
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Sci-Tech Industrial Investment Group Limited, you should at once hand the Prospectus Documents to the purchaser(s) or the transferee(s), or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "15. Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the paragraph headed "Rights of Overseas Shareholders" in the "Letter from the Board" in this Prospectus.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC and you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.



China Sci-Tech Industrial Investment Group Limited

中國科創產業投資集團有限公司

(formerly known as Core Economy Investment Group Limited

核心經濟投資集團有限公司)

(Continued into Bermuda with limited liability)

(Stock Code: 339)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Placing Agent of the Rights Issue



BONUS EVENTUS

— Securities Limited —

博恩證券有限公司

Unless the context requires otherwise, capitalised terms used in this cover shall have the same meanings as those defined in this Prospectus.

The latest time for payment and acceptance of the Rights Shares is at 4:00 p.m. on Monday, 23 June 2025. The procedures for acceptance and transfer of the Rights Shares are set out in the section headed "Procedures for acceptance, splitting of PAL and payment or transfer" in the "Letter from the Board" of this Prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis from Thursday, 15 May 2025. Dealings in the Rights Shares in their nil-paid form will take place from Wednesday, 11 June 2025 to Wednesday, 18 June 2025 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or waived (as applicable), the Rights Issue will not proceed. Any persons contemplating dealings in the Shares prior to the date on which the conditions of the Rights Issue are fulfilled or waived (as applicable), and/or dealings in the nil-paid Rights Shares, are accordingly subject to the risk that the Rights Issue may not become unconditional or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed "Conditions of the Rights Issue" in this Prospectus. Shareholders and potential investors of the Company should note that: (a) if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed; and (b) the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Places under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements under the laws of Bermuda regarding minimum subscription levels in respect of the Rights Issue. Accordingly, the Rights Issue and the Placing may or may not proceed. Any Shareholder or other person contemplating transferring, selling, purchasing or otherwise dealing with the Shares and/or the Rights Shares in their nil-paid forms is advised to exercise caution when dealing in the Shares and/or Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue and the Placing may not become unconditional or may not proceed.

9 June 2025

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DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Announcement”	the announcement of the Company dated 9 May 2025 in relation to, among other things, the Rights Issue and the Placing Agreement
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“close associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Companies (WUMP) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	China Sci-Tech Industrial Investment Group Limited, a company continued into Bermuda with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 339)

DEFINITIONS

“Compensatory Arrangements”	the arrangement involving the placing of the Unsubscribed Rights Shares, if any, by the Placing Agent on a best effort basis pursuant to the Placing Agreement in accordance with Rule 7.21(1)(b) of the Listing Rules
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong Dollars”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made all reasonable enquiries, is/are not a connected person(s) of the Company within the meaning of the Listing Rules
“Intermediary”	in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner’s broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner’s shares with a CCASS participant
“Last Trading Day”	9 May 2025, being the last trading day of the Shares on the Stock Exchange prior to the publication of the Announcement

DEFINITIONS

“Latest Practicable Date”	3 June 2025, being the latest practicable date immediately before the printing of this Prospectus for ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Monday, 23 June 2025 (or such other time and date as may be determined by the Company), being the latest time for acceptance of and payment for the Rights Shares
“Latest Time for Termination”	4:00 p.m. on Thursday, 3 July 2025 or such later time or date as may be agreed between the Placing Agent and the Company, being the latest time to terminate the Placing Agreement
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Net Gain”	the aggregate of any premium (being the aggregate amount paid by the placees after deducting (i) the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent; and (ii) the aggregate amount of the expenses of the Placing Agent and any other related expenses/fees under the Placing Agreement) under the Placing
“No Action Shareholder(s)”	Qualifying Shareholder(s) who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, and/or the Non-Qualifying Shareholders
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) and other person(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such person(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place

DEFINITIONS

“NQS Unsold Rights Share(s)”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Non-Qualifying Shareholder(s) (if any) in nil-paid form that has/have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placee(s)”	professional persons, institutional, corporate or individual investor(s), who and whose respective ultimate beneficial owner(s) shall be Independent Third Party(ies) and not acting in concert with the connected persons of the Company and their respective associates, procured by the Placing Agent and/or its sub-placing agent(s) to subscribe for any of the Unsubscribed Rights Shares pursuant to the Placing Agreement
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent and/or its sub-placing agents(s) on a best efforts basis to the independent placees on the terms and subject to the conditions of the Placing Agreement
“Placing Agent”	Bonus Eventus Securities Limited, a company incorporated in Hong Kong with limited liability and a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO, being the placing agent appointed by the Company to place any Unsubscribed Rights Shares and the NQS Unsold Rights Shares under the Placing
“Placing Agreement”	the placing agreement dated 9 May 2025 (as amended and supplemented by a supplemental placing agreement dated 19 May 2025) and entered into between the Company and the Placing Agent in relation to the Placing

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus” or “this Prospectus”	this prospectus issued by the Company in relation to the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL(s)
“Prospectus Posting Date”	Monday, 9 June 2025 (or such other date as may be determined by the Company), being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Public Float Requirement”	the public float requirement under Rule 8.08(1)(a) of the Listing Rules which requires, <i>inter alia</i> , at least 25% of the issuer’s total number of issued shares must at all times be held by the public
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Friday, 23 May 2025, the record date for the determination of the entitlements under the Rights Issue
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the proposed issue by way of rights of one (1) Rights Share for every two (2) Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions to be set out in the Prospectus Documents
“Rights Share(s)”	up to 144,000,000 new Share(s) to be allotted and issued pursuant to the Rights Issue
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.07 per Rights Share
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“Unsubscribed Rights Share(s)”	those Rights Shares that are not subscribed by the Qualifying Shareholders and the NQS Unsold Rights Shares that are not successfully sold by the Company as described in the paragraph headed “Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares, and the Compensatory Arrangements” in this Prospectus
“%”	per cent.

* *The English names of the PRC entities referred to in this Prospectus are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.*

EXPECTED TIMETABLE

The expected timetable for the Rights Issue set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Event	Date (Hong Kong time) 2025
First day of dealings in nil-paid Rights Shares	Wednesday, 11 June
Latest time for splitting the PAL	4:30 p.m. on Friday, 13 June
Last day of dealing in nil-paid Rights Shares	Wednesday, 18 June
Latest Time for Acceptance of and payment for the Rights Shares	4:00 p.m. on Monday, 23 June
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to the Placing	Wednesday, 25 June
Commencement of placing the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent (if there are any Unsubscribed Rights Shares and the NQS Unsold Rights Shares available)	Thursday, 26 June
Latest time of placing the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent	4:30 p.m. on Wednesday, 2 July
Latest Time for Termination	4:00 p.m. on Thursday, 3 July
Announcement of allotment results of the Rights Issue (including results of the Placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares)	Monday, 7 July
Despatch of certificates for fully-paid rights shares and refund cheques (if the Rights Issue is terminated)	Tuesday, 8 July
Commencement of dealings in fully-paid Rights Shares	Wednesday, 9 July

EXPECTED TIMETABLE

Designated broker commences to provide matching services for odd lots of Shares Wednesday, 9 July

Payment of Net Gain to relevant No Action Shareholders (if any) Wednesday, 16 July

Designated broker ceases to provide matching services for odd lots of Shares Wednesday, 23 July

All times and dates stated above refer to Hong Kong local times and dates. The expected timetable for the Rights Issue set out above and all dates and deadlines specified in this Prospectus are indicative only and may be varied. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if:

1. a tropical cyclone warning signal No. 8 (or above);
2. “extreme conditions” as announced by the Government of Hong Kong; or
3. a “black” rainstorm warning
 - (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
 - (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on the date of the Latest Time for Acceptance, the dates mentioned in “Expected Timetable” section may be affected. The Company will notify shareholders by way of announcements on any change to the expected timetable as soon as practicable.

EXPECTED TIMETABLE

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfillment of conditions including, among other things, the Listing Committee granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” under “Letter from the Board” of this Prospectus. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied or waived (if applicable), the Rights Issue may or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

The Shares have been dealt in on an ex-rights basis from Thursday, 15 May 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Wednesday, 11 June 2025 to Wednesday, 18 June 2025 (both days inclusive).

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled or waived (as applicable) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party (including Shareholders and potential investors of the Company) who is in any doubt about his/ her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING MADE TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF RIGHTS SHARES AND NIL-PAID RIGHTS SHARES INTO SUCH JURISDICTIONS COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS MADE IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME.

EXPECTED TIMETABLE

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to the nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer, invitation or solicitation is unlawful. None of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus and the PAL have been or will be registered or filed under the securities laws of any jurisdiction or with any securities commission or similar regulatory authority in any jurisdiction other than in Hong Kong and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this Prospectus and the PAL will qualify for distribution under any of the relevant securities laws of any of the jurisdictions outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company).

Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdictions outside Hong Kong absent registration or qualification under the respective securities laws of such jurisdictions other than in Hong Kong, or exemption from the registration or qualification requirements under applicable rules of such jurisdictions.

Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or who hold Shares on behalf of persons with such addresses should refer to the paragraph headed “Rights of Overseas Shareholders” under “Letter from the Board” of this Prospectus.

Each person acquiring the nil-paid Rights Shares and/or Rights Shares under the Rights Issue will be required to confirm, or be deemed by his acquisition of the nil-paid Rights Shares and/or Rights Shares to confirm, that he is aware of the restrictions on offers and sales of the nil-paid Rights Shares and/or Rights Shares described in this Prospectus.

LETTER FROM THE BOARD



China Sci-Tech Industrial Investment Group Limited

中國科創產業投資集團有限公司

(formerly known as Core Economy Investment Group Limited

核心經濟投資集團有限公司)

(Continued into Bermuda with limited liability)

(Stock Code: 339)

Executive Directors:

Mr. SUN Bo (*Chairman*)

Mr. WANG Daming

Non-executive Directors:

Mr. YANG Zhicheng (*Deputy Chairman*)

Mr. HE Yu

Ms. YAN Jia

Independent non-executive Directors:

Mr. CHEN Ming

Mr. MOK Ho Ming

Mr. WONG Yan Wai George

Registered office:

Victoria Place

5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

*Head Office and principal place of
business in Hong Kong:*

Room 1805

18/F, Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

9 June 2025

To the Qualifying Shareholders,

and for information purpose only, the Non-Qualifying Shareholders

Dear Sir or Madam,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS**

INTRODUCTION

References are made to the Announcement, and the announcements of the Company dated 14 May 2025 and 19 May 2025 in relation to, among other matters, the Rights Issue.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with, among other things, (i) further details of the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to the Qualifying Shareholders; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other information of the Group.

PROPOSED RIGHTS ISSUE

On 9 May 2025, the Company proposed to raise gross proceeds of up to approximately HK\$10.08 million by way of the issue of up to 144,000,000 Rights Shares, at the Subscription Price of HK\$0.07 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK\$9.2 million.

Issue statistics

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.07 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.064 per Rights Share, if fully subscribed
Number of Shares in issue as at the Latest Practicable Date	:	288,000,000 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	Up to 144,000,000 Rights Shares
Aggregate nominal value of the Rights Shares	:	Up to HK\$2,880,000
Total number of Shares in issue upon completion of the Rights Issue	:	Up to 432,000,000 Shares
Gross proceeds from the Rights Issue	:	Up to approximately HK\$10.08 million before expenses
Excess application	:	There will be no excess application arrangements in relation to the Rights Issue.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no outstanding derivatives, convertible securities, options, warrants or other similar securities in issue which would otherwise confer any right to subscribe for, convert or exchange into Shares. The Company has no intention to issue or grant any Shares, convertible securities and/or options on or before the Record Date.

The 144,000,000 Rights Shares to be issued pursuant to the terms of the Rights Issue represent 50% of the total number of issued Shares as at the Latest Practicable Date and approximately 33.33% of the total number of issued Shares as enlarged by the allotment and issue of the Rights Shares in full.

Irrevocable undertakings

As at the Latest Practicable Date, the Board has not received any information or other undertakings from any Shareholders of their intention to take up or not to take up the securities of the Company to be provisionally allotted to them under the Rights Issue.

Non-underwritten basis

As the Rights Issue will proceed on a non-underwritten basis, a Shareholder who applies to take up all or part of its entitlement under PAL may unwittingly incur an obligation to make a general offer under the Takeovers Code, unless a waiver from the Executive (as defined in the Takeovers Code) has been obtained. Accordingly, the Rights Issue will be made on the term that the Company will, pursuant to Rule 7.19(5) of the Listing Rules, provide for Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the applications of any Shareholder for its entitlement under the PAL can be scaled down to a level which does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders or holders of nil-paid rights under the Rights Issue under the PAL(s), together with the NQS Unsold Rights Shares will be placed to independent placees on a best effort basis. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

There is no minimum amount to be raised under the Rights Issue. There are no applicable statutory requirements under the laws of Bermuda regarding minimum subscription levels in respect of the Rights Issue.

LETTER FROM THE BOARD

The Company conducted an evaluation of potential underwriting arrangements for the Rights Issue, approaching a number of securities firms to assess their interest in acting as underwriter. However, only the Placing Agent expressed interest and willingness to participate as a placing agent, with no other underwriters prepared to commit to a full underwriting agreement.

Given the lack of underwriting interest, the Board determined that proceeding on a non-underwritten basis, combined with the Placing Agreement, represents the most viable and efficient approach to meet the Company's funding objectives. The Board is optimistic that the Subscription Price, set at a meaningful discount to the market price, will incentivise participation from existing Shareholders.

Furthermore, as detailed in the section headed "The Placing Agreement" below, the Compensatory Arrangements would provide a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares for the Company and also offer a channel for independent investors to participate in the Rights Issue. After careful deliberation, the Board concluded that the terms of the Rights Issue, including the non-underwritten structure and Compensatory Arrangements, are fair, reasonable, and in the best interests of the Company and its Shareholders as a whole.

Subscription Price

The Subscription Price of HK\$0.07 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, or when a transferee of the nil-paid Rights Shares subscribes for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 31.4% to the closing price of HK\$0.102 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 43.1% to the closing price of HK\$0.123 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 47.4% to the average closing price of HK\$0.133 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 48.1% to the average closing price of approximately HK\$0.135 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 33.3% to the theoretical ex-rights price of approximately HK\$0.105 per Share based on the closing price of HK\$0.123 per Share as quoted on the Stock Exchange on the Last Trading Day;

LETTER FROM THE BOARD

- (vi) a premium of HK\$0.0726 over the audited consolidated net liabilities value per Share as at 31 December 2024 of approximately HK\$0.0026 based on the audited consolidated net liabilities of the Company of HK\$742,061 as at 31 December 2024 as set out in the annual report of the Company for the year ended 31 December 2024 and the 288,000,000 Shares in issue as at the Last Trading Day;
- (vii) a discount of approximately 38.6% to the theoretical ex-rights price of approximately HK\$0.114 based on the benchmarked price of HK\$0.136 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price of HK\$0.123 per Share on the Last Trading Day and the average closing price of the Shares as quoted on the Stock Exchange for the five (5) trading days prior to the Last Trading Day of HK\$0.136 per Share); and
- (viii) a theoretical dilution effect of approximately 16.2% represented by the theoretical diluted price of approximately HK\$0.114 per Share to the benchmarked price of HK\$0.136 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price of HK\$0.123 per Share on the Last Trading Day and the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the Last Trading Day of HK\$0.136 per Share).

The theoretical diluted price, the benchmarked price and the theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) for the Rights Issue are approximately HK\$0.114 per Share, HK\$0.136 per Share and 16.2%, respectively. The Rights Issue will not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

The Subscription Price was determined with reference to the recent market price of the Shares under the prevailing market conditions, the financial conditions of the Company, current market conditions and the reasons and benefits of Rights Issue as discussed in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this Prospectus. The Board has assessed the funding needs of the Company, including the repayment of the outstanding liabilities and working capital requirement, in determining the Subscription Price and the subscription ratio of the Rights Issue. Further, the subscription ratio of the Rights Issue, which will not increase the issued share capital or the market capitalisation of the Company by more than 50% and hence not subject to Shareholders’ approval and the more time consuming process of convening a special general meeting, was determined in a view to expedite the fund-raising procedures and minimise the dilution effect of the Rights Issue.

The Board thoroughly assessed the Company’s immediate and medium-term funding requirements, including the repayment of outstanding liabilities which are overdue, the particulars of which are set out in the section headed “Reasons for and Benefits of the Rights Issue and Use of Proceeds”, the net liability position of the Company as at 31 December 2024,

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and working capital needs, to ensure the Company maintains sufficient liquidity for its operations and strategic initiatives. The Subscription Price was set at a level that balances the need to raise adequate capital while minimising undue dilution to existing shareholders. The discount to the benchmarked price reflects prevailing market conditions, investor sentiment, and the fundraising needs to address the Company's financial obligations.

The Subscription Price was benchmarked against the recent trading prices of the Shares, taking into account market volatility and liquidity. The overall financial market in Hong Kong has exhibited considerable volatility year-to-date in 2025 with the Hang Seng Index plunging to a year-to-date low of 18,874.14 on 13 January 2025, then surging by approximately 31.24% to 24,771.14 on 19 March 2025 only to retreat by nearly 20% to 19,828.30 on 7 April 2025. Since then, the Hang Seng Index has partially recovered to trading above the 21,000 level as at the Last Trading Day. This market turbulence has been mirrored in the Share price performance of the Company during the same period, which peaked at its highest point year-to-date in 2025 at HK\$0.214 per Share on 20 February 2025 before dropping to HK\$0.099 per Share on 17 April 2025, recording a decrease of approximately 53.74%. Trading activity in the Company's Shares has also remained subdued, with consistently low volume levels throughout the period. Against the backdrop of thin trading volumes and heightened price volatility, the Directors have carefully considered the pricing strategy for the Rights Issue. After thoroughly evaluating current market conditions and shareholder sentiment, the Board has determined that a relatively substantial discount to the current market price would be necessary to provide adequate incentive for shareholder participation in the Rights Issue, while ensuring the fundraising objectives can be met.

The subscription ratio was structured such that the Rights Issue does not increase the issued share capital or market capitalisation by more than 50%, avoiding the need for a time-consuming shareholder approval process. This approach allows the Company to expedite fundraising, thereby addressing its financial needs in a timely manner. The Board believes this structure optimises the trade-off between speed of execution and minimising dilution, ultimately serving the best interests of shareholders.

Further, the Board has evaluated the Subscription Price in respect of the benefits of the Rights Issue, as detailed in the section headed "Reasons for and Benefits of the Rights Issue and Use of Proceeds". The net proceeds will strengthen the Company's balance sheet, enhance financial flexibility, and support sustainable growth, which is expected to create long-term value for shareholders.

In view of the above, and having considered that each Qualifying Shareholder will be provisionally allotted the Rights Shares at the same Subscription Price in proportion to his/her/its shareholdings held on the Record Date and the terms of the Rights Issue, including the Subscription Price which has been set as a discount to the recent closing prices of the Shares with an objective of encouraging existing Shareholders to take up their provisional allotments so

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as to participate in the potential growth of the Company, the Directors consider that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Basis of provisional allotments

The Rights Shares will be allotted on the basis of one (1) Rights Share (in nil-paid form) for every two (2) Shares held by the Qualifying Shareholders as at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made only by duly completing a PAL and lodging the same with a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance. Any holdings (or balance of holdings) of less than two (2) Shares will not entitle their holders to be provisionally allotted a Rights Share. Please refer to the arrangement as referred to in the paragraph headed "Fractional entitlement to the Rights Shares" below.

If a Qualifying Shareholder wishes to accept only a part of, or to renounce or transfer a part of, the Rights Shares provisionally allotted to him/her/it under the PAL, such Qualifying Shareholder will need to split his/her/its PAL into the denominations required. Please refer to the procedures as referred to in the paragraph headed "Procedures for acceptance, splitting of PAL and payment or transfer" below.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a Shareholder and not be a Non-Qualifying Shareholder as at the close of business on the Record Date.

Qualifying Shareholders who take up their pro rata entitlement in full will not suffer any dilution to their interests in the Company.

If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Rights of Overseas Shareholders

The Prospectus Documents to be issued in connection with the Rights Issue will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. Whether the Overseas Shareholders are eligible to take part in the Rights Issue is explained below.

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The Board has complied with Rule 13.36(2)(a) of the Listing Rules and made necessary enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges.

As at the Record Date, based on the register of members of the Company, there was 1 Overseas Shareholder with registered address located outside Hong Kong, details of which are set out below:

Jurisdiction	Number of Overseas Shareholder(s)	Aggregate number of Shares held by Overseas Shareholder(s) in the jurisdiction	Approximate percentage of issued share capital of the Company
The PRC	1	10,000	0.003%

Save for the above Overseas Shareholder with registered address located in the PRC, there was no other Overseas Shareholder based on the register of members of the Company as at the Record Date.

In compliance with Rule 13.36(2)(a) of the Listing Rules, the Company has made enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholder. On the basis of the results of such enquiries obtained, the Directors are of view that there are no legal restrictions under the laws of or the requirements of the relevant regulatory bodies or stock exchange in the PRC with respect to the offer of the Rights Shares to the Overseas Shareholder with registered address in such jurisdiction as at the Record Date. Accordingly, the Directors have decided to extend the Rights Issue to the Overseas Shareholder having registered address in the PRC and such Overseas Shareholder is considered as a Qualifying Shareholder.

As the number of Overseas Shareholder as at the Record Date was determined before the Latest Practicable Date, there would be no additional Overseas Shareholder.

In view of the aforesaid, there was no Non-Qualifying Shareholder on the Record Date.

It is the responsibility of any Overseas Shareholder who wishes to take part in the Rights Issue to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territories and jurisdictions in that connection, including the obtaining of any governmental or other consents which may be required or the compliance with other necessary formalities or legal requirements.

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Procedures for acceptance, splitting of PAL and payment or transfer

Qualifying Shareholders will find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:00 p.m. on Monday, 23 June 2025 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” in the “Expected Timetable” in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to **“CHINA SCI-TECH INDUSTRIAL INVESTMENT GROUP LIMITED”** and crossed **“ACCOUNT PAYEE ONLY”**.

It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Monday, 23 June 2025, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage. Qualifying Shareholder(s) must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Friday, 13 June 2025 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as “splitting” of nil-paid Rights Shares. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

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The PAL contains further information regarding the procedures to be followed for Qualifying Shareholders who wish to: (i) accept their provisional allotment in full; (ii) accept only part of their provisional allotment; or (iii) renounce/transfer all or part of their provisional allotment to other party/parties. Qualifying Shareholders are advised to study the procedures set out in the PAL carefully.

If any of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” in this “Letter from the Board” of this Prospectus is not fulfilled at or prior to the respective time stipulated therein or such later date as may be considered by the Company, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for the Rights Shares will be returned to the relevant applicants or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Tuesday, 8 July 2025.

Status of the Rights Shares

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully paid Rights Shares.

Stamp duty and other fees and charges payable

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Fractional entitlement to the Rights Shares

On the basis of the entitlement to subscribe one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date, no fractional entitlements of the Shares to the Rights Shares will arise from the Rights Issue.

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Certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on Tuesday, 8 July 2025 by ordinary post to those entitled thereto, at their own risk, to their registered addresses.

If the Rights Issue does not become unconditional, refund cheques are expected to be posted on or before Tuesday, 8 July 2025, by ordinary post to the applicants, at their own risk, to their registered addresses.

Taxation

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares.

Application for listing

The Company has applied to the Listing Committee for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be allotted and issued pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

The nil-paid and fully-paid Rights Shares will be traded in the board lot size of 10,000 Shares.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

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Arrangement on odd lot trading

Upon completion of the Rights Issue, the board lots of the Company will remain as 10,000 Shares. In order to facilitate the trading of odd lots of Shares which will arise upon the Rights Issue, the Company has appointed the Placing Agent to stand in the market and provide matching services on a best effort basis for the holders of odd lots of Shares during the period from 9:00 a.m. on Wednesday, 9 July 2025 to 4:00 p.m. on Wednesday, 23 July 2025 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. CHOW Chung Wai of Room 1601B, 16/F, Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong (telephone number: (852) 2327 3052) during office hours of such period.

Holders of Shares in odd lots should note that the matching services mentioned above are on a best effort basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed and will depend on there being adequate amount of odd lots of Shares available for matching. Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangements.

Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares, and the Compensatory Arrangements

The Company has make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares not taken up in the Rights Issue under the PAL(s), by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of the No Action Shareholders.

The Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised from the Placing will be paid to the No Action Shareholders on a pro-rata basis.

Net Gain (if any) will be paid (without interest) on a pro-rata basis (on the basis of all Unsubscribed Rights Shares and NQS Unsold Rights Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

- (i) the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- (ii) the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

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It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned above which is in an amount of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders may or may not receive any Net Gain.

Distribution of the Prospectus Documents

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. The Company will only send this Prospectus accompanied by the other Prospectus Documents to the Qualifying Shareholders on the Prospectus Posting Date. However, to the extent reasonably practicable and legally permitted, the Company will send this Prospectus, for information purposes only, to the Non-Qualifying Shareholders (if any). The Company will not send any PALs to the Non-Qualifying Shareholders (if any).

Distribution of this Prospectus and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, Shareholders and beneficial owners of the Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

Receipt of this Prospectus and/or a PAL or the crediting of nil-paid rights to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this Prospectus and/or a PAL must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL or whose stock account in CCASS is credited with nil-paid rights should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid rights to any person in, into or from, any such jurisdiction. If a PAL or a credit of nil-paid rights in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL or transfer the nil-paid rights in CCASS unless the Company determines that such action would not violate any applicable legal or regulatory requirements.

Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this Prospectus or a PAL in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

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No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Company.

Cheques and cashier orders

All cheques and cashier's orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

Beneficial owners' instructions to their Intermediary

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or "split" their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the "Expected Timetable" in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or "splitting" in these cases shall be in accordance with the General Rules of CCASS, the CCASS Operational Procedures and any other applicable requirements of CCASS.

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THE PLACING AGREEMENT

On 9 May 2025 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement (as amended and supplemented by a supplemental placing agreement dated 19 May 2025), pursuant to which the Placing Agent has conditionally agreed as agent of the Company (either by themselves or through their sub-placing agents) to procure, on a best effort basis, by not later than 4:30 p.m. on Wednesday, 2 July 2025, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares at a price not less than the Subscription Price. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares which are not placed will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

The principal terms of the Placing Agreement are as follow:

Date : 9 May 2025 (after trading hours) (as amended and supplemented on 19 May 2025)

Placing Agent : Bonus Eventus Securities Limited was appointed as the Placing Agent to procure, on a best effort basis, independent placees to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares.

To the best knowledge, information and belief of the Directors, after making reasonable enquiries, the Placing Agent is an Independent Third Party and neither the Placing Agent nor any of its associates hold any Shares as at the Latest Practicable Date.

Placing fee and expenses : 1.5% of the aggregate placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares successfully placed by or on behalf of the Placing Agent.

Placing price of the Unsubscribed Rights Shares and/or and the NQS Unsold Rights Shares (as the case may be) : The final price determination will be dependent on the demand for and market conditions of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares.

The placing price of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares (as the case may be) shall be not less than the Subscription Price.

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- Placees : The Unsubscribed Rights Shares and the NQS Unsold Rights Shares are expected to be placed to the placees who and whose ultimate beneficial owner(s) are Independent Third Parties.
- Ranking of Unsubscribed Rights Shares and the NQS Unsold Rights Shares : The Unsubscribed Rights Shares and the NQS Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the Shares then in issue.
- Conditions precedent : The obligations of the Placing Agent under the Placing Agreement are conditional upon:
- (i) the Listing Committee granting the approval for the listing of, and the permission to deal in, the Rights Shares, including the Unsubscribed Rights Shares and the NQS Unsold Rights Shares;
 - (ii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and
 - (iii) the Placing Agreement not having been terminated in accordance with the provisions thereof.

None of the above conditions of the Placing is capable of being waived in whole or in part by the Placing Agent or the Company.

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Placing period : The timetable of the Placing is driven by the timetable of the Rights Issue. Based on the current expected timetable, the placing period shall commence on Thursday, 26 June 2025, or such other date as the Company may announce. The placing period shall end on Wednesday, 2 July 2025, or such other date as the Company may announce.

The terms of the Placing Agreement (including the placing fee) were determined after arm's length negotiation between the Placing Agent and the Company and are on normal commercial terms. Having discussed with other potential placing agent candidates, the Directors consider that the placing fee charged by the Placing Agent is no less favourable to the Company than the market rate in recent placing transactions and are therefore of the view that the terms of the Placing Agreement are on normal commercial terms.

Given that the Compensatory Arrangements under the Placing would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares for the Company; (ii) a channel of participation in the Rights Issue for independent investors; and (iii) a compensatory mechanism for the No Action Shareholders, the Directors consider that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Shareholders. The Company will ensure that it will continue to comply with the Public Float Requirement after the Placing and the Rights Issue.

If all the Rights Shares are already fully taken up in the Rights Issue through valid applications by PAL(s), the Placing will not proceed.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional on the fulfillment of the following conditions:

- (i) the Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);
- (ii) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);

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- (iii) the posting of the Prospectus Documents to Qualifying Shareholders on the Prospectus Posting Date and the posting of the Prospectus and a letter to the Non-Qualifying Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue within two Business Days after the Prospectus Posting Date;
- (iv) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; and
- (v) the Placing Agreement not being terminated on or before the Latest Time for Termination.

As at the Latest Practicable Date, none of the conditions above has been satisfied.

If any of the conditions precedent are not satisfied, the Rights Issue will not proceed.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is an investment company under Chapter 21 of the Listing Rules and is principally engaged in the investment and trading of listed and unlisted securities.

Assuming all Rights Shares to be issued under the Rights Issue are taken up in full, the gross proceeds from the Rights Issue will be approximately HK\$10.08 million. The maximum net proceeds from the Rights Issue (after deduction of estimated professional fees and other related expenses of approximately HK\$0.88 million) are estimated to be approximately HK\$9.2 million, which are intended to be applied as to HK\$1.5 million (representing approximately 16.3% of the maximum net proceeds of the Rights Issue) for the repayment of outstanding liabilities of the Group, with the remaining HK\$7.7 million (representing approximately 83.7% of the maximum net proceeds of the Rights Issue) to be applied for the general working capital of the Group, such as administrative and other expenses, including but not limited to rental expenses, salaries and legal and professional fees on or before 30 June 2026. As disclosed in the Announcement, HK\$3.13 million of the net proceeds from the Rights Issue was intended to be applied for the repayment of outstanding liabilities of the Group, being the Group's accruals and other payables as at 31 December 2024. Taking into account certain waiver of overdue director fees and settlement of professional fees of the Group in the aggregate amount of approximately HK\$1.6 million, the outstanding liabilities of the Group which are due as at the Latest Practicable Date amounted to HK\$1.5 million, which included approximately HK\$1.2 million in professional fees to printer, valuer and other advisers and consultants of the Group, approximately HK\$0.2 million in accrued director fees and approximately HK\$0.1 million in rental expenses which became due on or before the Latest Practicable Date and have been overdue for not more than 12 months. It is expected that such outstanding liabilities will be repaid with the net proceeds on or before 15 July 2025. Assuming that all Rights Shares to be issued under the Rights Issue have been taken up in full, the Company is expected to have sufficient working capital for at least twelve months from the date of completion of the Rights Issue.

LETTER FROM THE BOARD

As the Rights Issue will be on a non-underwritten basis, the actual amount of the net proceeds of the Rights Issue cannot be ascertained at this point. In the event that the Rights Issue is undersubscribed, the above use of proceeds will be adjusted by the Company accordingly and the net proceeds from the Rights Issue will be applied in the following order of priority: (i) for the repayment of outstanding liabilities of the Company; and (ii) for the Company's general working capital for the daily operations of its existing principal business. Based on the financial budget, the net proceeds are expected to be utilised for the abovementioned proposed uses within twelve months from the completion of the Rights Issue. As at the Latest Practicable Date, save for the Rights Issue, the Company does not have any present intention to conduct further fundraising activity in the next twelve months. In the event that the Rights Issue is substantially undersubscribed, the Company will further explore other fundraising alternatives to meet the expected funding needs for the next twelve months.

The Board has considered other fund-raising alternatives before resolving to the proposed Rights Issue, including but not limited to debt financing, placing and open offer. As debt financing would result in interest burden, higher gearing ratio of the Company and subject the Company to repayment obligations, the Board does not consider any debt financing by the Company to be optimal for the Company. As for placing of new Shares, on the last attempt by the Company to conduct a placing as disclosed in the announcements of the Company dated 28 February 2025 and 21 March 2025, the placing agent could not secure not less than six placees during the placing period and the placing exercise was unsuccessful, which may be attributable to the unfavourable market sentiments and volatile market conditions at the time. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market unlike a rights issue, which would allow Shareholders to have more flexibility in dealing with the Shares and the nil-paid rights attaching thereto.

On the other hand, the Board considers that the Rights Issue, being pre-emptive in nature, would allow all Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain, increase or decrease their respective pro rata shareholdings in the Company by taking up only their respective rights entitlement, acquiring additional rights entitlement or disposing of their rights entitlements in the open market (subject to availability).

The Board considers that the Rights Issue, when compared with other forms of equity fund raising, would offer the Qualifying Shareholders the opportunity to subscribe for Rights Shares in proportion to their existing shareholdings in the Company without having their relative shareholdings being diluted and the Board considers that the terms of the Rights Issue are fair and reasonable and in the best interest of the Shareholders as a whole as it allows Qualifying Shareholders to maintain their respective pro rata shareholding interests in the Company and to continue to participate in the future development of the Company and it will improve the capital base and gearing ratio of the Company.

LETTER FROM THE BOARD

Based on the above, the Board considers that raising capital through the Rights Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholder(s) (if any) should note that their shareholdings will be diluted.**

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there is no change in the number of Shares in issue from the Latest Practicable Date up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue, assuming all the Qualifying Shareholders take up their respective allotment of Rights Shares in full; and (iii) immediately upon completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are fully placed to the placees:

Shareholders	As at the Latest Practicable Date		Immediately after completion of the Rights Issue			
			Assuming all Qualifying Shareholders take up their respective entitlements under the Rights Issue		Assuming no Qualifying Shareholders take up their respective entitlements under the Rights Issue and the remaining Unsubscribed Rights Shares and the NQS Unsold Rights Shares are fully placed under the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Substantial shareholders						
Zhongjin Technology Industrial Co., Limited (note 1)	42,460,000	14.74	63,690,000	14.74	42,460,000	9.83
HK Jin Tai Feng Group Limited (note 2)	37,720,000	13.10	56,580,000	13.10	37,720,000	8.73
World Century Holding Group Co., Limited (note 3)	31,600,000	10.97	47,400,000	10.97	31,600,000	7.31
Director						
Mr. SUN Bo	14,275,000	4.96	21,412,500	4.96	14,275,000	3.30
Public shareholders						
Independent placee(s)	–	–	–	–	144,000,000	33.33
Other public shareholders	161,945,000	56.23	242,917,500	56.23	161,945,000	37.50
Total	288,000,000	100.0	432,000,000	100.0	432,000,000	100.0

LETTER FROM THE BOARD

Notes:

1. Zhongjin Technology Industrial Co., Limited is a company wholly owned by Mr. YANG Zhicheng, who is a non-executive Director and deputy chairman of the Board of the Company. By virtue of the SFO, Mr. YANG Zhicheng is deemed to be interested in the 42,460,000 Shares.
2. Based on the disclosure of interest form submitted by this substantial shareholder, HK Jin Tai Feng Group Limited is held as to 80% by Zhongqing Keji Shiye Development Limited* (中擘科技實業發展有限公司) which is held as to 99% by Ms. LIU Li.
3. World Century Holding Group Co., Limited is a company wholly owned by Ms. ZHU Wenjuan.

The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

Based on the public information available to the Board, as at the Latest Practicable Date, the Company's public float complies with the Public Float Requirement. To the best of the Directors' knowledge, information and belief, the Company will still meet the Public Float Requirement upon the completion of the Rights Issue.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

On 28 February 2025, the Company proposed to conduct a placing of up to 57,000,000 new Shares under general mandate. As the conditions under the relevant placing agreement were not fulfilled on or before the long stop date, the placing agreement has lapsed. Details of the proposed placing were disclosed in the announcements of the Company dated 28 February 2025 and 21 March 2025.

Save as disclosed, the Company did not conduct any equity fund raising activities during the 12 months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As (i) the Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period; (ii) the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%; and (iii) the Rights Issue is not underwritten by a Director, chief executive or substantial Shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to Shareholders' approval under Chapter 7 of the Listing Rules.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

Yours faithfully,

For and on behalf of the Board

China Sci-Tech Industrial Investment Group Limited

SUN Bo

Chairman

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

The audited financial information of the Company is disclosed in the annual reports of the Company for the years ended 31 December 2022 (page 69 to 120), 2023 (page 72 to 120) and 2024 (page 90 to 136), which are published on 24 April 2023, 25 April 2024 and 16 April 2025 respectively. The abovementioned financial information is available on the website of the Company at (www.ceig.hk) and the website of the Stock Exchange at (www.hkexnews.hk):

- (a) the annual report of the Company for the year ended 31 December 2022 in relation to the financial information of the Group for the same year
(<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0424/2023042400377.pdf>);
- (b) the annual report of the Company for the year ended 31 December 2023 in relation to the financial information of the Group for the same year
(<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042500592.pdf>);
and
- (c) the annual report of the Company for the year ended 31 December 2024 in relation to the financial information of the Group for the same year
(<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0416/2025041600313.pdf>).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 April 2025, being the latest practicable date for the sole purpose of this statement of indebtedness prior to the date of this Prospectus, the Group had outstanding borrowings comprising the following:

Accruals and other payables

At the close of the business on 30 April 2025, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Prospectus, the Group recorded accruals and other payables amounting to HK\$1,490,972 primarily attributable to operating expense accruals. These accruals and other payables are unguaranteed and unsecured.

Directors' loan

At the close of the business on 30 April 2025, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Prospectus, the Group had outstanding loans totalling HK\$1,000,000 from two Directors. These loans are unsecured, unguaranteed, non-interest bearing and repayable on 31 December 2027.

Lease liabilities

At the close of the business on 30 April 2025, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Prospectus, the Group, as a lessee, had outstanding unpaid contractual lease liabilities of HK\$1,891,167 in relation to the remaining lease terms of the right-of-use assets which are unsecured and unguaranteed.

To the best knowledge of the Directors, having made all reasonable enquiries, there has not been any material change in the indebtedness, contingent liabilities and commitments of the Group since 30 April 2025 and up to the Latest Practicable Date.

Save as aforesaid and apart from intra-group liabilities, as at 30 April 2025, the Group did not have any material outstanding (i) debt securities, whether issued and outstanding, authorised or otherwise created but unissued, or term loans, whether guaranteed, unguaranteed, secured (whether the security is provided by the Group or by third parties) or unsecured; (ii) other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, whether guaranteed, unguaranteed, secured or unsecured; or (iii) mortgage or charges.

3. SUFFICIENCY OF WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, after taking into account the Group's business prospects, present internal resources and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its business operations for at least the next twelve months from the date of this Prospectus.

The Company has obtained the relevant confirmation as required under the Listing Rules.

4. 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 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. BUSINESS REVIEW AND FINANCIAL AND TRADING PROSPECTS

The Company acts as an investment company engaged principally in investment and trading of listed and unlisted securities. The investment objective is to achieve earnings in the form of capital appreciation as well as income from interest and dividends mainly through investment in a diversified portfolio of listed and unlisted companies, in Hong Kong or China or any other countries that such investment is considered profitable.

During the year ended 31 December 2024, the Group recorded a revenue of approximately HK\$83,000 (2023: Approximately HK\$227,000), proceeds from disposals of listed equity securities of approximately HK\$1,863,000 (2023: Approximately HK\$6,259,000), loss attributable to owners of the Company approximately HK\$8,054,000 (2023: Approximately HK\$7,361,000) and basic loss per share of HK\$0.028 (2023: HK\$0.030). The Group did not record other income during the year (2023: Approximately HK\$185,000). The revenue recorded in the year represented the dividend income from its investments in listed equity securities as well as bank and other interest income. The decrease in revenue was mainly attributable to decrease in dividend income from listed equity securities.

The Group's administrative and other operating expenses amounted to approximately HK\$9,074,000 (2023: Approximately HK\$8,348,000). The Group recorded a gain on net change in fair value of financial assets at fair value through profit or loss for the year of approximately HK\$1,052,000 (2023: Approximately HK\$661,000). The increase in net loss was mainly driven by (1) absence of other income during the year; (2) decrease in revenue; and (3) increase in administrative and other operating expenses.

The Hong Kong stock market in 2024 demonstrated a strong recovery, reflecting renewed investor confidence and improved market conditions. The Hang Seng Index rose approximately 15% over the year, driven by a combination of favourable policy measures, increased capital inflows, and a revival in market activity. Key contributors to this rebound included a resurgence in IPO listings and enhanced participation from mainland investors, facilitated by expanded cross-border investment channels. Despite these positive developments, the market faced challenges such as currency volatility and broader global economic uncertainties, which tempered its overall performance.

Looking ahead to 2025, the Hong Kong stock market is expected to build on its recovery, supported by its strategic position as a global financial hub and gateway to mainland China. IPO activity is anticipated to remain robust, with a steady pipeline of new listings expected to attract investor interest. Additionally, the market is likely to benefit from growing demand for financial services and sustainable investment opportunities, aligning with global trends. Potential interest rate cuts by major central banks in the latter half of the year could further enhance liquidity and boost investor sentiment.

However, the outlook is not without risks. Geopolitical tensions, particularly between major global powers, remain a significant concern, as do potential regulatory changes that could impact cross-border capital flows. A slowdown in global economic growth or heightened financial market volatility could also pose challenges to the market's performance.

In conclusion, the Hong Kong stock market enters 2025 with a solid foundation and promising prospects. While opportunities for growth are evident, investors are advised to remain cautious and attentive to evolving geopolitical and macroeconomic conditions. By adopting a balanced and strategic approach, investors can navigate the market's complexities and capitalize on its potential while managing risks effectively.

During the year ended 31 December 2024, the Company continued its investments in listed equity securities. As at 31 December 2024, the Company's investment portfolio was diversified across different business sectors included but not limited to internet and technology, investment, property and resort management. The Group's portfolio of listed securities, which are also referred as financial assets, as at 31 December 2024 consisted of Alibaba Group Holding Limited, Tencent Holdings Limited, DT Capital Limited and New Silkroad Culturaltainment Limited. At the end of the reporting period, the Company's investment performances showed the net realised loss of approximately HK\$1,361,000 (2023: Approximately HK\$3,803,000) from the disposal of listed securities. Additionally, there were net unrealised gains of approximately HK\$2,413,000 (2023: Approximately HK\$4,464,000) on listed securities. These results reflect the Company's investment activities and highlight the fluctuations in the performance of its listed securities during the reporting period.

The Group expect the global economy will be full of challenge in future. The management of the Group will adopt a conservative approach in managing the existing investments in accordance with the Group's investment objectives and policies. On the other hand, the Group will continue to seek and evaluate good investment opportunities to enrich the investment portfolios, aiming to maximise the return for the shareholders of the Company.

For illustrative purpose only, set out below is the unaudited pro forma statement of consolidated net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial positions at the relevant time.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following unaudited pro forma statement of consolidated net tangible assets of the Group prepared in accordance with Paragraph 29 of Chapter 4 of the Listing Rules is set out to illustrate the effect of the Rights Issue on the audited consolidated net tangible liabilities of the Group as if the Rights Issue had taken place on 31 December 2024.

The unaudited pro forma statement of consolidated net tangible assets of the Group has been prepared for illustrative purpose only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group had the Rights Issue been completed as at 31 December 2024 or at any future date.

The following unaudited pro forma statement of consolidated net tangible assets of the Group is prepared based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2024, as extracted from the annual report of the Group for the year ended 31 December 2024, adjusted as described below:

		Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue as if the Rights Issue had been completed on		Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue as if the Rights Issue had been completed on	
Audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2024	Estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as if the Rights Issue had been completed on 31 December 2024	Audited consolidated net tangible liabilities of the Group attributable to owners of the Company per Share as at 31 December 2024	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 31 December 2024	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 31 December 2024
HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
(Note 1)	(Note 2)		(Note 4)		(Note 5)
Based on 144,000,000 Rights Shares to be issued at the Subscription Price of HK\$0.07 per Rights Share (Note 3)					
(742,061)	9,200,000	8,457,939	(0.0026)	0.0196	

Notes:

1. The audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2024 are based on the audited consolidated net liabilities of the Group as at 31 December 2024 of HK\$742,061 as extracted from the published annual report of the Group for the year ended 31 December 2024.
2. The estimated net proceeds from the Rights Issue of approximately HK\$9,200,000 are based on price of HK\$0.07 per Rights Share, after deduction of the estimated professional fees and other related expenses incidental to the Rights Issue of approximately HK\$880,000.
3. The Rights Issue involves the issue of 144,000,000 Rights Shares on the basis of one Rights Share for every two existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price assuming full subscription under the Rights Issue and no change in the number of existing Shares in issue on or before the Record Date. For the purpose of the unaudited pro forma financial information, the number of Rights Shares of 144,000,000 is arrived at assuming the Rights Shares proposed to be issued by the Company are all taken up by the Qualifying Shareholders as if the Rights Issue had been completed on 31 December 2024.
4. The audited consolidated net tangible liabilities of the Group attributable to owners of the Company per Share as at 31 December 2024 is calculated based on the audited consolidated net tangible liabilities of the Group of HK\$742,061 and 288,000,000 Shares in issue as at 31 December 2024.
5. The unaudited pro forma consolidated net tangible assets of the Group attributable to the owners of the Company per Share immediately after completion of the Rights Issue as if the Rights Issue had been completed on 31 December 2024 is calculated based on the unaudited pro forma consolidated net tangible assets of the Group attributable to the owners of the Company of approximately HK\$8,458,000 and 432,000,000 Shares, which comprise (i) 288,000,000 Shares in issue as at 31 December 2024; and (ii) 144,000,000 Rights Shares to be issued on the basis stated in note 3.
6. Save as disclosed above, no adjustment has been made to the unaudited proforma financial information of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2024.

B. REPORT FROM THE REPORTING ACCOUNTANT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The following is the text of a report on the unaudited pro forma financial information of the Group received from LIF & Wong CPA Limited, for the purpose of incorporation in this Prospectus.

LIF & WONG CPA LIMITED

理賢薈會計師事務所有限公司

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**To the Directors of China Sci-Tech Industrial Investment Group Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of China Sci-Tech Industrial Investment Group Limited (the “**Company**”) and its subsidiaries (together the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 December 2024 and related notes as set out on pages II-1 to II-2 of Appendix II of the Company’s prospectus dated 9 June 2025, in connection with the proposed rights issue of the Company (the “**Prospectus**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described in pages II-1 to II-2 of Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed rights issue on the Group’s financial position as at 31 December 2024 as if the proposed rights issue had taken place at 31 December 2024. As part of this process, information about the Group’s financial position as at 31 December 2024 has been extracted by the Directors from the Group’s financial information for the year ended 31 December 2024, on which an audit report has been published.

Directors’ Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed rights issue at 31 December 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the entity, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

LIF & Wong CPA Limited
Certified Public Accountants
Hong Kong

9 June 2025

1. RESPONSIBILITY STATEMENT

This Prospectus, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming all Qualifying Shareholders have taken up their respective entitlements of the Rights Shares in full) were/will be as follows:

(i) as at the Latest Practicable Date

	Number of Shares	Nominal value of ordinary Shares (HK\$)
<i>Authorised:</i>		
Ordinary Shares of HK\$0.02 each	<u>1,000,000,000</u>	<u>20,000,000</u>
<i>Issued and fully paid:</i>		
Ordinary Shares of HK\$0.02 each	<u>288,000,000</u>	<u>5,760,000</u>

- (ii) Immediately following the completion of the Rights Issue (assuming full acceptance of Rights Shares by all Qualifying Shareholders or all Unsubscribed Rights Shares have been placed by the Placing Agent)

	Number of Shares	Nominal value of ordinary Shares (HK\$)
<i>Authorised:</i>		
Ordinary Shares of HK\$0.02 each	<u>1,000,000,000</u>	<u>20,000,000</u>
<i>Issued and fully paid:</i>		
Ordinary Shares of HK\$0.02 each	288,000,000	5,760,000
Rights Shares to be issued pursuant to the Rights Issue of HK\$0.02 each	<u>144,000,000</u>	<u>2,880,000</u>
Shares in issue immediately after completion of the Rights Issue	<u><u>432,000,000</u></u>	<u><u>8,640,000</u></u>

All the issued Shares are fully paid and rank *pari passu* with each other in all respects including the rights as to voting, dividends and return of capital. The Rights Shares to be allotted and issued will, when issued and fully paid, rank *pari passu* in all respects with the existing Shares in issue on the date of allotment of the Rights Shares in fully-paid form. As at the Latest Practicable Date, the Company had no treasury Shares.

The Company has applied to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

As at the Latest Practicable Date, the Company had no outstanding warrants, options or convertible securities in issue or other similar rights which confer any right to convert into or subscribe for Shares and there was no share or loan capital of any member of the Group which was under option, or agreed conditionally or unconditionally to be put under option. Furthermore, as at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests and short positions in the securities of the Company or its associated corporations

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

Long position in the Shares and underlying shares of the Company

Name of Director	Capacity	Number of shares held	Approximate percentage of the issued share capital of the Company
			(Note 2)
Mr. YANG Zhicheng (Note 1)	Interest of controlled corporation	42,460,000	14.74%
Mr. SUN Bo	Beneficial owner	14,275,000	4.96%

Notes:

- These shares were held by Zhongjin Technology Industrial Co., Limited, which was solely and wholly owned by Mr. YANG Zhicheng, who is a non-executive Director and deputy chairman of the Board of the Company. By virtue of the SFO, Mr. YANG Zhicheng is deemed to be interested in the 42,460,000 shares of the Company.
- The percentage had been calculated on the basis of 288,000,000 issued Shares as at the Latest Practicable Date.

(b) Substantial shareholders' and other persons' interests or short position in the securities of the Company and its associated corporations

As at the Latest Practicable Date, so far as known to the Directors, the following parties (not being the Directors or chief executives of the Company) had, or were deemed or taken to have, interests or short positions in the Shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under provisions of Divisions 2 and 3 of Part XV of the SFO or, who is expected, directly or indirectly, to be interested in 5% or more of the issued voting shares of any other member of the Group; or (ii) which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

Long position in the Shares and underlying shares of the Company:

Name of Shareholder	Capacity	Position	No. of Shares interested	Approximate percentage of the issued share capital of the Company (Note 6)
Zhongjin Technology Industrial Co., Limited (Note 1)	Beneficial owner	Long	42,460,000	14.74%
HK Jin Tai Feng Group Limited (Note 2)	Beneficial owner	Long	37,720,000	13.10%
Zhongqing Keji Shiye Development Limited* (中擘科技實業發展有限公司) (Note 2)	Interest of controlled corporation	Long	37,720,000	13.10%
Ms. LIU Li (Note 2)	Interest of controlled corporation	Long	37,720,000	13.10%
World Century Holding Group Co., Limited (Note 3)	Beneficial owner	Long	31,600,000	10.97%
Ms. ZHU Wenjuan (Note 3)	Interest of controlled corporation	Long	31,600,000	10.97%

Name of Shareholder	Capacity	Position	No. of Shares interested	Approximate percentage of the issued share capital of the Company (Note 6)
Master Star Holding Group Co. Limited (Note 4)	Beneficial owner	Long	27,580,000	9.58%
Ms. LIU Sihan (Note 4)	Interest of controlled corporation	Long	27,580,000	9.58%
China High Tech Electronic Technology Limited (Note 5)	Beneficial owner	Long	17,400,000	6.04%
Ms. WANG Xuebo (Note 5)	Interest of controlled corporation	Long	17,400,000	6.04%

Notes:

1. Based on the disclosure of interests form submitted by this substantial shareholder, these shares were held by Zhongjin Technology Industrial Co., Limited, which was solely and wholly owned by Mr. YANG Zhicheng, who is a non-executive Director and deputy chairman of the Board of the Company. By virtue of the SFO, Mr. YANG Zhicheng is deemed to be interested in the 42,460,000 shares of the Company.
2. Based on the disclosure of interests form submitted by this substantial shareholder, these shares were held by HK Jin Tai Feng Group Limited. Ms. LIU Li holds 99% of Zhongqing Keji Shiye Development Limited* (中肇科技實業發展有限公司) which holds 80% of HK Jin Tai Feng Group Limited, which holds 37,720,000 shares of the Company. By virtue of the SFO, Ms. LIU Li is deemed to be interested in the 37,720,000 shares held by HK Jin Tai Feng Group Limited, representing 13.10% of the entire issued share capital of the Company.
3. Based on the disclosure of interests form submitted by this substantial shareholder, these shares were held by World Century Holding Group Co., Limited, which was solely and wholly owned by Ms. ZHU Wenjuan. By virtue of the SFO, Ms. ZHU Wenjuan is deemed to be interested in the 31,600,000 shares of the Company.

4. Based on the disclosure of interests form submitted by this substantial shareholder, these shares were held by Master Star Holding Group Co. Limited, which was solely and wholly owned by Ms. LIU Sihan. By virtue of the SFO, Ms. LIU Sihan is deemed to be interested in the 27,580,000 shares of the Company.
5. Based on the disclosure of interests form submitted by this substantial shareholder, these shares were held by China High Tech Electronic Technology Limited, which was solely and wholly owned by Ms. WANG Xuebo. By virtue of the SFO, Ms. WANG Xuebo is deemed to be interested in the 17,400,000 shares of the Company.
6. The percentage had been calculated on the basis of 288,000,000 issued Shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware that there is any other party (other than the Directors or chief executives of the Company) who had, or was deemed to have, an interest or short position in the Shares, underlying shares or debentures of the Company (i) 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, who is expected, directly or indirectly, to be interested in 5% or more of the issued voting shares of any other member of the Group; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register refer to therein.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been or are proposed to be acquired, disposed of by or leased to, any member of the Group, since 31 December 2024, being the date to which the latest published audited financial statements of the Group were made up.

6. DIRECTORS' INTEREST IN CONTRACT OR ARRANGEMENT

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group.

7. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholders of the Company or their respective close associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claims which would materially or adversely affect the operations of the Company and no litigation, arbitration or claim which would materially or adversely affect the operations of the Company was known to the Directors to be pending or threatened by or against any member of the Group.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advices which are contained in this Prospectus:

Name	Qualification
LIF & Wong CPA Limited	Certified Public Accountants

The above expert has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letter, report and/or references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interests in any assets which have been, since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to, any member of the Group, or which are proposed to be acquired or disposed of by or leased to, any member of the Group.

10. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the date of the Announcement and up to the Latest Practicable Date:

- (a) the Placing Agreement; and
- (b) the supplemental placing agreement dated 19 May 2025 and entered into between the Company and the Placing Agent to amend the placing period and other relevant dates in respect of the timetable of the Rights Issue.

11. EXPENSES

The expenses in connection with the Rights Issue, including placing commission, printing, registration, translation, legal and accountancy fees are estimated to be approximately HK\$0.88 million, which are payable by the Company.

12. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered Office	Victoria Place 5th Floor 31 Victoria Street Hamilton HM10 Bermuda
Head office and principal place of business in Hong Kong	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
Authorised representatives	Mr. SUN Bo Ms. CHEUNG Hoi Ue
Company secretary	Ms. CHEUNG Hoi Ue
Legal adviser to the Company	<i>As to Hong Kong laws:</i> CLKW Lawyers LLP Room 1901A, 1902 & 1902A, 19/F New World Tower I 16-18 Queen's Road Central Central, Hong Kong

Independent reporting accountant	LIF & Wong CPA Limited 14/F., Harbour Commercial Building 122-124 Connaught Road Central Hong Kong
Placing agent	Bonus Eventus Securities Limited Room 1601B, 16/F Park Commercial Centre 180 Tung Lo Wan Road Causeway Bay, Hong Kong
Principal share registrar	Ocorian Management (Bermuda) Limited Victoria Place, 5th Floor 31 Victoria Street Hamilton HM10 Bermuda
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal banker	DBS Bank (Hong Kong) Limited 11th Floor, The Center 99 Queen's Road Central Hong Kong

13. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY**(i) Name and address**

Name	Correspondence address
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Executive Directors

Mr. SUN Bo	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Mr. WANG Daming	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Non-executive Directors

Mr. YANG Zhicheng	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Mr. HE Yu	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Ms. YAN Jia	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Name	Correspondence address
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Independent non-executive Directors	
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Mr. CHEN Ming	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Mr. MOK Ho Ming	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Mr. WONG Yan Wai George	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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Senior management	
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Ms. CHEUNG Hoi Ue	Room 1805 18/F, Harbour Centre 25 Harbour Road Wanchai Hong Kong
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(ii) Profiles of Directors

Executive Directors

Mr. SUN Bo (“Mr. SUN”), aged 43, was appointed as the non-executive Director on 14 March 2016 and re-designated as the executive Director on 20 March 2018. He was appointed as the chairman of the Board, the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) on 26 May 2017. Mr. SUN currently acts as a director of CEIG Management Limited, a subsidiary of the Company. He obtained a Master Degree in Business Administration from the American National University in 2005. He also obtained a post graduate diploma in Business Administration from the Society of Business Practitioners in England (the “**SBP**”) in 2017 and certified as the Honorable Fellow of the SBP. Mr. SUN has extensive experience in finance and real estate development and management in the PRC. Mr. SUN is a cousin of Mr. ZHANG Yufei, the former Chief Executive Officer of the Company who has resigned with effect from 31 December 2024. For Mr. SUN’s interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date, please refer to the section headed “Disclosure of Interests” in this Prospectus.

Mr. WANG Daming (“Mr. WANG”), aged 64, was appointed as the executive Director on 17 May 2002. Mr. WANG holds a Bachelor’s Degree in Economics from the PRC and has extensive experience in finance. He currently holds various director position for several fund management companies in the PRC, including China Venture Capital Co., Ltd. and CVIT (Beijing) Capital Management Co., Ltd.. He also provides advice on economic matters to government bureaux and departments in different cities including Beijing and acts as guest professors for a number of higher education institutes in the PRC. Mr. WANG was qualified as Assistant Economist of the PRC in 1987, and then as Economist and Senior Economist in 1990 and 1996 respectively.

Non-executive Directors

Mr. YANG Zhicheng (“Mr. YANG”), formally known as YANG Zhichun*, aged 41, was appointed as the non-executive Director and the deputy chairman of the Board on 19 October 2023. Mr. YANG was educated and holds a diploma of Financial Management from The Open University of China in the PRC. He currently is a merchant and has around five years experiences in business management. He was a chief strategy officer of Zhongchan Huijin Investment Holding (Shenzhen) Group Limited* (中產匯金投資控股(深圳)集團有限公司) from 2019 to 2022. Mr. YANG is a director of Zhongjin Technology Industrial Co., Limited, a company which was interested in the shares of the Company as at the Latest Practicable Date, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Mr. HE Yu (“Mr. HE”), aged 44, was appointed as the non-executive Director on 21 March 2019. Mr. HE obtained a Master of Science Degree in Software Engineering from the University of Bradford in 2005. He currently is the partner of London And Oxford Capital Markets Limited, a company incorporated in the United Kingdom of Greater Britain and Northern Ireland (the “UK”), which is authorised and regulated by Financial Conduct Authority in the UK. He has extensive experience in asset management, project management and corporate advisory in the UK.

Ms. YAN Jia (“Ms. YAN”), aged 46, was appointed as the non-executive Director on 12 May 2023. Ms. YAN holds a degree of Master of Commerce in Professional Accounting from the University of New South Wales. Ms. YAN is a member of Chartered Accountants Australia and New Zealand, a fellow member of CPA Australia, a registered tax agent in Australia and a registered Justice of Peace in Australia. She has over 20 years of working experience in the field of business and tax advisory. Ms. YAN currently is a tax partner and a director of YML Group, an integrated professional services firm which offers a range of financial services from accounting, finance, business services and legal to financial planning and superannuation solutions in Australia.

Independent non-executive Directors

Mr. CHEN Ming (“Mr. CHEN”), aged 42, was appointed as the independent non-executive Director on 31 May 2017 and a member of the audit committee of the Company (the “**Audit Committee**”). Mr. CHEN holds a master degree of Business Administration from The Chinese University of Hong Kong and a bachelor degree of Law from Shenzhen University in the PRC. He has been qualified as a lawyer in the PRC since 2010. Mr. CHEN has been the legal advisor of several conglomerates and financial institutions. He has extensive experience in corporate financing and legal fields in the PRC.

Mr. MOK Ho Ming (“Mr. MOK”), aged 50, was appointed as the independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee on 22 November 2016. Mr. MOK was further appointed as the chairman of the Audit Committee and a member of the Nomination Committee on 26 May 2017. Mr. MOK obtained a master degree in professional accounting from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of International Accountants. Mr. MOK has over 20 years of experience in accounting, taxation, auditing and corporate finance.

Mr. WONG Yan Wai George (“Mr. WONG”), aged 40, was appointed as the independent non-executive Director on 11 April 2017. Mr. WONG was appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee on 26 May 2017. He was further appointed as the chairman of the Remuneration Committee on 31 May 2017. Mr. WONG obtained his bachelor degree of Science in Business Management from King’s College London, University of London in 2006. He has extensive experience in business and general corporate management field. From November 2009 to March 2016, Mr. WONG was the substantial shareholder and the director of a corporation licensed by the Securities and Futures Commission of Hong Kong to carry out in Type 4 (Advising on securities) and Type 9 (Asset management) regulated activities under the SFO. Since 2008, he has served as the managing director for King Wealth Group Limited involving in the setup, management and maintenance of a paid subscription-based online portal, www.wongsir.com.hk, providing in-depth financial analysis and audio programmes to its subscribers. Mr. WONG has been the managing director of China Tonghai Financial Media Limited, a subsidiary of China Tonghai International Financial Limited whose shares are listed on the Stock Exchange from July 2018 to March 2020 (stock code: 952). He also holds several positions in various charitable organisations and associations including the director of the Elderly HealthCare Foundation Limited and the Charter President of Rotary Club of Golden Bauhinia Hong Kong.

None of the Directors, or any associate of the Directors, is or will become entitled to receive any part of any brokerage charged to the Company, or any re-allowance of other types on purchases charged to the Company.

14. LEGAL AND BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance thereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Expert and consent” in this appendix, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

The Company currently does not have an investment manager, custodian, investment adviser or distribution company, hence no costs and charges are payable from the Company’s assets to any investment manager, custodian, investment adviser or distribution company, nor are there any deductions made from money subscribed for securities. The Board makes investment decision according to the Company’s investment objectives and the advice of the independent professionals when necessary.

Set out below are the investment objectives, policies and restrictions of the Company:

Investment Objectives

The investment objective of the Company is to achieve earnings in the form of capital appreciation as well as income from interest and dividends mainly through investment in a diversified portfolio of listed and unlisted companies, in Hong Kong or China or any other countries that such investment is considered profitable.

Investment Policies

The Company has adopted the following investment policies:

The Company’s primary investment objective is to achieve medium-term capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC.

Investments will normally be made in the form of equity related securities and debt instruments in listed and unlisted companies engaged in different industries including (but not limited to) the manufacturing services, property, telecommunications, technology and infrastructure sectors to maintain a balance in the Company's exposure to different industry sectors and to minimise the effect on the Company of any downturn in any particular sector.

Investments will normally be made in enterprises which are established in their respective fields and in which the Board believes that are prospects of long-term growth. In particular, the Company will seek to identify businesses or entities with a potential of profit growth, strong management, high level of technical expertise and research and development capabilities as well as management commitment to the long-term growth of such companies. However, the Company may invest in companies or other entities which are considered by the Board and investment manager (if any) as being special or in recovery situations. The Board believes that the present market conditions offer various special and attractive investment opportunities.

Where possible, the Board and investment manager (if any) will seek to identify investments where there is a certain degree of synergy with other investee companies and where co-operation between such companies would be of mutual benefit to each other.

The Company's investments are intended to be held for medium-term capital appreciation and there is no present intention to realise any of such investments in any specific period or by any specific date. Nevertheless, the Company will realise investments from time to time where they believe that to do so is in the opinion of the Board in the best interests of the Company or where the terms on which such realisation can be achieved are in the opinion of the Board to be particularly favourable to the Company.

The investment policies may be amended by the Board without approval by the Shareholders.

Investment Restrictions

Under the Bye-laws and the Listing Rules, certain restrictions on investments are imposed on the Company:

- (i) the Board shall ensure, and shall procure that any person who shall exercise any powers of investing the Company's assets shall ensure, that the Company shall not either on its own, or in conjunction with any core connected person (as defined in the Listing Rules), take legal, or effective, management control of underlying investments and that in any event the Company will not own or control more than thirty per cent. (30%) (or such other percentage as may from time to time be specified in the Takeovers Code being the level for triggering a mandatory general offer) of the voting rights in any one company or body; and

- (ii) the Company shall maintain a reasonable spread of investments and the value of its holding of investments issued by any one company or body shall not exceed twenty per cent. (20%) of the Company's net asset value (calculated in accordance with the provisions of the Bye-laws) at the time such investment is made.

The Company has to comply with investment restrictions above at all times while it remains as an investment company under Chapter 21 of the Listing Rules. As at the Latest Practicable Date, the Company has no present intention to invest in options, warrants, commodities, futures contracts or precious metals.

17. DISTRIBUTION POLICY

The Company has adopted a dividend policy ("**Dividend Policy**"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders. In proposing any dividend payout, the Board shall also take into account, *inter alia*, the Group's actual and expected financial performance, the Group's current and future operations and expansion plans, the liquidity position and capital requirement of the Group, and any other factors that the Board deems appropriate. The Company's ability to pay dividends is also subject to the requirements of the Listing Rules and all relevant applicable laws, rules and regulations in Bermuda, Hong Kong and the Bye-Laws of the Company.

Distribution (if any) will typically be considered annually after the annual accounts of the Company are approved by the Shareholders but interim distribution may be made from time to time to Shareholders as appear to the Board to be justified by the financial position of the Company.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

18. INVESTMENT PORTFOLIO

Particulars of the Group's financial assets at fair value through profit or loss as at 31 December 2024 are as follows:

Name of investee company	Place of incorporation	Number of shares held	Proportion of investee's capital owned	Cost HK\$	Market Value HK\$	Fair value gains/ (losses) HK\$	Dividend income received during the year HK\$	Dividend cover	% of total assets of the Group	Net assets attributable to the Group HK\$
Equity securities										
- Listed in Hong Kong:										
Alibaba Group Holding Limited ("Alibaba")	Cayman Islands	25,000	Less than 1%	5,430,263	2,060,000	(3,370,263)	52,133	4.803	24.13%	1,326,792
Tencent Holdings Limited ("Tencent")	Cayman Islands	4,500	Less than 1%	2,457,953	1,876,500	(581,453)	25,500	6.108	21.98%	503,448
DT Capital Limited ("DT Capital")	Cayman Islands	16,770,000	Less than 1%	656,871	1,006,200	349,329	-	N/A	11.79%	381,205
New Silkroad Culturaltainment Limited ("New Silkroad")	Bermuda	1,900,000	Less than 1%	1,202,546	228,000	(974,546)	-	N/A	2.67%	840,729

A brief description of the business and financial information of the listed investee companies that accounted for the Group's all investments, based on their published annual and interim reports, is as follows:

- (a) Alibaba is principally engaged in providing the technology infrastructure and marketing reach to its customers including retail and wholesale, logistics services and consumer service business; cloud computing; digital media and entertainment; and innovation initiatives and others. The unaudited consolidated profit attributable to owners of Alibaba for the six months ended 30 September 2024 was approximately HK\$73,785,240,000 (2023: HK\$68,570,601,000). As at 30 September 2024, the unaudited consolidated net asset value attributable to owners of Alibaba was approximately HK\$1,011,255,893,000 (2023: HK\$1,134,656,888,000). The audited consolidated profit attributable to owners of Alibaba for the year ended 31 March 2024 was approximately HK\$86,255,840,000 (2023: HK\$82,022,181,000). As at 31 March 2024, the audited consolidated net asset value attributable to owners of Alibaba was approximately HK\$1,055,602,080,000 (2023: HK\$1,067,246,109,000).
- (b) Tencent is principally engaged in providing of value-added services ("VAS"), online advertising services and financial technology ("FinTech") and business services. Tencent operates through three main segments. The VAS segment is mainly involved in provision of online or mobile games, community value-added services and applications across various internet and mobile platforms. The online advertising segment is mainly engaged in display based and performance based advertisements. The FinTech and business services segment is mainly involved in provision of payment related services, cloud services and other services. The audited consolidated

profit attributable to owners of Tencent for the year ended 31 December 2024 was approximately HK\$210,142,244,000 (2023: HK\$127,348,245,000). As at 31 December 2024, the audited consolidated net asset value attributable to owners of Tencent was approximately HK\$1,032,058,235,000 (2023: HK\$886,377,454,000).

- (c) DT Capital invested in listed equity securities and unlisted debt securities for earnings growth and capital appreciation. The audited consolidated loss attributable to owners of DT Capital for the year ended 31 December 2024 was HK\$12,014,389 (2023: HK\$28,325,379). As at 31 December 2024, the audited consolidated net asset value attributable to owners of DT Capital was HK\$62,176,632 (2023: HK\$74,191,021).
- (d) New Silkroad is principally engaged in the production and distribution of wine. It operates its business through four main segments, namely (i) development and operation of real estate, integrated resort and cultural tourism; (ii) production and distribution of wine; (iii) entertainment business; and (iv) property management business. The audited consolidated loss attributable to owners of New Silkroad for the year ended 31 December 2024 was approximately HK\$182,117,000 (2023: HK\$82,255,000). As at 31 December 2024, the audited consolidated net asset value attributable to owners of New Silkroad was approximately HK\$1,419,324,000 (2023: HK\$1,443,523,000).

19. PROVISION FOR DIMINUTION

Given all the existing investments of the Group are primarily financial assets at fair value though profit and loss, there shall be no provision for diminution in value of investments of the Group. No diminution in value of listed investments of the Company was provided for the year ended 31 December 2024.

20. BORROWING POWER

Pursuant to the provision of the Bye-laws, the Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof. There is no cap or limit on the borrowing powers of the Company under its constitutional documents.

21. FOREIGN EXCHANGE POLICY

The Board believes that the Group has certain exposure to foreign exchange risk as some of the business transactions of the Group are denominated in Renminbi and United States dollars. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor the foreign currency exposure closely.

22. TAXATION

The taxation of income and capital gains of the Company is subject to the fiscal law and practice of Hong Kong. Prospective investors should consult their own professional advisers on the tax implications of investing, holding or disposing of Shares or of exercising any rights attached to them under the laws of the jurisdiction in which they are liable to taxation.

23. RISK FACTORS OF INVESTING IN THE COMPANY

The Company is an investment company with the primary objective of achieving earnings in the form of capital appreciation as well as income from interest and dividends mainly through investment in a diversified portfolio of listed and unlisted companies, in Hong Kong or China or any other countries that such investment is considered profitable. These investments will be subject to market fluctuations and the risks inherent in all investments. Investors should also be aware that the Company's income and its net assets value may be adversely affected by external factors beyond the control of the Company. As a result, the Company's operating results and its net assets value may go down as well as up, subject to, among other factors, the prevailing market condition.

24. MISCELLANEOUS

- (i) The company secretary of the Company is Ms. CHEUNG Hoi Ue. She is a member of the Hong Kong Institute of Certified Public Accountants, the CPA Australia, The Hong Kong Chartered Governance Institute as well as The Chartered Governance Institute.
- (ii) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (iii) As at the Latest Practicable Date, save as disclosed elsewhere in this Prospectus, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group's business.
- (iv) The English text of the Prospectus Documents shall prevail over the respective Chinese text in the case of inconsistency.

25. DOCUMENTS ON DISPLAY

Copies of the following documents will be made available for display on the websites of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.ceig.hk) for a period of 14 days from the date of this Prospectus:

- (a) the report from LIF & Wong CPA Limited on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;
- (b) the written consent of the expert as referred to in the paragraph headed “9. Expert and consent” in this appendix; and
- (c) the material contracts as referred to in the paragraph headed “10. Material contracts” in this appendix.