operating locations and initiation to process loans with more liquid assets and generally smaller in loan size, hence, minimizing credit risk while increasing activities in leasing operations.

The Group recorded a decrease of approximately 93.9% in loss for the year from approximately HK\$123.3 million for FY2023 to approximately HK\$7.6 million for FY2024. This was mainly due to reversal of impairment losses and expected credit losses of approximately HK\$0.3 million for FY2024, as compared to provision of impairment losses recorded in the previous corresponding period ended 31 March 2023 of approximately HK\$77.8 million.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group's audited total assets and total liabilities as at 31 March 2024 amounted to approximately HK\$84.7 million and HK\$67.0 million respectively. The Group's net current liabilities increased from approximately HK\$39.3 million as at 31 March 2023 to approximately HK\$47.9 million as at 31 March 2024. The Group's audited net asset value amounted to approximately HK\$17.7 million as at 31 March 2024 as compared to net liabilities of approximately HK\$25.0 million as at 31 March 2023.

Outlook and latest development of the Group

As disclosed in 2025 Annual Report, the Group has been continued to strengthen its market position in leasing operations by expanding its footprint across the PRC, and looking ahead to 2026, the Group is committed to further expanding its leasing operations and continue to actively reviewing and processing loan applications. As at 31 May 2025, the Group has entered into various automobile leasing arrangements involving an aggregate of 600 automobiles at the value of approximately RMB56.2 million (equivalent to approximately HK\$61.1 million). Furthermore, the Group is working closely to further expand its financing business in regions across the Greater Bay Area. With the full support from the shareholders, the Group will proactively integrate into the multiple platforms across its ecosystem, thereby expanding its scope of development and generating new impetus for growth to bring new development opportunities to different sectors of the Group.

The above-mentioned recent developments of the Group align with the Group's strategy to (i) further enhance and nurture synergies within its ecosystem in order to further complement the development of the Group's leasing services; (ii) to expand its business outside of Hubei Province in the PRC; (iii) to diversify business risk through liquid assets with generally smaller loan size; and (iv) to provide sustainable sources of revenue to the Group, which in turn will diversify the Group's business risks, enhance its financial performance and create value for the shareholders of the Company.

We have discussed with the management of the Company and understand that there is no other change to the Group's business plan regarding its leasing business, and the Board believes that the Group's leasing business will improve as and when the general economic environment gradually improve. The Group will also continue to manage and apply various strategies and means to recover its overdue finance lease receivables, taking various actions such as lawsuit, debt restructuring and other effective methods to improve the liquidity position of the Group.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

II. Background of and reasons for the Subscription

(i) Reasons for and benefits of entering into the subscription agreement

As disclosed in the Letter from the Board, the Group is working closely to further expand its financing business in regions across the Greater Bay Area. The Group will proactively integrate into the multiple platforms across its ecosystem, thereby expanding our scope of development and generating new impetus for growth to bring new development opportunities to different sectors of the Group.

As disclosed in the Letter from the Board, the Board considers that the issue of the CB represents an opportunity to obtain a pool of readily available funds for the operation of the Company in the long run. The Board currently intends to use the funds for expansion of the Group's automobile leasing business and considers it will facilitate the overall development and expansion of the Group. The gross proceeds from the Subscription Agreement is HK\$35,000,000. The Company intends to utilise the proceeds as reserves of capital to acquire additional automobiles to meet customer demand during peak season, and as working capital towards the expansion of the Group's business covering utilities expenses and other operating expenses.

As outlined in the section headed "Outlook and latest development of the Group" above in this letter, we noted that the Group has been actively processing its automobile leasing arrangements and expanding its financing business. We understand from the management of the Company that the leasing business is inherently capital intensive which require significant reserves of capital to fund the loans and meet customer demand while at the same time maintain operational stability. The Group has been actively reviewing and processing loan application in various regions across the PRC, and the proceeds from the CB provide direct funding for the Company to process its automobile leasing arrangements and continue to expand its leasing business in the PRC. We are of the view that the proposed use of proceeds from the Subscription align with the business strategy of the Group, and the proceeds from CB provide additional financial resources to address the funding need of the automobile leasing business of the Group and facilitate the overall development and expansion of the Group.

After considering the reasons for and benefits of the Subscription as discussed above, we consider that entering into the Subscription is in the interests of the Company and the Shareholder as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) Information on the Subscriber

The Subscriber is a company incorporated in Hong Kong with limited liability. Its ultimate controlling parties are Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatye, Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun. As at the Latest Practicable Date, the Subscriber holds 189,492,617 Shares, representing 31.23% of the existing number of issued Shares. As at the Latest Practicable Date, Perfect Honour Limited, a wholly-owned subsidiary of the Subscriber, holds 143,805,903 Shares, representing 23.70% of the existing number of issued Shares. As at the Latest Practicable Date, the Subscriber, together with Perfect Honour Limited, holds 333,298,520 Shares, representing in total approximately 54.93% of the existing number of issued Shares, and is hence a controlling shareholder and a connected person of the Company under Chapter 14A of the Listing Rules.

We have discussed with the management of the Company and understand that the Subscriber has been providing financial support to the Group. We noted from the 2025 Annual report that as of the 31 March 2025, the Subscriber provided the Company an unsecured term loan facility in an aggregate amount of approximately HK\$18.0 million to fund the general working capital of the Company at 6% per annum. As of the Latest Practicable Date, the amount of HK\$7.9 million was un-utilized. In view of the continued support from the Subscriber, the Company is of the view the seeking financing from the Subscriber represents a viable financing option available to the Company.

(iii) Equity fund raising activities of the Company in the past twelve months

As stated in the Letter from the Board, the Company had not conducted any equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(iv) Other financing alternative

We have discussed with the management of the Company regarding the consideration of other ways of fund-raising including (i) debt financing; and (ii) other equity fund raising methods such as placements under general and/or specific mandates, rights issue, and open offer. Set forth below the summary of our discussion:

(a) Debt Financing

The Directors have considered that (i) further offshore debt financing may not be available given the Group's net current liabilities position as of 31 March 2025 and net loss position for FY2024 and FY2025; (ii) the lack of appropriate assets as collateral for credit facilities for onshore debt financing; (iii) further debt financing may increase the finance costs for the Group as the interest rate of the new debts may be higher than that of the CB. We noted from the 2025 Annual Report that as at 31 March 2025, the Group's bank borrowings, shareholders' loan and other loan bearing interest rate ranging from 3.0% to 6.0% per annum which is higher as compared to the interest rate of the CB of 2.75% per annum. As of the date of the Subscription Agreement, the interest rate of the CB is lower than the 12-month Hong Kong Dollar Interest Settlement Rates (i.e., HIBOR) of approximately 3.14% as extracted from the website of Hong Kong Association of Banks (<https://www.hkab.org.hk/en/rates/hibor>), which is also higher than the interest rate of the CB of 2.75% per annum. Furthermore, engaging third-party lenders may introduce more stringent conditions, thereby raising higher borrowing costs and limiting the flexibility needed for effective resource utilisation. Even the Group can obtain other debt financing, the anticipated annual interest rate could be higher than that associated with the CB, imposing additional interest expenses on the Group and potentially worsening its financial position.

(b) Rights Issue and open offer

When considering rights issues and open offers, the Directors acknowledge the uncertainty of the subscription level given the net current liabilities and net loss position of the Group. As compared with the Subscription, right issues and open offer also usually entail extended timelines due to stringent documentation requirements. These approaches may incur increased costs, including professional fee, underwriting commissions and other services expenses, thereby negatively impacting the Group's financial position. Furthermore, the Subscription offers a higher degree of certainty, whereas the outcome of rights issue or open offer is subject to the uncertain subscription level.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(c) New Shares Placement

The Directors has considered that given the net current liabilities and net loss position of the Group for FY2025, the placing agents may face difficulties and take time to seek for potential independent third party investor(s) and the potential investor(s) may require a deep placing discount for the shares placement of a size comparable to the CB. The Directors also consider that it is higher cost to arrange a placing of new shares as the placing agent would charge commission as compared with no commission from the Subscription. It is also worth noting that the placements of new shares will cause an immediate dilution to the shareholding of existing Shareholders as compared with that the conversion of the CB is restricted as further discussed in section headed “VI. Shareholding structure and possible dilution effect of the CB” below in this letter.

We have discussed with the management of the Company and understand that the Board has explored other fundraising methods including debt financing and equity financing before entering into the Subscription Agreement, however, received feedback that conducting such fundraising exercise successfully under favourable terms is low, thus no substantive progress in attempting the above alternative fundraising methods were noted.

We further understand from the management of the Company that the Company has approached several financial institutions to explore possibility of additional borrowings and were given to understand that the respective financial institutions are reluctant to provide additional borrowings and/or the interest rate is higher than the existing borrowing rates of the Company. The Company has also enquired several securities and brokerage houses on fundraising exercise and there were no favourable responses in this regard. As at the Latest Practicable Date, other than the Subscriber, the Company has not identified other investor that has shown any interest in providing debt or equity financing to the Company at acceptable terms. Alternatively, as stated in the paragraph “Information on the Subscriber” above in this letter, the Subscriber have been providing financial support to the Group and represent a financing option available to the Group to secure additional financial resources at reasonable and acceptable terms.

Given these considerations, we concur with the Directors’ view that the Subscriptions represents a justified, efficient and preferable financing option available to the Group to secure immediate working capital as compared to the above financing alternatives.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

III. Principal terms of the Subscription Agreement

Detailed terms of the Subscription Agreement are set out under the section headed “The Subscription Agreement” in the Letter from the Board.

The principal terms of the CB are as follows:

Principal amount	HK\$35,000,000
Maturity	the date immediately before the third anniversary of the date of issue of the CB
Interest rate	2.75% per annum
Conversion price	Initially, HK\$0.240 per Conversion Share, subject to adjustments. The Conversion Price shall be adjusted as provided in the CB instrument, please refer to the section headed “the CB” in the Letter from the Board
Conversion period	Commencing from the seventh day after the date of first issue of the CB to the seventh day (inclusive) before the maturity date
Conversion rights and restrictions	A holder of the CB shall have the right at any time during the conversion period to require the Company to convert the whole or any part (in HK\$5,000,000 or integral multiples thereof or, if the aggregate amount of the CB held by the Subscriber is less than HK\$5,000,000 or integral multiples thereof, the whole of the aggregate amount held) of the principal amount outstanding under the CB at the Conversion Price, subject to adjustments. Please refer to the section headed “the CB” in the Letter from the Board for further details.
Transferability	The CB may be transferred to any person, subject to the following restrictions:

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- (i) any assignment and/or transfer of CB is subject to the Listing Rules for so long as the Shares are listed on the Stock Exchange (and the rules of any other stock exchange on which the Shares may be listed at the relevant time) and all applicable laws and regulations; and
- (ii) the approval of the shareholders of the Company in a general meeting as may be required by the Listing Rules and in compliance with the Listing Rules if such assignment and/or transfer is proposed to be made to a connected person (other than the Subscriber and its associates (as defined in the Listing Rules)) of the Company.

There is no lock-up period or restriction on the dealings in the Conversion Shares held by the Subscriber upon conversion.

Security

The obligations of the Company under the CB are unsecured.

Status and Ranking

The obligations of the Company under the CB constitute general, unsubordinated, direct, unconditional and unsecured obligations of the Company and shall at all times rank *pari passu* among themselves and with all other present and future unsecured and unsubordinated obligations of the Company, except for obligations accorded preference by mandatory provisions of applicable law. Please refer to the section headed “the CB” in the Letter from the Board for further details.

Listing

No application shall be made for listing of the CB on any stock exchange.

Mandatory redemption

The Company shall redeem the CB on the maturity date at the redemption price (being 100% of the then outstanding principal amount of such Bonds).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

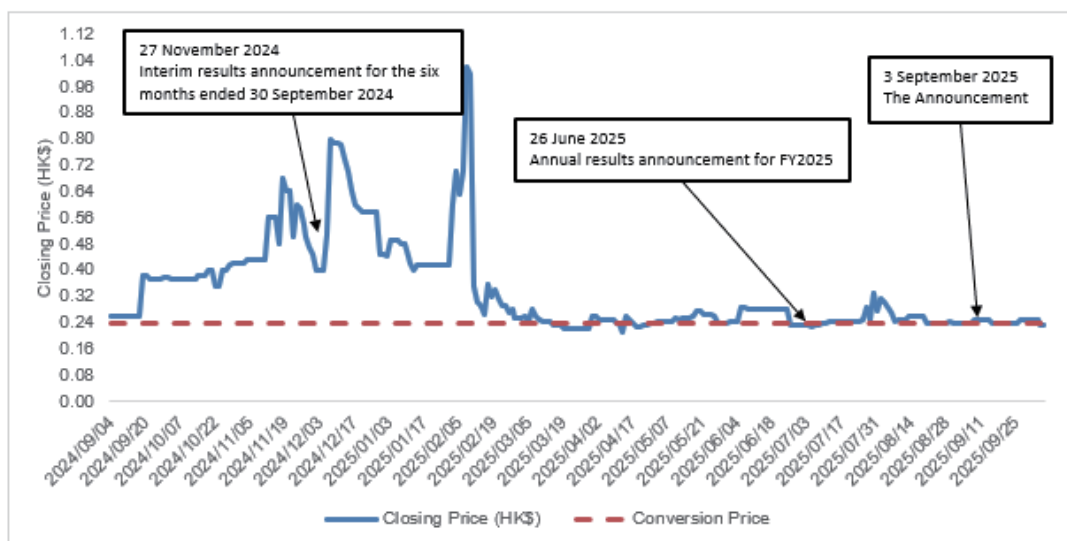
IV. Our assessment on the principal terms of the Subscription Agreement

In assessing the fairness and reasonableness of the Conversion Price, we have primarily taken into account (i) the financial position of the Group, its business outlook and the reasons for and benefits of entering into the Subscription Agreement as discussed in the sections headed “I. Background and financial performance of the Group” and “II. Background of and reasons for the Subscription” above in this letter; (ii) the historical Share price performance; and (iii) the market comparables in respect of recent issuance of convertible bonds/notes.

Review on the historical closing price of the Shares

We have reviewed the chart illustrates the historical daily closing price of the Shares as quoted on the Stock Exchange during the period commencing from 4 September 2024 (being the approximately one year prior to the date of the Subscription Agreement) up to and including the Latest Practicable Date (the “**Review Period**”). We consider that the Review Period is adequate as it represents a reasonable period to reflect a general overview of the recent price movement of the Shares. The following chart sets out the daily closing prices of the Shares on the Stock Exchange during the Review Period:

Table 1: Historical Share Price Performance of the Company during the Review Period



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

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Table 2: Closing prices of the Shares with volume traded during the Review Period

	Average closing price per share	Average daily trading volume	Premium/ (discount) of the Conversion Price over/to the average closing price per Share
	(HK\$)	(Shares)	(%)
2024			
September	0.310	5,947	(22.58)%
October	0.387	17,619	(33.01)%
November	0.513	34,905	(53.20)%
December	0.597	126,100	(59.80)%
2025			
January	0.436	7,316	(44.96)%
February	0.441	4,981,880	(45.61)%
March	0.238	63,095	0.98%
April	0.241	154,211	(0.35)%
May	0.253	72,600	(5.27)%
June	0.266	107,333	(9.76)%
July	0.249	1,220,391	(3.46)%
August	0.256	359,476	(6.22)%
September	0.243	47,273	(1.35)%
October			
(up to and including the Latest Practicable Date)	0.242	59,400	(0.74)%
Average	0.334	518,396	(20.74)%

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

As shown in the Table 1 above, during the Review Period, the daily closing prices of the Shares ranged from the lowest of HK\$0.210 per Share to the highest of HK\$1.020 per Share, with an average closing price of HK\$0.343 per Share. The Conversion Price of HK\$0.240 per Share falls within the price range of the share.

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As shown in the Table 2 above, during the Review Period, the average monthly closing price per Share ranged from the lowest HK\$0.238 per Share to the highest HK\$0.597. Conversion Price of HK\$0.240 per Share represents a premium of approximately 0.98% over the lowest average monthly closing price and a discount of approximately 59.8% over the lowest monthly closing price. The Conversion Price is within the price range of the monthly closing price and close to the lowest monthly closing price.

On 4 September 2024, the closing price was HK\$0.260 per Share. After fluctuations, it rose to HK\$0.680 per Share on 18 November 2024. Subsequently, following the publication of the announcement regarding the interim results for the six months ended 30 September 2024 on 27 November 2024, the closing price per Share increased to HK\$0.800 per share on 6 December 2024. Thereafter, up to 14 January 2025, the closing price per Shares decreased to HK\$0.400 on 14 January 2025 and hovered between HK\$0.400 and HK\$0.415 until the end of January 2025. After that, the closing price rose and peaked at the highest closing price of HK\$1.020 per share during the Review Period. The Company's Share price then fell back to around HK\$0.24 per Share by early March 2025 and share prices remained steady between approximately HK\$0.21 and HK\$0.33 per Share thereafter.

As discussed with the management of the Company, they are not aware of any particular reason that contributing to the fluctuations in the closing price per Share during the Review Period aside from the aforementioned events.

Comparison with recent issuance of convertible bonds/notes

To further assess the fairness and reasonableness of key terms of the CB, we have conducted research using our best endeavours on recent proposed issue of convertible bonds/notes. The comparable transactions are selected based on the following criteria: (i) the issuers are listed on the Main Board of the Stock Exchange, of which the shares were not under prolonged suspension as at the Latest Practicable Date; (ii) the market capitalisation of the issuers on the respective last trading day is not more than HK\$500 million; (iii) the transactions has been completed or in progress as at the Latest Practicable Date; (iv) the convertible bonds/notes were not issued as a form of consideration issue; and (vi) the issuance of convertible bonds/notes were not in connection with acquisition transactions, corporate restructuring or takeover of the listed company. Based on our best endeavour and as far as we are aware, we have identified an exhaustive list of 10 comparables in relation to the issue of convertible bonds/notes (the “**Comparables**”), which were announced by companies listed on the Stock Exchange from 3 March 2025 to the date of the Subscription Agreement (the “**Comparison Period**”), being the last six months. This serves as a general reference to the recent market practice regarding the key terms of convertible bonds under similar market condition. We consider that the Comparison Period appropriate, as it provided, in our opinion, a reasonable and meaningful number of samples for our analysis, and the Comparables as a whole provide a fair and representative sample.

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Shareholders should, however, note that the businesses, operations and prospect of the Company are not the same as the Comparables. Notwithstanding that, we consider that the terms of the Comparables are determined under similar market conditions and sentiment, and hence provide a general reference on the key terms for this type of transactions in Hong Kong. Therefore, we consider that the Comparables are indicative in assessing the fairness and reasonableness of the terms of the CB.

Set out below is the comparable transactions analysis:

Table 3: The Comparables

Date of announcement	Company name	Stock code	Market Capitalization on the last trading day (HK\$'mil)	Principal amount (HK\$'mil)	Maturity (Year)	Interest rate p.a. (%)	Premium/(discount) of conversion price over/(to) the closing price for the last five consecutive trading days immediately preceding the date of the relevant agreement	
							on the respective date of relevant agreement	on the respective date of relevant agreement
1-Aug-25	Pengo Holdings Group Limited	1865	188	120	1	3.0%	(14.51)%	(19.26)%
31-Jul-25	Dingyi Group Investment Limited ²	508	264	980	3	2.0%	5.81%	2.82%
17-Jul-25	Elate Holdings Limited	76	106	24	6	nil	25.00%	20.08%
24-Jun-25	Zhongliang Holdings Group Company Limited ^{1,4}	2772	361	84	1	nil	863.86%	875.61%
13-Jun-25	Value Convergence Holdings Limited	821	89	5	2	1.0%	11.11%	37.93%
10-Jun-25	Celestial Asia Securities Holdings Limited ²	1049	85	40	3	5.0%	19.05%	19.05%
21-Apr-25	Daido Group Limited	544	17	45	3	6.0%	(19.98)%	(18.90)%
14-Apr-25	Wai Chun Bio-Technology Limited ^{2,3}	660	14	15	3	2.0%	(7.89)%	(13.37)%
11-Apr-25	Wai Chun Group Holdings Limited ²	1013	25	45	3	2.0%	(5.26)%	(16.36)%
2-Apr-25	Eternity Investment Limited	764	206	9	2	5.0%	3.33%	0.00%
				Maximum	6.0	6.0%	25.00%	37.93%
				Minimum	1.0	Nil	(19.98)%	(19.26)%
				Average	2.9	2.9%	1.85%	1.33%
3-Sep-25	The Company	3963	146	35	3	2.75%	0.00%	(0.17)%

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

Notes:

- As the premium of the conversion price of the convertible bonds/notes of Zhongliang Holdings Group Company Limited (2772.HK) is extremely higher than the other Comparables, we have excluded Zhongliang Holdings Group Company Limited from our analysis of the conversion price as outlier.

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2. The proposed issue of new convertible bonds of Dingyi Group Investment Limited (508.HK), Celestial Asia Securities Holdings Limited (1049.HK), Wai Chun Bio-Technology Limited (660.HK), and Wai Chun Group Holdings Limited (1013.HK) constitutes a connected transaction, respectively.
3. Although the proposed issue of convertible bond of Wai Chun Bio-Technology Limited (660.HK) has not been completed, its proposed issue or placing of new convertible bonds was in progress and its circular were published on 22 August 2025, respectively.
4. The Hong Kong dollar exchange rate applied for convertible bonds issued with a principal amount denominated in US dollars is 7.8.

(i) Conversion price

As set out in the table above, we note that the conversion price to: (i) the closing share price on the last trading day to/on the respective date of relevant agreement in relation to the Comparables ranged from a discount of approximately 19.98% to a premium of approximately 25.00%, with the average being premium of approximately 1.85%; and (ii) the average closing share price for the last five consecutive trading days prior to/on the respective date of relevant agreement in relation to the Comparables ranged from a discount of approximately 19.26% to a premium of approximately 37.93%, with the average being premium of approximately 1.33%.

As the Conversion Price is (i) equivalent to the closing price per Share on the date of the Subscription Agreement; and (ii) at a discount of approximately 0.17% to the average closing price per Share for the last five consecutive trading days immediately prior to the date of the Subscription Agreement, the premium/discount represented by the Conversion Price is within the range of the conversion prices of the Comparables and close to the average of the Comparables. Furthermore, as discussed with the management of the Company, the Conversion Price is a commercial decision negotiated between the Company and the Subscriber, taking into account, among other things, the recent market price of the Shares, the prevailing market conditions, and the amount of funds and capital needs.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Taken into account that (i) the Conversion Price of HK\$0.24 falls within the aforesaid historical closing price range during the Review Period and in particular since March 2025 (approximately last six months preceding the Subscription Agreement) the share price closed within the range of HK\$0.210 to HK\$0.330 with an average of HK\$0.249, which is close to the Conversion Price; (ii) the Conversion Price of HK\$0.24 falls within the historical monthly average closing price during the Review Period and in particular since March 2025 (approximately last six months preceding the Subscription Agreement) the monthly average closing price closed within the range of HK\$0.238 to HK\$0.266 with an average of HK\$0.248, which is close to the Conversion Price; (iii) the premium/discount represented by the Conversion Price of CB is within the range shown in the comparable analysis and close to the average; (iv) the Conversion Price is equivalent to the closing price on the date of the Subscription Agreement and represents a premium of approximately 0.33% over the last ten consecutive trading days immediately prior to the date of the Subscription Agreement; and (v) the Conversion price represents a premium of approximately 710.8% to the consolidated net asset value per Share attributable to the Shareholders as at 31 March 2025, we concur with the Directors' view that the Conversion Price is fair and reasonable so far as the Independent Shareholders are concerned.

(ii) Interest rate

As set out in the table above, the interest rates of the Comparable Transactions ranged from nil to 10.0% per annum, with an average of approximately 2.9% per annum. The interest rate of 2.75% per annum for the CB falls within the range of the Comparables and is lower than the average rate of 2.9% for the Comparables, which is considered more favourable to the Company in terms of the interest rate.

(iii) Term to maturity

The term to maturity of the Comparables ranged from 1 to 6 years with an average of approximately 2.9 years. The duration of the CB is within the range and close to the average of the Comparables.

(iv) Adjustments to conversion price

Pursuant to the terms of the CB, the Conversion Price is subject to adjustments upon occurrence of events which include (i) consolidation or subdivision or reclassification; (ii) capitalisation of profits or reserves; and (iii) capital distribution. We have compared such adjustment terms with the relevant adjustment terms of the Comparables being disclosed and noted that such adjustment terms are common in the market.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Based on our analyses above, we are of the view that the terms of the Subscription Agreement, which were arrived at after arm's length negotiations between the Company and the Subscriber, are fair and reasonable and on normal commercial terms, and the entering into of the Subscription Agreement in relation of CB is in the interest of the Company and the Shareholders as a whole.

V. Financial effects as a result of the Subscription

(i) Effect on earning

As advised by the management of the Company and based on the accounting policies of the Group, at the date of issue, both the debt component and derivative components of the CB are recognised at fair value. In subsequent periods, the debt component of the CB is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss. Transaction costs that relate to the issue of the CB are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible loan notes using the effective interest method.

Although the finance costs and the changes in fair value of the CB may create negative impact on the future earnings of the Group, the issue of CB is considered to allow the Group to facilitate the business expansion of the finance leasing business of the Group as discussed in the section headed "II. Background of and reasons for the Subscription" above in this letter.

(ii) Effect on gearing ratio

As disclosed in the 2025 Annual Report, the Group's gearing ratio was approximately 239% as at 31 March 2025, representing the ratio of interest-bearing borrowings, excluding lease liabilities, to the total equity. In the event that the Subscriber exercises the conversion rights attached to the CB, assuming no other factors affect the Group's financial position, the gearing ratio would improve. The conversion of the CB into Conversion Shares by the Subscriber would increase the net asset value of the Group.

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Conversely, if the conversion rights attached to the CB are not exercised upon maturity, the Company will have to repay the principal amount of the CB to the Subscriber in cash. The gearing position of the Group will still improve, provided that all other financial factors remain constant and the Group's cash position is sufficient to repay the loan while maintaining its operations. The management of the Company expects that there will not be any material adverse impact to the gearing of the Group as a result of the issue of the CB.

(iii) Effect on net assets

According to the 2025 Annual Report, the equity attributable to owners of the Company was approximately HK\$17 million as at 31 March 2025. It is expected that the Subscription will not have an immediate material impact on the net asset value, as the subscription proceeds from the CB are anticipated to be approximately equivalent to the CB's fair value at initial recognition. Any difference between these amounts will be recognised in profit or loss. The exact amount of the respective fair values of the liability and derivative components of the CB and their financial impacts on the Company will be subject to the review by the auditors of the Company and/or the assessment and valuation by an independent valuer at the time of completion of the Subscription for the CB.

The aforementioned analyses are for illustrative purpose only and do not purport to represent how the Group's financial position will be after the Subscription.

VI. Shareholding structure and possible dilution effect of the CB

As at the Latest Practicable Date, the Company has 606,802,571 Shares in issue, and no outstanding options, warrants, derivatives, or other securities which carry rights to subscribe for or be converted into Shares.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and, assuming there is no other change in the issued share capital and shareholding structure of the Company from the date of this announcement and up to the date of issuance of the Conversion Shares as illustrated below, immediately upon full conversion of the CB into Conversion Shares:

Shareholders	As at the		Immediately after full	
	Latest Practicable Date		conversion of the CB into	
			Conversion Shares	
	Numbers of	Approx. %	Numbers of	Approx. %
	Shares held	of total Shares in issue	Shares held	of total Shares in issue
Goldbond Group Holdings Limited (i.e. the Subscriber) (Note 2)	189,492,617	31.23	335,325,950	44.55
Perfect Honour Limited (Note 2 and 3)	143,805,903	23.70	143,805,903	19.11
Other Shareholders	<u>273,504,051</u>	<u>45.07</u>	<u>273,504,051</u>	<u>36.34</u>
Total	<u>606,802,571</u>	<u>100.00</u>	<u>752,635,904</u>	<u>100.00</u>

Notes:

- These scenarios are for illustrative purposes only. The conversion of both the CB shall be subject to the restrictions as set forth in the paragraph headed “Conversion rights and restrictions” under the section “THE CB” above.
- Mr. Wong Charles Yu Lung and Mrs. Wong Fang Pik Chun, the parents of Ms. WONG Michelle Yatye and Ms. WONG Jacqueline Yue Yee established the Allied Luck Trust (as defined below) and Ms. WONG Michelle Yatye and Ms. WONG Jacqueline Yue Yee established the JMW Trust (as defined below) and the Aceyork Trust (as defined below), where both Ms. WONG Jacqueline Yue Yee and Ms. WONG Michelle Yatye and their respective issue(s) are the beneficiaries of these trusts. The assets of the Allied Luck Trust include all the Goldbond’s shares held by Allied Luck Trading Limited (“**Allied Luck**”, a company wholly-owned by the Allied Luck Trust), being approximately 22.13% of the total issued share capital of Goldbond, (the “**Allied Luck Trust**”), the assets of the JMW Trust included all the Goldbond’s shares held by Wah Link Investments Limited (“**Wah Link**”) being approximately 28.57% of the total issued share capital of Goldbond. Wah Link is a company jointly owned by Gold Choice Management Limited (“**Gold Choice**”) and Golden Cloud Holdings Group Limited (“**Golden Cloud**”), which (in each of the cases of Gold Choice and Golden Cloud) in turn are wholly-owned by the JMW Trust (the “**JMW Trust**”), and the assets of the Aceyork Trust included all the Goldbond’s shares held by Ace Solomon Investments Limited (“**Ace Solomon**”) being approximately 18.61% of the total issued share capital of Goldbond. Ace Solomon is a company jointly owned by Allied Golden Investment Limited (“**Allied Golden**”) and Aceyork Investment Limited (“**Aceyork**”), which (in each of the cases of Allied Golden and Aceyork) in turn are wholly-owned by the Aceyork Trust (the “**Aceyork Trust**”). Perfect Honour Limited is a company wholly-owned by Goldbond. By virtue of the above, Ms. WONG Michelle Yatye and Ms. WONG Jacqueline Yue Yee were deemed to be interested in the Shares of the Company held by the Subscriber and Perfect Honour Limited by being the beneficiaries of the Allied Luck Trust, the JMW Trust and the Aceyork Trust.
- Perfect Honour Limited is a wholly owned subsidiary of the Subscriber.

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As stated in the Letter from the Board, assuming full conversion of the aggregate principal amounts of the CB of HK\$35,000,000 at the Conversion Price into Conversion Shares, a total of maximum 145,833,333 Shares with aggregate nominal value of HK\$1,458,333.33 will be issued, representing approximately 24.03% of the total existing issued share capital of the Company and approximately 19.38% of the Company's total issued share capital as enlarged by the issue of the Conversion Shares.

With reference to the shareholding table above and as confirmed by the management of the Company, the shareholding in the Company held by other public Shareholders will be diluted from approximately 45.07% as at the Latest Practicable Date to approximately 36.34% immediately after full conversion of the CB at the initial Conversion Price (assuming there is no other change to the total number of Shares from the Latest Practicable Date and up to conversion of the CB in full).

However, such dilution effect is for illustration purpose only and is subject to the terms and conditions of the CB as set out in the paragraph headed "the CB" in the Letter from the Board. We are aware of the dilution effect as a result of the full conversion of the CB. Nonetheless, taking into account (i) the Subscription represents a good and timely opportunity for the Company to strengthen the financial position and to further expand its automobile leasing business; (ii) the Conversion Price is equivalent to the current market price of the Shares and represent a premium over the net asset value per shares as of 31 March 2025; (iii) the CB will not have an immediate dilution effect on the shareholding of the existing Shareholders; (iv) the terms of the Subscription Agreement and the CB are fair and reasonable so far as the Independent Shareholders are concerned; and (v) the maximum dilution effect of the CB complies with the minimum public float requirement under the Listing Rules, we are of the view that the potential dilution effect on the shareholding interests of the existing public Shareholders resulting from the Subscription is acceptable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Having considered the above principal factors, we are of the view that: (i) the transactions terms contemplated under the Subscription Agreement are on normal commercial terms, fair and reasonable so far as the Independent Shareholders and (ii) the proposed issue of the CB although not entered into in the ordinary and usual course of business of the Group, are in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the resolutions to approve the connected transaction in relation to the Subscription Agreement involving the issue of CB under specific mandate at the EGM, as detailed in the notice of the EGM set out at the Circular.

Yours faithfully,
For and on behalf of
Sunny Fortune Capital Limited
Wong Shin Yee, Freda
Managing Partner

Ms. Wong Shin Yee, Freda is a licensed person under the SFO to engage in, among others, Type 6 (advising on corporate finance) regulated activity and has over 20 years of experience in investment banking and corporate finance.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' and chief executive's interests in shares, underlying shares and debentures

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required 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 in which they were deemed or taken to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules as adopted by the Company, to be notified to the Company and the Stock Exchange were as follows:

Interests in ordinary shares/underlying Shares of the Company

Name of Director	Capacity/ nature of interest	Number of Shares/underlying shares (Note 1)				Approximate % of issued Shares (Note 6)
		Personal Interest	Corporate Interest	Other Interest	Total Interest	
Ms. Wong Emilie Hoi Yan ("Ms. Emilie Wong")	Beneficial owner	4,400,000 (L) (Note 5)	–	–	4,400,000 (L)	0.73%
Mr. Lau Hiu Fung ("Mr. Lau")	Beneficial owner	4,000,000 (L) (Note 5)	–	–	4,000,000 (L)	0.66%
Ms. Wong Jacqueline Yue Yee ("Ms. Jacqueline Wong")	Beneficial owner/interest of controlled corporations/founder of a discretionary trust and beneficiary of a trust	800,000 (L) (Note 5)	20,234,242 (L) (Note 2)	333,298,520 (L) (Note 3)	354,332,762 (L)	58.39%
	Beneficiary of a trust	–	–	38,503,380 (S) (Note 4)	38,503,380 (S)	6.35%

APPENDIX

GENERAL INFORMATION

Name of Director	Capacity/ nature of interest	Number of Shares/underlying shares (Note 1)				Approximate % of issued Shares (Note 6)
		Personal Interest	Corporate Interest	Other Interest	Total Interest	
Ms. Wong Michelle Yattee (“ Ms. Michelle Wong ”)	Beneficial owner/interest of controlled corporations and beneficiary of a trust	800,000 (L) (Note 5)	20,234,242 (L) (Note 2)	333,298,520 (L) (Note 3)	354,332,762 (L)	58.39%
	Beneficiary of a trust	–	–	38,503,380 (S) (Note 4)	38,503,380 (S)	6.35%
Mr. Kwok Gareth Wing-Sien	Interest of spouse (Note 6)	800,000 (L) (Note 5)	20,234,242 (L) (Note 2)	333,298,520 (L) (Note 3)	354,332,762 (L)	58.39%
	Interest of spouse (Note 6)	–	–	38,503,380 (S) (Note 4)	38,503,380 (S)	6.35%
Mr. Wong Ming Bun David (“ Mr. David Wong ”)	Beneficial owner	4,000,000 (L) (Note 5)	–	–	4,000,000 (L)	0.66%
Mr. Lie Chi Wing (“ Mr. Lie ”)	Beneficial owner	322,000 (L) (Note 5)	–	–	322,000 (L)	0.05%
Mr. Ng Yuk Yeung Paul (“ Mr. Paul Ng ”)	Beneficial owner	300,000 (L) (Note 5)	–	–	300,000 (L)	0.05%

Notes:

- The letters “L” and “S” denote the Directors’ long position and short position in the Shares or underlying Shares of the Company respectively.
- Such interests include 10,127,176 Shares held by Legend Crown International Limited (“**Legend Crown**”) and 10,107,066 Shares held by Plenty Boom Investments Limited (“**Plenty Boom**”). Ms. Jacqueline Wong founded the discretionary trust (the “**Ace York Management Trust**”) of which the property included the entire issued share capital of Legend Crown and Plenty Boom. The trustee of the Ace York Management Trust is Ace York Investment Management Limited (“**Ace York Management**”, a company owned as to 50% by Ms. Jacqueline Wong and 50% by Ms. Michelle Wong), where the beneficiaries are Ms. Jacqueline Wong and Ms. Michelle Wong and their respective issue(s). By virtue of the above, Ms. Jacqueline Wong, Ms. Michelle Wong and Ace York Management are taken to have a duty of disclosure in relation to the said Shares held by Legend Crown and Plenty Boom under the SFO.

3. Such Shares include (i) 143,805,903 Shares held by Perfect Honour Limited (“**Perfect Honour**”), which is a wholly owned subsidiary of Goldbond Group Holdings Limited (“**Goldbond**”); (ii) 189,492,617 Shares directly held by Golobond. Mr. Wong Charles Yu Lung (“**Mr. Wong**”) and Mrs. Wong Fang Pik Chun (“**Mrs. Wong**”), the parents of Ms. Michelle Wong and Ms. Jacqueline Wong established the Allied Luck Trust (as defined below) and Ms. Michelle Wong and Ms. Jacqueline Wong established the JMW Trust (as defined below) and the Aceyork Trust (as defined below), where both Ms. Jacqueline Wong and Ms. Michelle Wong and their respective issue(s) are the beneficiaries of these trusts. The assets of the Allied Luck Trust include all the Goldbond’s shares held by Allied Luck Trading Limited (“**Allied Luck**”, a company wholly-owned by the Allied Luck Trust), being approximately 22.13% of the total issued share capital of Goldbond, (the “**Allied Luck Trust**”), the assets of the JMW Trust included all the Goldbond’s shares held by Wah Link Investments Limited (“**Wah Link**”) being approximately 28.57% of the total issued share capital of Goldbond. Wah Link is a company jointly owned by Gold Choice Management Limited (“**Gold Choice**”) and Golden Cloud Holdings Group Limited (“**Golden Cloud**”), which (in each of the cases of Gold Choice and Golden Cloud) in turn are wholly-owned by the JMW Trust (the “**JMW Trust**”), and the assets of the Aceyork Trust included all the Goldbond’s shares held by Ace Solomon Investments Limited (“**Ace Solomon**”) being approximately 18.61% of the total issued share capital of Goldbond. Ace Solomon is a company jointly owned by Allied Golden Investment Limited (“**Allied Golden**”) and Aceyork Investment Limited (“**Aceyork**”), which (in each of the cases of Allied Golden and Aceyork) in turn are wholly-owned by the Aceyork Trust (the “**Aceyork Trust**”). Perfect Honour is a company wholly-owned by Goldbond. By virtue of the above, Ms. Jacqueline Wong and Ms. Michelle Wong are taken to have a duty of disclosure in relation to the said Shares held by Perfect Honour under the SFO.
4. On 3 May 2018, Solomon Glory Limited (“**Solomon Glory**”), which is a wholly owned subsidiary of Goldbond, as lender, enforced its rights under the security of a loan agreement pursuant to which Yong Hua International Limited (“**Yong Hua**”) has charged its assets including the shares (the “**Charged Shares**”) of the Company held by Yong Hua by way of floating charge, which has been crystalised into a fixed charge. On 2 July 2019, the Board was notified that an order was issued on 13 March 2019 by The High Court of The Hong Kong Special Administrative Region to the effect that, among others, the Charged Shares shall be sold by China Galaxy International Securities (Hong Kong) Co., Limited (as agent) provided that each of the Charged Shares shall not be sold at a price of more than 10% discount to the average closing prices of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited for the previous 10 consecutive trading days prior to the date of sale of the Charged Shares or any of them.
5. These interests represent the interests in underlying Shares in respect of the share options granted by the Company to these directors.
6. Mr. Kwok Gareth Wing-Sien, the spouse of Ms. Michelle Wong, is deemed to be interested in Ms. Michelle Wong’s interest in the Company.
7. The percentage shareholding in the Company is calculated on the basis of 606,802,571 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders

As at the Latest Practicable Date, so far as is known to any Directors or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

Interests in the Shares/underlying Shares of the Company

Name of Substantial Shareholder	Capacity/nature of interest	Number of Shares/underlying Shares		Approximate % of issued Shares
		(Note 1)	Total Interest	
Ms. Jacqueline Wong	(i) Beneficial owner	800,000 (L) (Note 2)		
	(ii) Interest in controlled corporations/founder of a discretionary trust	20,234,242 (L) (Note 3)		
	(iii) Beneficiary of a trust	333,298,520 (L) (Note 4)	354,332,762 (L)	58.39%
	(iv) Beneficiary of a trust	38,503,380 (S) (Note 5)		6.35%

APPENDIX

GENERAL INFORMATION

Name of Substantial Shareholder	Capacity/nature of interest	Number of Shares/ underlying Shares (Note 1)	Total Interest	Approximate % of issued Shares
Ms. Michelle Wong	(i) Beneficial owner	800,000 (L) (Note 2)		
	(ii) Interest in controlled corporations	20,234,242 (L) (Note 3)		
	(iii) Beneficiary of a trust	333,298,520 (L) (Note 4)	354,332,762 (L)	58.39%
	(iv) Beneficiary of a trust	38,503,380 (S) (Note 5)		6.35%
Mr. Kwok Gareth Wing-Sien	(i) Interest of spouse	354,332,762 (L) (Note 6)		58.39%
	(ii) Interest of spouse	38,503,380 (S) (Note 6)		6.35%
Mr. Wong Charles Yu Lung (“Mr. Wong”)	Trustee	333,298,520 (L) (Note 4)		54.93%
	Trustee	38,503,380 (S) (Note 5)		6.35%
Mrs. Wong Fang Pik Chun (“Mrs. Wong”)	Trustee	333,298,520 (L) (Note 4)		54.93%
	Trustee	38,503,380 (S) (Note 5)		6.35%
Goldbond Group Holdings Limited (“Goldbond”)	Interest in controlled corporation	143,805,903 (L) (Note 4)		
	Beneficial owner	189,492,617 (L) (Note 4)	333,298,520 (L)	54.93%
	Interest in controlled corporation	38,503,380 (S) (Note 5)		6.35%
Perfect Honour Limited (“Perfect Honour”)	Beneficial owner	143,805,903 (L) (Note 4)		23.70%

APPENDIX

GENERAL INFORMATION

Name of Substantial Shareholder	Capacity/nature of interest	Number of Shares/ underlying Shares (Note 1)	Total Interest	Approximate % of issued Shares
Solomon Glory Limited ("Solomon Glory")	Having a security interest in shares	38,503,380 (S) (Note 5)		6.35%
Mr. Xie Xiaoqing ("Mr. Xie")	Interest in controlled corporation	12,704,220 (L) (Note 7)		
	Interest in controlled corporation	38,503,380 (L) (Note 8)	51,207,600 (L)	8.44%
	Interest in controlled corporation	38,503,380 (S) (Note 8)		6.35%
Yong Hua International Limited ("Yong Hua")	Beneficial owner	38,503,380 (L) (Note 8)		6.35%
	Beneficial owner	38,503,380 (S) (Note 8)		6.35%

Notes:

1. The letters "L" and "S" denote a person's/an entity's long position and short position in the Shares or underlying Shares of the Company respectively.
2. These interests represent the interests in underlying shares in respect of the share options granted by the Company to these Substantial Shareholders.
3. Reference to the 20,234,242 Shares relates to the same block of Shares held by Legend Crown and Plenty Boom. By virtue of the above, Ms. Jacqueline Wong and Ms. Michelle Wong are taken to have duty of disclosure in relation to these Shares held by Legend Crown and Plenty Boom.
4. The references to the 333,298,520 Shares relate to the same block of Shares held by Perfect Honour and 189,492,617 Shares that Goldbond was directly interested in. By virtue of the above, Ms. Jacqueline Wong, Ms. Michelle Wong, Mr. Wong, Mrs. Wong, Perfect Honour and Goldbond are taken to have a duty of disclosure in relation to these Shares held by Perfect Honour.
5. The references to the 38,503,380 Shares relate to the same block of Shares held by Solomon Glory. By virtue of the above, Ms. Jacqueline Wong, Ms. Michelle Wong, Mr. Wong, Mrs. Wong, Solomon Glory and Goldbond are taken to have a duty of disclosure in relation to these Shares held by Solomon Glory.

6. Mr. Kwok Gareth Wing-Sien, the spouse of Ms. Michelle Wong, is deemed to be interested in Ms. Michele Wong's interest in the Company.
7. Such interests include 2,117,370 Shares held by Capital Grower Limited ("**Capital Grower**"), and 10,586,850 Shares held by Clifton Rise International Limited ("**Clifton Rise**"), which are all companies owned as to 100% by Mr. Xie. By virtue of the above, Mr. Xie is taken to have a duty of disclosure in relation to the said Shares held by Capital Grower and Clifton Rise under the SFO.
8. Such Shares are held by Yong Hua, a company owned as to 100% by Mr. Xie. By virtue of the above, Mr. Xie is taken to have a duty of disclosure in relation to the said Shares held by Yong Hua under the SFO.
9. The percentage shareholding in the Company is calculated on the basis of 606,802,571 Shares in issue as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, the Company has not been notified of any other person (other than the Directors and chief executives of the Company) who had an interest or short position in the Shares and/or underlying Shares which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

None of the Directors or proposed Director is a director or employee of a company which had an interest in the Shares and underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, there was no existing or proposed service contract between any of the Directors and any member of the Group other than service contracts that are expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

4. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any assets which have, since 31 March 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

As at the Latest Practicable Date, save for the following related party transactions, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which is significant in relation to the business of the Group:

Name of related party	Relationship	Nature of transactions	Year ended 31 March 2025 (HK\$)
Goldbond (<i>Note 1</i>)	Controlling shareholder	Rental and other related expenses	1,328,000
Goldbond (<i>Note 1</i>)	Controlling shareholder	Interest expense	204,000
Shanghai Nanlang Automobile Technology Co., Ltd. (formerly known as Shanghai Nanlang Finance Lease Co., Ltd.) (<i>Notes 1 and 2</i>)	Related company	Interest expense	1,591,000

Notes:

- Ms. Jacqueline Wong and Ms. Michelle Wong, both the non-executive Directors of the Company, are beneficiaries of the Allied Luck Trust, JMW Trust and the Aceyork Trust. The assets of the Allied Luck Trust include all the Goldbond's shares held by Allied Luck Trading Limited (a company wholly-owned by the Allied Luck Trust), being approximately 22.13% of the total issued share capital of Goldbond, the assets of the JMW Trust included all the Goldbond's shares held by Wah Link Investments Limited (a company jointly owned by Gold Choice Management Limited and Golden Cloud Holdings Group Limited, which (in each of the cases of Gold Choice Management Limited and Golden Cloud Holdings Group Limited) in turn are wholly-owned by the JMW Trust), being approximately 28.57% of the total issued share capital of Goldbond, and the assets of the Aceyork Trust included all the Goldbond's shares held by Ace Solomon Investments Limited, being approximately 18.61% of the total issued share capital of Goldbond. Ace Solomon Investments Limited is a company jointly owned by Allied Golden Investment Limited and Aceyork Investment Limited, which (in each of the cases of Allied Golden Investment Limited and Aceyork Investment Limited) in turn are wholly-owned by the Aceyork Trust. Accordingly, Ms. Jacqueline Wong and Ms. Michelle Wong were materially interested in the above transactions.
- Shanghai Nanlang Automobile Technology Co., Ltd. (formerly known as Shanghai Nanlang Finance Lease Co., Ltd.) is an indirect wholly-owned subsidiary of Goldbond.

5. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, the following Directors are considered to have interests in businesses which compete or may compete, either directly or indirectly, with the business of the Group:

Name of Directors	Name of companies	Nature of business considered to compete or likely to compete with the business of the Group	Nature of interest of the Directors in the companies
Ms. Wong Emilie Hoi Yan	Certain subsidiaries of Rongzhong Group Limited	Investment holding	A director of certain subsidiaries of Rongzhong Group Limited
	Legend Crown	Investment holding	A director
	Plenty Boom	Investment holding	A director
	Yancheng Goldbond Supply Chain Management Company Limited (formerly known as Yancheng Goldbond Technology Small Loan Company Limited	Provision of non-bank financial services to SMEs in the PRC	A director and legal representative
Ms. Wong Jacqueline Yue Yee	Legend Crown	Investment holding	Having certain deemed interest and a director
	Plenty Boom	Investment holding	Having certain deemed interest and a director
	Certain subsidiaries and an associate of Goldbond	Provision of finance leasing and factoring services	A director of certain subsidiaries and an associate of Goldbond

Name of Directors	Name of companies	Nature of business considered to compete or likely to compete with the business of the Group	Nature of interest of the Directors in the companies
Ms. Wong Michelle Yatyee	Legend Crown	Investment holding	Having certain deemed interest and a director
	Plenty Boom	Investment holding	Having certain deemed interest and a director
	Goldbond and its subsidiaries	Provision of finance leasing and factoring services	A director of Goldbond and directors of certain of its subsidiaries
Mr. Wong Ming Bun David	Goldbond and its subsidiaries	Provision of finance leasing and factoring services	A director of Goldbond and directors of certain of its subsidiaries

Note: As at 31 March 2025, Rongzhong Group Limited is owned as to 40% by Goldbond through Perfect Honour, 40% by Hony Capital through Silver Creation, approximately 12.42% by Yong Hua; approximately 3.79% by Legend Crown and approximately 3.79% by Plenty Boom.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2025, being the date to which the latest audited financial statements of the Company were made up.

7. EXPERT'S QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given its opinions or advice which is contained in this circular:

Name	Qualification
Sunny Fortune Capital Limited	a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the date of this circular, Sunny Fortune Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which it appears. The following expert's statements were issued on the date of this circular and were made for incorporation or reference (as the case may be) in this circular.

As at the Latest Practicable Date, Sunny Fortune Capital Limited did not have any direct or indirect interest in any asset which had been acquired, disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group, since 31 March 2025, being the date to which the latest audited financial statements of the Group was made up.

As at the Latest Practicable Date, Sunny Fortune Capital Limited was not beneficially interested in the share capital of any member of the Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

8. MICELLANEOUS

- (a) The company secretary of the Company is Mr. Cheng King Fai Kenneth, who is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.
- (b) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (c) The registered office of the Company is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

- (d) The principal place of business in Hong Kong of the Company is Unit 3901, 39/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong.
- (e) The English text of this circular shall prevail over their respective Chinese text for the purpose of interpretation.

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.chinarzf.hk>) from the date of this circular up to and including the date of the EGM for a period of not less than 14 days:

- (a) the Subscription Agreement.

NOTICE OF EGM



CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED

中國融眾金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03963)

NOTICE IS HEREBY GIVEN that a general meeting of China Rongzhong Financial Holdings Company Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 October 2025 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company. Unless otherwise specified, capitalised terms herein shall have the same meanings as those terms defined in the circular dated 14 October 2025 (the “**Circular**”) issued by the Company of which this notice forms part.

ORDINARY RESOLUTION

“THAT:

- (a) the Subscription Agreement (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 3 September 2025 entered into between the Company as issuer and Goldbond Group Holdings Limited as subscriber in relation to the subscription of the CB in the principal amount of HK\$35,000,000 to be issued by the Company to the Subscriber (the “**Subscription Agreement**”), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee approving the listing of, and granting permission to deal in, the Conversion Shares to be allotted and issued upon exercise of the conversion rights pursuant to the CB, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares subject to the terms of the CB; and
- (c) any one Director of the Company, or any two Directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be necessary, appropriate, desirable or expedient to implement or give effect to, or are incidental to, ancillary to or in connection with the Subscription Agreement and the transactions contemplated thereunder and to agree to make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
China Rongzhong Financial Holdings Company Limited
Wong Emilie Hoi Yan
Executive Director

Hong Kong, 14 October 2025

NOTICE OF EGM

As at the date of this notice, the Board comprises Ms. Wong Emilie Hoi Yan as an executive Director, Mr. Lau Hiu Fung, Ms. Wong Jacqueline Yue Yee, Ms. Wong Michelle Yatye and Mr. Wong Ming Bun David as non-executive Directors and Mr. Lie Chi Wing, Mr. Liu Chi Wai and Mr. Ng Yuk Yeung Paul as independent non-executive Directors.

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the EGM (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. The proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (2) A form of proxy in respect of the above meeting is enclosed. Whether or not you intend to attend the above meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed therein.
- (3) In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the EGM (i.e not later than 10:30 a.m. on Tuesday, 28 October 2025 or adjourned meeting (as the case may be).
- (4) Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof. In such event, the form of proxy shall be deemed to have been revoked.
- (5) Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders hereof.
- (6) For the purposes of determining shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration:	4:30 p.m. on Thursday, 23 October 2025
Closure of register of members:	Friday, 24 October 2025 to Thursday, 30 October 2025 (both dates inclusive)
Record date:	10:30 a.m. on Thursday, 30 October 2025

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

- (7) The resolution as set out in this notice to be put to vote at the EGM will be decided by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (8) References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF EGM

- (9) If Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” is/are in force at or at any time after 8:00 a.m. at the date of the EGM, the EGM will be adjourned.

Shareholders are requested to visit the website of the Company at www.chinarzfh.com for details of alternative meeting arrangements.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Shareholders who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2899 2682 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.

Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.