THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

CCT FORTIS HOLDINGS LIMITED

（中建富通集團有限公司）

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00138)

(1) CONNECTED TRANSACTION IN RELATION TO THE AMENDMENTS TO THE 2025 CONVERTIBLE BONDS DUE 2025; AND (2) NOTICE OF SPECIAL GENERAL MEETING

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

MERDEKA 領智

Capitalised terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 5 to 21 of this circular and a letter from the Independent Board Committee to the Independent Shareholders is set out on pages 22 and 23 of this circular. A letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 24 to 55 of this circular.

A notice convening the SGM to be held at 3 p.m. on Tuesday, 10 November 2026 at Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong is set out on pages SGM-1 to SGM-3 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed herein. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at https://www.cct-fortis.com/.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same to 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 not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 3 p.m. on Sunday, 8 November 2026) or any adjourned SGM. Such form of proxy for use at the SGM is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://www.cct-fortis.com/). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

22 October 2026

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

"2025 Convertible Bonds"	the convertible bonds due on 31 December 2025 issued by the Company on 20 January 2023 with an aggregate outstanding principal amount of HK$87,920,000 as at the Latest Practicable Date
"Announcement"	the announcement of the Company dated 11 September 2026
"Blackbird Group"	the Blackbird Group established by the Company, which is engaged in the multi-faceted automotive business including the Ferrari importership, Maserati importership, investment and trading of valuable collections, and other new business ventures
"Board"	the board of Directors of the Company
"Bondholders"	Treasure Goal and Cheer Fame
"Business Day(s)"	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 "extreme conditions" announced by the Government of Hong Kong or 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
"Capital Force"	Capital Force International Limited, a business company incorporated in the British Virgin Islands with limited liability, the shares of which are beneficially owned as to 51% by Mr. Mak and 49% by Mr. TK Mak
"Capital Reduction"	the reduction of the issued share capital of the Company whereby the par value of each issued consolidated share was reduced from HK$1.0 to HK$0.10 which took effect on 27 February 2026
"Capital Reorganisation"	collectively, the Share Consolidation, the Capital Reduction and the Share Subdivision which took effect on 27 February 2026
"Capital Winner"	Capital Winner Investments Limited, a business company incorporated in the British Virgin Islands with limited liability, the shares of which are beneficially owned as to 51% by Mr. Mak and 49% by Mr. TK Mak
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC

"Cheer Fame"	Cheer Fame International Limited (喜威國際有限公司), a business company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. TK Mak
"Company"	CCT Fortis Holdings Limited, an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 138)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Conversion Price"	the conversion price per Conversion Share of the 2025 Convertible Bonds
"Conversion Share(s)"	the Shares to be issued and allotted upon conversion of the 2025 Convertible Bonds as amended by the Second Deed of Amendment
"Director(s)"	director(s) of the Company
"Extended Maturity Date"	31 December 2028
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent board committee comprising the independent non-executive Directors to advise the Independent Shareholders as to the fairness and reasonableness of the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate
"Independent Financial Adviser"	Merdeka Corporate Finance Limited, a corporation licensed to carry on Type 6 (Advising on Corporate Finance) regulated activity under the SFO, and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate
"Independent Shareholders"	the Shareholders not required under the Listing Rules to abstain from voting on the resolution(s) approving the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate

"Independent Third Party(ies)"	third party(ies) independent of and not connected (as defined under the Listing Rules) with the Company and connected person(s) of the Company
"Latest Practicable Date"	16 October 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 December 2026 (or such other date as the Company and the Bondholders may agree)
"Mr. Mak"	Mr. Mak Shiu Tong, Clement who is the sole beneficial owner of Treasure Goal and the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company
"Mr. TK Mak"	Mr. Mak Chun Kiu is the chairman and the chief executive officer of Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak
"New Capital"	New Capital Industrial Limited, a business company incorporated in the British Virgin Islands with limited liability, the shares of which are beneficially owned as to 51% by Mr. Mak and 49% by Mr. TK Mak
"PRC"	the People's Republic of China which, and for the sole purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Registrar"	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Second Deed of Amendment"	the second deed of amendment entered into between the Company and the Bondholders on 11 September 2026 in relation to the amendments to certain terms and conditions of the 2025 Convertible Bonds
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time

"SGM"	the special general meeting of the Company to be convened and held at Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 10 November 2026, at 3 p.m. for the purpose of considering and, if thought fit, approving the Second Deed of Amendment, the Specific Mandate and the transactions respectively contemplated thereunder
"Share(s)"	ordinary share(s) of HK$0.10 each
"Shareholder(s)"	the holder(s) of the issued Share(s)
"Share Consolidation"	the consolidation of every ten (10) issued and unissued existing shares of par value of HK$0.10 each into one (1) consolidated share of par value of HK$1.0 which took effect on 27 February 2026
"Share Subdivision"	the subdivision of every authorised but unissued consolidated share of par value HK$1.0 each into 10 authorised but unissued adjusted shares of par value HK$0.10 each which took effect on 27 February 2026
"Specific Mandate"	a specific mandate to cover the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the 2025 Convertible Bonds as amended by the Second Deed of Amendment
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
"Treasure Goal"	Treasure Goal International Limited (寶高國際有限公司), a business company incorporated in the British Virgin Islands with limited liability and is beneficially and wholly owned by Mr. Mak
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

Executive Directors:
Mr. Mak Shiu Tong, Clement
(Chairman and Chief Executive Officer)
Ms. Cheng Yuk Ching, Flora
(Deputy Chairman)

Non-Executive Director:
Mr. Yuen Wai Kin

Independent non-executive Directors:
Mr. Chen Li
Mr. Chow Siu Ngor
Mr. Lau Ho Kit, Ivan

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head office and principal place of business in Hong Kong:
Floor 26A, Fortis Tower
77–79 Gloucester Road
Hong Kong

22 October 2026

To the Shareholders

Dear Sir or Madam,

(1) CONNECTED TRANSACTION IN RELATION TO THE AMENDMENTS TO THE 2025 CONVERTIBLE BONDS DUE 2025; AND (2) NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to, among others, the entering into of the Second Deed of Amendment. The entering into of the Second Deed of Amendment constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

The purpose of this circular is to provide you with, among other things, (i) details of the Second Deed of Amendment and other information as required under the Listing Rules; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Second Deed of Amendment and the transactions contemplated thereunder; (iii)

the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Second Deed of Amendment and the transactions contemplated thereunder; (iv) general information of the Group; and (v) a notice of the SGM.

BACKGROUND OF THE 2025 CONVERTIBLE BONDS

References are made to the announcements of the Company dated 16 November 2022, 11 January 2023 and 20 January 2023, and the circular of the Company dated 19 December 2022 in relation of the issue of the 2025 Convertible Bonds in the aggregate principal amount of HK$220,000,000 to Treasure Goal. References are also made to the announcements of the Company dated 17 May 2023 and 5 June 2024, in relation to, amongst others, the transfer and conversion of part of the 2025 Convertible Bonds. References are also made to the announcements of the Company dated 2 January 2026 and 25 February 2026, and the circular of the Company dated 9 February 2026 in relation to the entering into of the amendment deed on 2 January 2026 for the amendments to be made to the 2025 Convertible Bonds (the "**First Deed of Amendment**"). As such amendment deed was not approved by the Independent Shareholders at the special general meeting of the Company held on 25 February 2026, the conditions of such amendment deed had not been satisfied and the amendments thereunder did not take effect.

The 2025 Convertible Bonds have fallen due on 31 December 2025 pursuant to the existing terms and conditions of the 2025 Convertible Bonds. As at the Latest Practicable Date, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding is HK$87,920,000 which is held as to HK$83,000,000 by Treasure Goal and HK$4,920,000 by Cheer Fame, respectively. Both Treasure Goal and Cheer Fame are principally engaged in investment holdings.

THE SECOND DEED OF AMENDMENT

On 11 September 2026, after trading hours, the Company and the Bondholders entered into the Second Deed of Amendment pursuant to which the Company and the Bondholders have conditionally agreed to amend the terms and conditions of the 2025 Convertible Bonds as follows:

(i) the maturity date of the 2025 Convertible Bonds be extended for three (3) years from 31 December 2025 to the Extended Maturity Date;

(ii) the conversion price of the 2025 Convertible Bonds be changed to HK$0.27 per Conversion Share from and including the date of the amendments under the Second Deed of Amendment having become effective to and including the Extended Maturity Date; and

(iii) the interest rate of the 2025 Convertible Bonds be decreased from 4.5% per annum to 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date,

(collectively the amendments above, the "**Amendments**").

Save for the Amendments, all other terms and conditions of the 2025 Convertible Bonds shall remain unchanged and in full force and effect.

An application will be made by the Company to the Stock Exchange for the approval of the Amendments pursuant to Rule 28.05 of the Listing Rules.

Undertaking by the Bondholders

Each of the Bondholders irrevocably and unconditionally undertakes to the Company that, (a) it will not assign or transfer any part of the outstanding principal amount of the 2025 Convertible Bonds to any transferee pursuant to the terms and condition of the 2025 Convertible Bonds on or before the Long Stop Date or the date of the Amendments having become effective, whichever is earlier; and (b) it will not take any action or proceedings against the Company to enforce repayment of any amount due and repayable by the Company under the 2025 Convertible Bonds pursuant to the terms and conditions of the 2025 Convertible Bonds on or before the Long Stop Date or the date of the Amendments having become effective, whichever is earlier.

Conditions of the Second Deed of Amendment

The Second Deed of Amendment is conditional upon:

(i) the passing by the Independent Shareholders at the SGM of the necessary resolutions to approve the Second Deed of Amendment, the transactions contemplated thereunder and the Specific Mandate;

(ii) the Company having obtained the approval for the Amendments from the Stock Exchange in accordance with Rule 28.05 of the Listing Rules;

(iii) the Listing Committee having granted listing of, and permission to, deal in the Conversion Shares to be allotted and issued upon the exercise of conversion rights attached to the 2025 Convertible Bonds; and

(iv) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Second Deed of Amendment and the Amendments having been obtained and remained in full force and effect; and

(v) all necessary consents and approvals required to be obtained on the part of the Bondholders in respect of the Second Deed of Amendment and the Amendments having been obtained and remained in full force and effect.

The Amendments shall take effect on the next Business Day when all the conditions above are fulfilled. None of the above conditions can be waived. If any of the above conditions is not fulfilled on or before the Long Stop Date, the Second Deed of Amendment shall automatically be terminated and be of no further effect and the Company and the Bondholders shall be released from all obligations thereunder.

As at the Latest Practicable Date, none of the above conditions precedent have been fulfilled.

Principal terms of the 2025 Convertible Bonds immediately after the Amendments

All the terms of the 2025 Convertible Bonds shall remain unchanged save as revised by the Amendments. The principal terms of the 2025 Convertible Bonds as disclosed in the announcement of the Company dated 16 November 2022 and the circular of the Company dated 19 December 2022 (as revised by the Amendments) are summarised below:

Issue price:	100% of the principal amount
Aggregate Outstanding Principal amount:	HK$87,920,000
Conversion price:	The Conversion Price shall be HK$0.27 per Conversion Share, subject to adjustments as hereafter described. The Conversion Price of HK$0.27 per Conversion Share was determined after arm's length negotiations between the Company and the Bondholders with reference to the prevailing market price of the Shares, which represents: (i) a discount of approximately 8.47% to the closing price of HK$0.295 per Share as quoted on the Stock Exchange on the date of the Second Deed of Amendment; (ii) a discount of approximately 8.78% to the average closing prices of HK$0.296 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Second Deed of Amendment; and (iii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 5.89%, represented by the theoretical diluted price (as defined under Rule 7.27B of the Listing Rules) of approximately HK$0.2786 per Share, to the benchmarked price of HK$0.296 per Share (as defined under Rule 7.27B of the Listing Rules), taking into account the higher of (a) the closing price of HK$0.295 per Share on the date of the Second Deed of Amendment; and (b) the average closing price of HK$0.296 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the date of the Second Deed of Amendment.

The basis of determination for the Conversion Price of HK$0.27 per Conversion Share also took into account, amongst others, the following factors:

(i) The Board considered that the original theoretical Conversion Price of HK$1.60 per conversion share (as adjusted by the Capital Reorganisation which took effect on 27 February 2026) before the expiry of the 2025 Convertible Bonds was substantially above the prevailing market price of HK$0.295 as at the date of the Second Deed of Amendment, which had become economically unworkable. In the absence of an adjustment of the Conversion Price, the conversion feature is unlikely to be exercised and the 2025 Convertible Bonds had, in substance, become a cash redemption obligation at maturity.

(ii) The Company did not have sufficient financial capacity to meet the redemption obligation. As at 30 June 2026, the outstanding principal amount of the 2025 Convertible Bonds of approximately HK$87.92 million significantly exceeded the Company's cash and cash equivalents of approximately HK$13 million. The Board considered that preserving liquidity for ongoing operations and avoiding a near term repayment cliff was therefore critical.

(iii) The Conversion Price of HK$0.27 per Conversion Share was determined with reference to the prevailing market price while also taking into account the extremely limited trading liquidity of the Shares. For the 12 months period ended 11 September 2026 (being the date of the Second Deed of Amendment), the average daily trading volume of the Shares was 22,409 Shares, representing only 0.0140% of the issued share capital of the Company. In the Board's view, such illiquidity materially increased execution risk for a conversion of meaningful size, and a discount to the benchmark price was therefore commercially necessary to arrive at a conversion price that could realistically induce conversion and facilitate the restructuring of the 2025 Convertible Bonds.

(iv) The adjustment to the Conversion Price formed part of an overall amendment package under which the Bondholders provided material concessions to the Company, including (a) a reduction of the interest rate of the 2025 Convertible Bonds from 4.5% per annum to 0% per annum from 11 September 2026 to the Extended Maturity Date, resulting in estimated interest savings of approximately HK$9.1 million assuming that there is no conversion of the 2025 Convertible Bonds before the Extended Maturity Date; and (b) a three year extension of the original maturity date.

(v) The Company approached two of its existing banks but they refused to increase the facility amount. In addition, the Company has been in discussions with three other financial institutions to explore potential new credit lines; however, no terms have been offered by such financial institutions and no such facilities have been successfully secured as at the Latest Practicable Date. The Group was in net current liability positions as at 31 December 2025 and 30 June 2026 and the effective interest rates of the bank loans and other loan (excluding leases liabilities) of the Group ranged from 2.75% to 24.00% for the year ended 31 December 2025 and the six months ended 30 June 2026. Under the Amendments, the interest rate of the 2025 Convertible Bonds will be reduced to nil. Even if the Company could obtain debt financing to repay the 2025 Convertible Bonds and the accrued interest, its current financial position suggests that such borrowing would likely carry a relatively high interest rate which will significantly weaken the Group's cashflow and further deteriorate its net current liability position.

By reason of the above, the Board is of the view that the basis for determining the revised Conversion Price is fair and reasonable, and that notwithstanding the discount to the benchmark price, the adjustment represents a value preserving solution and is in the interests of the Company and its Shareholders as a whole.

Adjustment events:

The Conversion Price shall from time to time be subject to adjustment upon occurrence of the following events:

(i) an alteration to the nominal number of the Shares by way of consolidation, sub-division, or reclassification;

(ii) an issue (other than in lieu of cash dividend and other than issue that would amount to capital distribution) of any Shares credited as fully paid to the Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);

(iii) a capital distribution (in cash or specie and whether on a reduction of capital or otherwise) to the Shareholders or grant to the Shareholders rights to acquire for cash assets of the Group;

(iv) an offer of new Shares to the Shareholders for conversion by way of rights, or grant, to Shareholders of any options or warrants to subscribe for new Shares, at a price which is less than 90% of the market price on the date of the announcement of the terms of the offer or grant;

(v) (aa) an issue of securities wholly for cash or for reduction of liabilities or for acquisition of asset which by their terms are convertible into or exchangeable for or carry rights of conversion for new Shares, and the total effective consideration per Share initially receivable for such securities is less than 90% of the market price on the date of the announcement of the terms of issue of such securities;

(bb) modification of the rights of conversion or exchange or subscription attached to any such securities as are mentioned in section (aa) of this paragraph (e), so that the total effective consideration per Share initially receivable for such securities shall be less than 90% of the market price on the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;

(vi) an issue of any Shares wholly for cash or for reduction of liabilities at a price per Share which is less than 90% of the market price on the date of the announcement of the terms of such issue; and

(vii) an issue of any Shares for the acquisition of asset at a total effective consideration per Share which is less than 90% of the market price at the date of the announcement of the terms of such issue.

Interest rate:

(a) 4.5% per annum from and including the date of issue of the 2025 Convertible Bonds to and including 10 September 2026; and

(b) 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date

Interest accrued on the 2025 Convertible Bonds would not be convertible into the Conversion Shares.

Conversion Shares:

Based on the aggregate outstanding principal amount of the 2025 Convertible Bonds of HK$87,920,000, the 2025 Convertible Bonds are convertible into 325,629,629 Conversion Shares at the initial conversion price of HK$0.27 per Conversion Share (subject to adjustments), of which 307,407,407 Conversion Shares and 18,222,222 Conversion Shares may be issued to Treasure Goal and Cheer Fame respectively upon exercise of the conversion rights. The 325,629,629 Conversion Shares represents:

(i) approximately 203.56% of the total issued share capital of the Company as at the Latest Practicable Date; and

(ii) approximately 67.06% of the total issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares upon exercise in full of the conversion rights attaching to the 2025 Convertible Bonds.

Conversion period: The period commencing from the issue date of the 2025 Convertible Bonds up to 4:00 p.m. (Hong Kong time) on the day immediately prior to and exclusive of the Extended Maturity Date.

Conversion rights and restrictions: The holder(s) of the 2025 Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions thereunder, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the 2025 Convertible Bonds registered in its name into the Conversion Shares provided further that (i) any conversion shall be made in amounts of not less than a whole multiple of HK$500,000 on each conversion save that if at any time the aggregate outstanding principal amount of the 2025 Convertible Bonds is less than HK$500,000, the whole (but not part only) of the outstanding principal amount of the 2025 Convertible Bonds may be converted; and (ii) the exercise of the conversion rights attached to the 2025 Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules.

Early redemption at the option of the Company: The Company shall be entitled at its sole discretion, by giving not less than seven (7) days' notice to the holder(s) of the 2025 Convertible Bonds, propose to the holder(s) to redeem the outstanding 2025 Convertible Bonds (in multiples of HK$500,000 or such lesser amount as may represent the entire principal amount thereof) an amount equivalent to 100% of the principal amount of such outstanding 2025 Convertible Bonds at any time after the date of issue of the 2025 Convertible Bonds up to and including the date falling seven (7) days immediately before the Extended Maturity Date.

Ranking:	The Conversion Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the relevant conversion date including the right to all dividends or other distributions, paid or made on or after the relevant conversion date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the relevant conversion date.
Extended Maturity Date:	31 December 2028
Voting rights:	The holder(s) of the 2025 Convertible Bonds shall not have any right to attend or vote in any general meeting of the Company.
Transferability:	Subject to compliance with the Listing Rules, the 2025 Convertible Bonds may be transferred or assigned in whole or in part in integral multiples of HK$500,000 by the holder(s) of the 2025 Convertible Bonds to any party, save and except that the 2025 Convertible Bonds shall not be transferred to a connected person of the Company unless with the prior written consent of the Company.
Security:	The obligations of the Company under the 2025 Convertible Bonds are unsecured.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price are as follows:

	(i) As at the Latest Practicable Date		**(ii) Immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Mak				
Mr. Mak *(Note 1)*	2,558,965	1.60	2,558,965	0.53
Treasure Goal *(Note 2)*	—	—	307,407,407	63.31
Mr. TK Mak				
Cheer Fame *(Note 3)*	—	—	18,222,222	3.75
Entities held by Mr. Mak and Mr. TK Mak *(Note 4)*				
Capital Winner	46,842,367	29.28	46,842,367	9.65
New Capital	45,260,761	28.29	45,260,761	9.32
Capital Force	9,354,679	5.85	9,354,679	1.93
Public Shareholders	55,950,773	34.98	55,950,773	11.51
Total	159,967,545	100.00	485,597,174	100.00

Notes:

1. Mr. Mak is the chairman, an executive Director and the controlling Shareholder of the Company.

2. Treasure Goal is beneficially and wholly owned by Mr. Mak and is a close associate of Mr. Mak.

3. Cheer Fame is beneficially and wholly owned by Mr. TK Mak and is a close associate of Mr. TK Mak.

4. Capital Winner, New Capital and Capital Force are private corporations owned as to 51% by Mr. Mak and as to 49% by Mr. TK Mak, a son of Mr. Mak, beneficially. Mr. Mak and Mr. TK Mak are deemed to be interested in 101,457,807 Shares held by these companies under the SFO as they control the exercise of all the voting power at respective general meetings of these companies.

5. The shareholding structure is prepared for illustrative purpose only. There is no right for the Bondholders to convert any principal amount of the 2025 Convertible Bonds and the Company shall not issue any Conversion Shares thereof if, upon such conversion and issue of the Conversion Shares, the Company will not be able to comply with the minimum public float requirement under the Listing Rules.

6. Mr. Mak, Mr. TK Mak and the entities held by Mr. Mak and Mr. TK Mak together holds approximately 65.02% of the issued capital of the Company. There is no restriction for a Bondholder to convert any principal amount of the 2025 Convertible Bonds even if such conversion would trigger a mandatory general offer obligation under the Takeovers Code. The Bondholders shall comply with the Takeovers Code if such conversion would trigger a mandatory general offer obligation under the Takeovers Code.

FUND RAISING DURING THE PAST TWELVE MONTHS

Save for the entering into of the deed of amendment on 2 January 2026 in respect of the 2025 Convertible Bonds, the Company has not conducted any equity fund raising exercises in the past twelve months immediately preceding the Latest Practicable Date.

REASONS FOR AND BENEFITS OF THE SECOND DEED OF AMENDMENT

The Group is principally engaged in (i) property business; (ii) securities business; (iii) multifaceted automotive business and investments in valuable collections; and (iv) cultural entertainment business.

The terms of the Second Deed of Amendment were determined after arm's length negotiations between the Company and the Bondholders.

In view of the Group's net current liability position as at 30 June 2026, the Company did not have sufficient financial capacity to meet the redemption obligation despite the maturity of the Convertible Bonds on 31 December 2025. As such, the extension of the maturity date of the 2025 Convertible Bonds and the reduction of interest rate of the 2025 Convertible Bonds pursuant to the Second Deed of Amendment would mean that the outstanding amount of the 2025 Convertible Bonds will be classified as a non-current liability after extension and would enable the Company to postpone its cash outflow and allow the Group to have more financial flexibility in the deployment of its working capital for its businesses operations and development, and thus will allow the Company to retain its financial resources for a longer period of time and represents an opportunity to enhance the working capital of the Company. Also, the reduction of interest rate of the 2025 Convertible Bonds would reduce the Company's financing costs and near term cash outflows, thereby improving its ability to stabilise operations and recover financial performance.

After the First Deed of Amendment was not approved by the Independent Shareholders, the Company was actively exploring alternative funding arrangements with a view to meeting its obligations under the 2025 Convertible Bonds including (i) new debt financing and additional bank borrowings; (ii) other fund-raising activities such as placing of new shares and rights issue; and (iii) disposal of certain assets of the Group to generate additional cash inflows, for the purpose of securing sufficient resources for the repayment of the principal amount of and interest accrued on the 2025 Convertible Bonds in an orderly manner. The Company had also been in discussion with the bondholders of the 2025 Convertible Bonds with a view to securing undertakings from the bondholders not to demand for the repayment of the principal amount of and interest accrued on the 2025 Convertible Bonds for a period of exceeding one year.

After the First Deed of Amendment was not approved by the Independent Shareholders, the Company has approached two of its existing banks but they refused to increase the facility amount and the Company has also contacted three other financial institutions to explore potential new credit lines. Given the Group's net current liabilities of approximately HK$321 million as at 30 June 2026, it would be very difficult for the Group to obtain further debt financing, let alone on favourable terms. In addition, certain of the Group's assets with a net book value of approximately HK$1,647 million and time deposits of approximately HK$17

million have already been pledged to secure bank and other borrowings as at 30 June 2026. As such, no new facilities had been successfully secured as at the Latest Practicable Date. Additional borrowings would also incur interest and arrangement costs, whereas the Amendments would reduce the interest rate on the 2025 Convertible Bonds to nil with effect from 11 September 2026 upon becoming effective.

Placing of new shares would require identifying investors prepared to subscribe for a sufficient amount. Given the Group's continuing losses and liquidity constraints, both the quantum and timing of proceeds are uncertain. Investors may also demand a substantial discount to the prevailing market price, while placing commissions and other expenses would further reduce net proceeds available for repayment of the 2025 Convertible Bonds. A placing would cause immediate dilution to existing Shareholders. By contrast, the Amendments themselves would not result in immediate dilution; any dilution would arise only upon exercise of the conversion rights under the 2025 Convertible Bonds as amended.

Rights issue or open offer would give existing Shareholders a pro-rata opportunity to participate. However, the proceeds would depend on subscription levels and any underwriting support. In light of the Group's continuing losses and net current liability financial position, Shareholders' willingness to contribute additional capital is uncertain. A shortfall could leave the Company unable to repay the outstanding 2025 Convertible Bonds in full. Such an exercise would also entail preparation of offering documents, professional fees and, if required, underwriting costs, all of which would reduce net proceeds. Non-participating Shareholders would face dilution, and the time needed to complete the fundraising is a further concern given that the 2025 Convertible Bonds are already overdue. A rights issue or open offer carries material uncertainty as to both the amount and timing of funds available to meet the repayment obligation.

As disclosed in the announcement of the Company dated 22 May 2026, the Group entered into an agreement to dispose of a property of the Group for HK$42,450,000. However, the proceeds from the disposal had to be used for the repayment of the outstanding revolving loans of the Group secured by a mortgage over such property and could not be used for partial settlement of the 2025 Convertible Bonds.

Whilst the First Deed of Amendment was not approved by the Independent Shareholders at the special general meeting of the Company held on 25 February 2026, the terms of the Second Deed of Amendment have become more favourable to the Company and its Shareholders as a whole as compared to the First Deed of Amendment in terms of the discount of the Conversion Price and the theoretical dilution effect. The Conversion Price proposed under the Second Deed of Amendment represents a discount of about 8.47% to the closing price per Share as quoted on the Stock Exchange on the date of the Second Deed of Amendment, which is dramatically lower than the discount of about 36.62% to the closing price per Share proposed under the First Deed of Amendment. The theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) has also decreased significant from approximately 20.14% under the First Deed of Amendment to approximately 5.89% under the Second Deed of Amendment. When considering whether the current proposal should be put forward to the Independent Shareholders for approval, the Company has to consider the interests of the Company and all the Independent Shareholders (including the Independent

Shareholders who opposed to the First Deed of Amendment (the "**Opposing Shareholders**")). Although the Company has no specific knowledge of the reason why the Opposing Shareholders did not approve the First Deed of Amendment, the Company estimates that the discount for the Conversion Price and the theoretical dilution effect under the First Deed of Amendment may be the concern of the Opposing Shareholders. The terms of the Second Deed of Amendment have been improved significantly in terms of the discount for the Conversion Price and the theoretical dilution effect. In view of the above, the Board is of the view that all the Independent Shareholders (including the Opposing Shareholders if they still have Shares) should be given an opportunity to consider and vote on the Second Deed of Amendment.

In the event the Second Deed of Amendment is not approved by the Independent Shareholders at the SGM, the principal amount of the 2025 Convertible Bonds will remain outstanding and unpaid after its maturity on 31 December 2025. This would constitute a default under the 2025 Convertible Bonds, which could impair the Group's ability to obtain debt financing from financial institutions and create further financial strain on the Group, thereby negatively affecting its financial position and creating material uncertainties that may cast significant doubt on its ability to continue operating as a going concern.

As such, the Directors (including the independent non-executive Directors) consider that the terms and conditions of the Second Deed of Amendment are fair and reasonable and that the Amendments are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. Accordingly, an application will be made by the Company to the Stock Exchange for the approval of the Amendments.

An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares which may fall to be issued upon conversion of the 2025 Convertible Bonds. No application will be made for the listing of the 2025 Convertible Bonds on the Stock Exchange or any other stock exchange.

Treasure Goal, one of the Bondholders is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and Cheer Fame, the other Bondholder, is beneficially and wholly owned by Mr. TK Mak, the chairman and the chief executive officer of the Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak, and hence Treasure Goal and Cheer Fame are connected persons of the Company under Chapter 14A of the Listing Rules. Mr. Mak holds 2,558,965 Shares, representing approximately 1.60% of the issued share capital of the Company, and Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in an aggregate of 101,457,807 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 63.42% of the issued share capital of the Company. Accordingly, the entering into of the Second Deed of Amendment

constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Mak has abstained from voting on the resolutions in relation to the Second Deed of Amendment and the transactions contemplated thereunder, including the grant of the Specific Mandate proposed to the Board. Save as disclosed above, none of the Directors whom attended the Board meeting has a material interest in the Second Deed of Amendment and the transactions contemplated thereunder, including the grant of the Specific Mandate.

SGM

A notice convening the SGM to be held at Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong at 3 p.m. on Tuesday, 10 November 2026 is set out on pages SGM-1 to SGM-3 of this circular. An ordinary resolution will be proposed at the SGM to approve the Second Deed of Amendment and the transactions contemplating respectively thereunder, including but not limited to, the grant of the Specific Mandate for the allotment and issue of the Conversion Shares.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same to 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 not less than 48 hours before the time appointed for holding the SGM (i.e. 3 p.m. on Sunday, 8 November 2026) or any adjourned SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

An Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan, has been formed to advise the Independent Shareholders, and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders regarding the Second Deed of Amendment and the transactions contemplated thereunder. Merdeka Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Treasure Goal, one of the Bondholders is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and Cheer Fame, the other Bondholder, is beneficially and wholly owned by Mr. TK Mak, the chairman and the chief executive officer of the Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak, and hence Treasure Goal and Cheer Fame are connected persons of the Company under Chapter 14A of the Listing Rules. As at the Latest Practicable Date, (i) Treasure Goal and Cheer Fame do not hold any Shares; (ii) Mr. Mak holds 2,558,965 Shares directly, representing approximately 1.60% of the issued share capital of the Company; and (iii) Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in an aggregate of 101,457,807 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 63.42% of the issued share capital of the Company. Accordingly, Treasure Goal and Cheer Fame and their

respective associates including Mr. Mak, Mr. TK Mak, Capital Winner, New Capital and Capital Force, shall abstain from voting in respect of 104,016,772 Shares held by them in aggregate, representing approximately 65.02% of the issued share capital of the Company, on the ordinary resolution to approve the Second Deed of Amendment and the transactions completed thereunder, including the Specific Mandate, at the SGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no other Shareholder has a material interest in the Second Deed of Amendment and shall be required to abstain from voting at the SGM in respect of the resolution to approve the Second Deed of Amendment and the transactions completed thereunder, including the Specific Mandate.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the special resolution and the ordinary resolution set out in the notice of the SGM will be voted by poll.

Treasury shares, if any, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those shares.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 5 November 2026 to Tuesday, 10 November 2026 both days inclusive, in order to determine the entitlement to attend the SGM. The record date for attendance and voting at the SGM is Tuesday, 10 November 2026. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with 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, not later than 4:30 p.m. on Wednesday, 4 November 2026.

RECOMMENDATION

The Board (including the members of the Independent Board Committee after having considered the advice of the Independent Financial Adviser) consider that the Second Deed of Amendment and the transactions completed thereunder, including the Specific Mandate are on normal commercial terms, fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the ordinary resolution relating to the Second Deed of Amendment and the transactions completed thereunder to be proposed at the SGM.

FURTHER INFORMATION

Your attention is drawn to (i) the letter from the Independent Board Committee which contains the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Second Deed of Amendment and the transactions contemplated thereunder; (ii) the letter from the Independent Financial Adviser which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the Second Deed of Amendment and the transactions contemplated thereunder; and (iii) the additional information set out in the appendix to this circular and the notice of the SGM.

Shareholders and potential investors of the Company should note that the Amendments are subject to the fulfilment of the conditions precedent under the Second Deed of Amendment. Therefore, the Second Deed of Amendment may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in doubt, they should consult their professional advisers.

Yours faithfully,
By order of the Board
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman and Chief Executive Officer

The following is the text of a letter of recommendation from the Independent Board Committee to the Independent Shareholders prepared for the purpose of inclusion in this circular.

FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

22 October 2026

To the Independent Shareholders

Dear Sir or Madam,

CONNECTED TRANSACTION IN RELATION TO THE AMENDMENTS TO THE 2025 CONVERTIBLE BONDS DUE 2025

We refer to the circular of the Company dated 22 October 2026 (the "**Circular**") of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders as to whether the Second Deed of Amendment and the transactions contemplated thereunder, including but not limited to, the grant of the Specific Mandate for the allotment and issue of the Conversion Shares are on normal commercial terms, fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders how to vote at the SGM.

Merdeka Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this respect. Details of its advice together with the principal factors and reasons it has taken into consideration on giving its advice, are contained in its letter set out on pages 24 to 55 of the Circular. Your attention is also drawn to the letter from the Board and the additional information set out in the appendices to the Circular.

Having taken into account the principal factors and reasons considered by, and the advice of Merdeka Corporate Finance Limited, we considered that although the entering into of the Second Deed of Amendment are not in the ordinary and usual course of business of the Group, the Second Deed of Amendment and the grant of the Specific Mandates for the allotment and

issue of the Conversion Shares are on normal commercial terms and fair and reasonable so far as the Independent Shareholders are concerned, and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Second Deed of Amendment, the granting of the Specific Mandate and the transactions contemplated respectively thereunder.

Yours faithfully,
For and on behalf of
the Independent Board Committee

Mr. Chen Li **Mr. Chow Siu Ngor** **Mr. Lau Ho Kit, Ivan**

Independent Non-executive Directors

The following is the full text of a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Second Deed of Amendment and the transactions contemplated thereunder in relation to the 2025 Convertible Bonds, which has been prepared for the purpose of incorporation in the Circular.

Room 1108–1110, 11/F
Wing On Centre
111 Connaught Road Central
Hong Kong

22 October 2026

To: the Independent Board Committee and the Independent Shareholders of CCT Fortis Holdings Limited

Dear Sir and Madam,

CONNECTED TRANSACTION IN RELATION TO THE AMENDMENTS TO THE 2025 CONVERTIBLE BONDS DUE 2025

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Second Deed of Amendment and the transactions contemplated thereunder, including the Specific Mandate, details of which are set out in the letter from the Board (the "**Board Letter**") contained in the circular of CCT Fortis Holdings Limited (the "**Company**") dated 22 October 2026 (the "**Circular**"). Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Circular.

References are made to the announcements of the Company dated 16 November 2022, 11 January 2023 and 20 January 2023, and the circular of the Company dated 19 December 2022 in relation to the issue of the 2025 Convertible Bonds in the aggregate principal amount of HK$220,000,000 to Treasure Goal. References are also made to the announcements of the Company dated 17 May 2023 and 5 June 2024, in relation to, amongst others, the transfer and conversion of part of the 2025 Convertible Bonds. References are also made to the announcements of the Company dated 2 January 2026 and 25 February 2026, and the circular of the Company dated 9 February 2026 in relation to the entering into of the amendment deed on 2 January 2026 for the amendments to be made to the 2025 Convertible Bonds (the "**First Deed of Amendment**"). As such amendment deed was not approved by the Independent Shareholders at the special general meeting of the Company held on 25 February 2026, the conditions of such amendment deed had not been satisfied and the amendments thereunder did not take effect.

The 2025 Convertible Bonds fell due on 31 December 2025 pursuant to the existing terms and conditions of the 2025 Convertible Bonds.

On 11 September 2026, after trading hours, the Company and the Bondholders entered into the Second Deed of Amendment, pursuant to which they conditionally agreed to amend the terms of the 2025 Convertible Bonds by (i) extending the maturity date from 31 December 2025 to 31 December 2028; (ii) amending the conversion price to HK$0.27 per Conversion Share from and including the date of the amendments under the Second Deed of Amendment having become effective to and including the Extended Maturity Date; and (iii) reducing the interest rate from 4.5% per annum to 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date (collectively, the "**Amendments**").

As at the Latest Practicable Date, the outstanding principal amount of the 2025 Convertible Bonds was HK$87,920,000, comprising HK$83,000,000 held by Treasure Goal and HK$4,920,000 held by Cheer Fame, respectively. Save for the Amendments, the Board Letter states that all other terms and conditions of the 2025 Convertible Bonds remain unchanged and in full force and effect.

LISTING RULES IMPLICATIONS

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. Accordingly, an application will be made by the Company to the Stock Exchange for the approval of the Amendments. An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares which may fall to be issued upon conversion of the 2025 Convertible Bonds. No application will be made for the listing of the 2025 Convertible Bonds on the Stock Exchange or any other stock exchange.

Treasure Goal, one of the Bondholders, is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and Cheer Fame, the other Bondholder, is beneficially and wholly owned by Mr. TK Mak, the chairman and the chief executive officer of Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak, and hence Treasure Goal and Cheer Fame are connected persons of the Company under Chapter 14A of the Listing Rules. As at the Latest Practicable Date, Mr. Mak held 2,558,965 Shares, representing approximately 1.60% of the issued share capital of the Company, and Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in 101,457,807 Shares held by Capital Winner, New Capital and Capital Force. These interests amounted to 104,016,772 Shares in aggregate, representing approximately 65.02% of the issued share capital of the Company. Accordingly, the entering into of the Second Deed of Amendment constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Mak has abstained from voting on the resolutions in relation to the Second Deed of Amendment and the transactions contemplated thereunder, including the grant of the Specific Mandate proposed to the Board. Save as disclosed above, none of the Directors whom attended the Board meeting has a material interest in the Second Deed of Amendment and the transactions contemplated thereunder, including the grant of the Specific Mandate.

THE INDEPENDENT BOARD COMMITTEE

An Independent Board Committee comprising Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan, being all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Second Deed of Amendment and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Conversion Shares. We, Merdeka Corporate Finance Limited ("**Merdeka**"), have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the Second Deed of Amendment and the transactions contemplated thereunder, including the grant of the Specific Mandate, are on normal commercial terms, are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole, and how the Independent Shareholders should vote on the relevant resolution(s) to be proposed at the SGM.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with, or interests in, the Company that could reasonably be regarded as relevant to our independence. Apart from normal professional fees payable to us in connection with this engagement, no arrangements exist whereby we had received any fees or benefits from the Company or any other party to the transactions that could reasonably be regarded as relevant to our independence. During the past two years, we did not have any engagement with the Company or the Directors, chief executives of the Company and substantial Shareholders or any of their associates. Therefore, we consider that we are independent of the Company pursuant to the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have performed the procedures and taken the steps which we consider necessary, including reviewing the relevant agreements, documents and information provided by the Company and, where appropriate, cross-checking such information against relevant publicly available information, statistics, market data and applicable rules and regulations. We have also considered the information, facts and representations provided, and the opinions expressed, by the Company, the Directors and/or the management of the Group (the "**Management**") and/or contained or referred to in the Circular were true, accurate and complete at the time they were made and will continue to be so up to the date of the SGM.

The documents reviewed include, but are not limited to: (i) the Second Deed of Amendment; (ii) the announcement of the Company dated 11 September 2026 in relation to the Second Deed of Amendment; (iii) the circular of the Company dated 9 February 2026 and the supplemental announcement dated 12 March 2026 in relation to the previous proposed amendments to the 2025 Convertible Bonds; (iv) the annual report of the Company for the year ended 31 December 2025 (the "**2025 Annual Report**"); (v) the interim report of the Company for the six months ended 30 June 2026 (the "**2026 Interim Report**"); (vi) other relevant information contained in the Circular; and (vii) other relevant publicly available information.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors and the Management, nor have we conducted any form of an in-depth investigation into the business and affairs or the future prospects of the Group.

This letter is issued to provide the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Second Deed of Amendment and the transactions contemplated thereunder. Except for its inclusion in the Circular, this letter is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent. Our opinion is based on the financial, economic, market, and other conditions in effect and the information made available to us as at the Latest Practicable Date.

PRINCIPAL FACTORS AND REASONS TAKEN INTO CONSIDERATION

1. Background information of the parties involved

1.1. The Group

Background information of the Group

As referred to the Board Letter, the Group is principally engaged in (i) property business; (ii) securities business; (iii) multifaceted automotive business and investments in valuable collections; and (iv) cultural entertainment business.

Financial information of the Group

Set out below is a summary of the consolidated financial information of the Group for (i) the six months ended 30 June 2025 and 2026 as extracted from the 2026 Interim Report; and (ii) the years ended 31 December 2024 ("**FY2024**") and 31 December 2025 ("**FY2025**") as extracted from the 2025 Annual Report, respectively.

	For the six months ended 30 June		**For the year ended 31 December**	
	2026	**2025**	**2025**	**2024**
	HK$ million	*HK$ million*	*HK$ million*	*HK$ million*
	Unaudited	*Unaudited and restated*	*Audited*	*Audited and restated*
Revenue	229	238	606	530
Gross profit	40	46	98	116
Loss for the period/year	(128)	(210)	(327)	(396)

	As at 30 June 2026	**As at 31 December 2025**
	HK$ million	*HK$ million*
	Unaudited	*Audited*
Non-current assets	1,656	1,677
Current assets	667	823
Current liabilities	(988)	(1,014)
Net current liabilities	(321)	(191)
Non-current liabilities	(1,105)	(1,128)

For the six months ended 30 June 2026 and 30 June 2025

The Group's revenue from continuing operations decreased by approximately 3.8% from approximately HK$238 million for the six months ended 30 June 2025 (restated) to approximately HK$229 million for the six months ended 30 June 2026. According to the 2026 Interim Report, such decrease was primarily attributable to the disposal of businesses involving landscape design services, retail sales of flowers and plants, and food and beverage services in July 2025. This was partly offset by an increase in revenue from the Ferrari business, driven by an accelerated pace of vehicle deliveries.

The Group's gross profit from continuing operations decreased by approximately 13.0% from approximately HK$46 million for the six months ended 30 June 2025 (restated) to approximately HK$40 million for the six months ended 30 June 2026. The corresponding gross profit margin decreased from approximately 19.3% to approximately 17.5%.

The Group recorded a net loss attributable to owners of the Company of approximately HK$128 million for the six months ended 30 June 2026, compared with approximately HK$210 million for the corresponding period in 2025, representing a decrease of approximately 39.0%. The reduction in loss was primarily attributable to (i) a decrease in impairment loss on a property included in assets of disposal groups classified as held for sale from approximately HK$99 million to approximately HK$26 million; and (ii) a decrease in administrative expenses of approximately HK$22 million following the aforementioned business disposals.

As at 30 June 2026, the Group recorded net current liabilities and net assets of approximately HK$321 million and HK$230 million, respectively, compared with approximately HK$191 million and HK$358 million as at 31 December 2025. The increase in net current liabilities was mainly attributable to the utilisation of working capital for daily operations and the aforementioned property impairment loss. Cash and cash equivalents amounted to approximately HK$13 million as at 30 June 2026, compared with approximately HK$12 million as at 31 December 2025.

For the year ended 31 December 2025 and 31 December 2024

The Group's revenue from continuing operations increased by approximately 14.3% from approximately HK$530 million for FY2024 (restated) to approximately HK$606 million for FY2025. According to the 2025 Annual Report, such increase was mainly attributable to the additional revenue contributed by the Ferrari business. The comparative revenue and gross profit figures for FY2024 were restated to reflect the presentation of the logistics business as discontinued operations.

The Group's gross profit from continuing operations decreased by approximately 15.5% from approximately HK$116 million for FY2024 (restated) to approximately HK$98 million for FY2025. The corresponding gross profit margin decreased from approximately 21.9% to approximately 16.2%.

The Group recorded a net loss attributable to owners of the Company of approximately HK$327 million for FY2025, compared with approximately HK$396 million for FY2024, representing a decrease of approximately 17.4%. According to the 2025 Annual Report, the reduction in loss was mainly attributable to the implementation of cost control measures, which resulted in a decrease in administrative expenses of approximately HK$51 million. Nevertheless, the Group's loss for FY2025 included a non-cash fair value loss on investment in a film of approximately HK$64 million, impairment of a promissory note receivable of approximately HK$5 million and impairment of assets of disposal groups classified as held for sale of approximately HK$79 million.

As at 31 December 2025, the Group recorded net current liabilities and net assets of approximately HK$191 million and HK$358 million, respectively, compared with approximately HK$1,150 million and HK$672 million as at 31 December 2024. The reduction in net current liabilities was primarily attributable to the reclassification of certain bank and other borrowings from current liabilities to non-current liabilities. Meanwhile, the Group's cash and cash equivalents decreased from approximately HK$45 million as at 31 December 2024 to approximately HK$12 million as at 31 December 2025.

1.2. Background of the Bondholders

Treasure Goal, one of the Bondholders, is beneficially and ultimately owned by Mr. Mak, the chairman, chief executive officer, an executive Director and controlling Shareholder of the Company. Cheer Fame, the other Bondholder, is beneficially and wholly owned by Mr. TK Mak, the chairman and chief executive officer of Blackbird Group, a controlling Shareholder of the Company and the son of Mr. Mak. Accordingly, Treasure Goal and Cheer Fame are connected persons of the Company under Chapter 14A of the Listing Rules. Both Treasure Goal and Cheer Fame are principally engaged in investment holding.

As at the Latest Practicable Date, Mr. Mak held 2,558,965 Shares directly and was deemed under Part XV of the SFO to be interested in 101,457,807 Shares held by Capital Winner, New Capital and Capital Force. These interests amounted to 104,016,772 Shares in aggregate, representing approximately 65.02% of the issued share capital of the Company.

2. Reasons for and benefits of the Second Deed of Amendment

Liquidity needs of the Group

With reference to the Board Letter, the Company had previously entered into the First Deed of Amendment dated 2 January 2026 in relation to the proposed amendments to the terms of the 2025 Convertible Bonds. However, such deed of amendment was not approved by the Independent Shareholders at the special general meeting of the Company held on 25 February 2026. Accordingly, the conditions of such deed of amendment were not satisfied and the amendments contemplated thereunder did not take effect. After the First Deed of Amendment was not approved by the Independent Shareholders, the Company was actively exploring alternative funding arrangements with a view to meeting its obligations under the 2025 Convertible Bonds including (i) new debt financing and additional bank borrowings; (ii) other fund-raising activities such as placing of new shares and rights issue; and (iii) disposal of certain assets of the Group to generate additional cash inflows, for the purpose of securing sufficient resources for the repayment of the principal amount of and interest accrued on the 2025 Convertible Bonds in an orderly manner. The Company had also been in discussion with the bondholders of the 2025 Convertible Bonds with a view to securing undertakings from the bondholders not to demand for the repayment of the principal amount of and interest accrued on the 2025 Convertible Bonds for a period of exceeding one year.

In view of the Group's net current liability position as at 30 June 2026 and the Company's insufficient financial capacity to meet its redemption obligation in respect of the 2025 Convertible Bonds, which matured on 31 December 2025, the Company entered into the Second Deed of Amendment with the Bondholders on 11 September 2026, pursuant to which the parties conditionally agreed to amend certain terms of the 2025 Convertible Bonds.

Under the Second Deed of Amendment, the maturity date of the 2025 Convertible Bonds is proposed to be extended from 31 December 2025 to 31 December 2028 (the "**Extended Maturity Date**"). The Conversion Price is proposed to be adjusted to HK$0.27 per Conversion Share for the period from and including the date on which the Amendments become effective to and including the Extended Maturity Date. The interest rate is also proposed to be reduced from 4.5% per annum to 0% per annum for the period from and including 11 September 2026 to and including the Extended Maturity Date.

As stated in the Board Letter, the proposed extension would defer the Company's principal repayment obligation. Upon the Amendments becoming effective, the outstanding balance of the 2025 Convertible Bonds is expected to be reclassified as a non-current liability, subject to the applicable accounting requirements. The extension would allow the Group to retain its financial resources for a longer period and provide greater flexibility in deploying working capital for its business operations and development. The reduction in the interest rate would also reduce the Group's contractual financing costs and future cash outflows. Based on the outstanding principal amount of HK$87,920,000, the annualised contractual interest saving would be approximately HK$3,960,000, assuming that the entire principal amount remains outstanding. Such saving relates to interest accruing from 11 September 2026 and does not represent a waiver of interest accrued before that date.

Based on our review of the 2025 Annual Report and the 2026 Interim Report, the Group recorded net losses attributable to owners of the Company of approximately HK$327 million for FY2025 and HK$128 million for the six months ended 30 June 2026. As at 30 June 2026, the Group had net current liabilities of approximately HK$321 million and cash and cash equivalents of approximately HK$13 million, compared with approximately HK$191 million and HK$12 million, respectively, as at 31 December 2025.

We further noted from the 2025 Annual Report that the independent auditor expressed an unmodified opinion and included a section headed "Material uncertainties relating to going concern", drawing attention to circumstances that may cast significant doubt on the Group's ability to continue as a going concern. The 2026 Interim Report also disclosed significant uncertainties as to whether the Group could successfully implement its plans and measures to improve its liquidity.

Against this background, we consider that, upon becoming effective, the Amendments would alleviate part of the Group's repayment pressure by deferring the principal repayment obligation under the 2025 Convertible Bonds and reducing the related contractual interest costs. However, the Amendments would not, by themselves, resolve the Group's overall liquidity difficulties or the uncertainties relating to going concern.

As at the Latest Practicable Date, the outstanding principal amount of the 2025 Convertible Bonds was HK$87.92 million, comprising HK$83.00 million held by Treasure Goal and HK$4.92 million held by Cheer Fame, respectively. By comparison, the Group's cash and cash equivalents amounted to approximately HK$13 million as at 30 June 2026. This balance was substantially below the outstanding principal amount of the 2025 Convertible Bonds and would have been insufficient to repay that principal in full. In addition, the Group needed to retain cash resources to meet its other obligations, including accrued interest as it became payable, other debt repayments and daily operating expenses.

As mentioned in the Board Letter, in the event the Second Deed of Amendment is not approved by the Independent Shareholders at the SGM, the principal amount of the 2025 Convertible Bonds will remain outstanding and unpaid after its maturity on 31 December 2025. This would constitute a default under the 2025 Convertible Bonds, which could impair the Group's ability to obtain debt financing from financial institutions and create further financial strain on the Group, thereby negatively affecting its financial position and creating material uncertainties that may cast significant doubt on its ability to continue operating as a going concern.

Alternative financing methods

We were advised by the Management that it had also considered alternative financing methods, including debt financing, a placing of new shares, a rights issue, an open offer and disposal of assets. As mentioned above, the Company continued to explore these alternatives following the rejection of the First Deed of Amendment by the Independent Shareholders.

Regarding the current facilities of the Group, we have discussed with the Management regarding the current facilities of the Company and were advised that all of the current facilities have been drawn down and utilised as at the Latest Practicable Date, therefore no current facilities was able to repay the 2025 Convertible Bonds.

Regarding debt financing, as understood from the Board Letter, the Company has approached two of its existing banks but they refused to increase the facility amount. After the First Deed of Amendment was not approved by the Independent Shareholders, the Company has also contacted three other financial institutions to explore potential new credit lines in addition to the discussions with two other financial institutions. In view of the Group's net current liability position of approximately HK$321 million as at 30 June 2026, it would be very difficult for the Group to obtain further debt financing with favourable terms. In addition, certain of the Group's assets with a net book value of approximately HK$1,647 million and time deposits of approximately HK$17 million have already been pledged to secure bank and other borrowings as at 30 June 2026. As such, no new facility had been successfully secured as at the Latest Practicable Date.

For our assessment, we obtained and reviewed the timeline regarding the Group's approaching to five financial institutions for additional financing. After the First Deed of Amendment was not approved by the Independent Shareholders, we noted that the Group met with three financial institutions from April 2026 and up to July 2026. As advised by

the Management, following the financial institutions' review of the Group's financial information, no further substantive feedback was received and no new facilities have been secured as at the Latest Practicable Date.

Additional borrowings may require further asset pledges, guarantees or financial covenants. We noted that certain of the Group's assets with a net book value of approximately HK$1,647 million and time deposits of approximately HK$17 million were already pledged to secure bank and other borrowings as at 30 June 2026. Furthermore, additional interest-bearing borrowings would entail interest payments and potentially arrangement fees, whereas the Amendments would reduce the contractual interest rate on the 2025 Convertible Bonds to nil upon becoming effective, with effect from 11 September 2026. Accordingly, additional interest-bearing debt financing to repay the 2025 Convertible Bonds could impose a greater financing cash outflow burden on the Group than the proposed Amendments.

As to a placing of new shares, we were advised by the Management that the Company would need to identify investors willing to subscribe for sufficient new shares. Given the Group's continuing losses and liquidity constraints, the Company believes that the amount obtainable and the time required to secure investors may be uncertain. In addition, potential investors may also require a discount to the prevailing market price, and placing commissions and other transaction expenses would reduce the net proceeds available for repayment of the outstanding bonds. Furthermore, a placing would result in immediate dilution to existing Shareholders upon the issue of new Shares. By comparison, the Amendments would not themselves result in immediate dilution, as dilution would arise upon the exercise of the conversion rights attached to the 2025 Convertible Bonds as amended by the Second Deed of Amendment.

As to a rights issue or an open offer, existing Shareholders would have an opportunity to participate in fundraising on a pro rata basis. However, the proceeds obtainable would depend on subscription support and any underwriting or other funding commitments. Given the Group's continuing losses and financial position, Shareholders' willingness to contribute additional funds may be uncertain. Without sufficient committed support, a subscription shortfall could leave the Company unable to repay the outstanding bonds in full. A rights issue or an open offer would also require preparation of the relevant offering documents and involve additional professional expenses. Underwriting or placing arrangements, if required, would further increase the fundraising costs and reduce the net proceeds available for repayment. Furthermore, participating Shareholders would need to contribute additional funds, while those who do not participate would be subject to dilution. The time required to arrange and complete such fundraising would also be relevant, given that the bonds are already overdue. Accordingly, a rights issue or an open offer may involve uncertainty regarding both the amount and timing of net proceeds available to meet the outstanding repayment obligation.

As regards disposal of assets, we noted from the Board Letter that the Group entered into an agreement to dispose of a property for HK$42.45 million, as announced by the Company on 22 May 2026. However, the proceeds were required to be applied towards

repayment of the Group's outstanding revolving loans secured by a mortgage over that property and were therefore unavailable for partial settlement of the 2025 Convertible Bonds.

Our view

Having considered (i) the Group's continuing liquidity constraints and overdue obligations under the 2025 Convertible Bonds; (ii) the proposed extension of the maturity date to the Extended Maturity Date, which would defer principal repayment and preserve the Group's cash resources; (iii) the proposed reduction in the contractual interest rate from 4.5% per annum to nil for the period from and including 11 September 2026 to and including the Extended Maturity Date, which would reduce contractual financing costs; and (iv) the availability of existing borrowing facilities, the status of additional financing discussions, and the costs, timing and uncertainties associated with asset disposals as discussed above, we consider that, upon becoming effective, the Amendments would alleviate the Group's repayment pressure and provide greater flexibility in deploying its working capital. Taking into account these benefits, together with our assessment of the Conversion Price, potential dilution and treatment of accrued interest as discussed below in this letter, we consider that the terms and conditions of the Second Deed of Amendment are fair and reasonable so far as the Independent Shareholders are concerned, and that the Amendments are in the interests of the Company and the Shareholders as a whole.

3. The Second Deed of Amendment

3.1. Principal terms of the Second Deed of Amendment

On 11 September 2026, after trading hours, the Company and the Bondholders entered into the Second Deed of Amendment pursuant to which the Company and the Bondholders have conditionally agreed to amend the terms of the 2025 Convertible Bonds as follows:

i) the maturity date of the 2025 Convertible Bonds be extended for three (3) years from 31 December 2025 to the Extended Maturity Date;

ii) the conversion price of the 2025 Convertible Bonds be changed to HK$0.27 per Conversion Share from and including the date of the amendments under the Second Deed of Amendment having become effective to and including the Extended Maturity Date; and

iii) the interest rate of the 2025 Convertible Bonds be decreased from 4.5% per annum to 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date,

save for the Amendments, all other terms and conditions of the 2025 Convertible Bonds remain unchanged and in full force and effect.

An application will be made by the Company to the Stock Exchange for the approval of the Amendments pursuant to Rule 28.05 of the Listing Rules.

Undertaking by the Bondholders

Each of the Bondholders irrevocably and unconditionally undertakes to the Company that, (a) it will not assign or transfer any part of the outstanding principal amount of the 2025 Convertible Bonds to any transferee pursuant to the terms and condition of the 2025 Convertible Bonds on or before the Long Stop Date or the date of the Amendments having become effective, whichever is earlier; and (b) it will not take any action or proceedings against the Company to enforce repayment of any amount due and repayable by the Company under the 2025 Convertible Bonds pursuant to the terms and conditions of the 2025 Convertible Bonds on or before the Long Stop Date or the date of the Amendments having become effective, whichever is earlier.

Conditions of the Second Deed of Amendment

The Second Deed of Amendment is conditional upon:

(i) the passing by the Independent Shareholders at the SGM of the necessary resolutions to approve the Second Deed of Amendment, the transactions contemplated thereunder and the Specific Mandate;

(ii) the Company having obtained the approval for the Amendments from the Stock Exchange in accordance with Rule 28.05 of the Listing Rules;

(iii) the Listing Committee having granted listing of, and permission to, deal in the Conversion Shares to be allotted and issued upon the exercise of conversion rights attached to the 2025 Convertible Bonds;

(iv) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Second Deed of Amendment and the Amendments having been obtained and remained in full force and effect; and

(v) all necessary consents and approvals required to be obtained on the part of the Bondholders in respect of the Second Deed of Amendment and the Amendments having been obtained and remained in full force and effect.

The Amendments shall take effect on the next Business Day when all the conditions above are fulfilled. None of the above conditions can be waived. If any of the above conditions is not fulfilled on or before the Long Stop Date, the Second Deed of Amendment shall automatically be terminated and be of no further effect and the Company and the Bondholders shall be released from all obligations thereunder.

As at the Latest Practicable Date, none of the above conditions precedent have been fulfilled.

3.2. Principal terms of the 2025 Convertible Bonds immediately after the Amendments

All the terms of the 2025 Convertible Bonds shall remain unchanged save as revised by the Amendments. The principal terms of the 2025 Convertible Bonds as disclosed in the announcement of the Company dated 16 November 2022 and the circular of the Company dated 19 December 2022 (as revised by the Amendments) are summarised below:

Issue price:	100% of the principal amount
Aggregate outstanding principal amount:	HK$87,920,000
Conversion price:	The Conversion Price shall be HK$0.27 per Conversion Share, subject to adjustments as hereafter described. The Conversion Price of HK$0.27 per Conversion Share was determined after arm's length negotiations between the Company and the Bondholders with reference to the prevailing market price of the Shares.
Adjustment events:	The Conversion Price shall from time to time be subject to adjustment upon occurrence of the following events: (i) an alteration to the nominal number of the Shares by way of consolidation, sub-division, or reclassification; (ii) an issue (other than in lieu of cash dividend and other than issue that would amount to capital distribution) of any Shares credited as fully paid to the Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund); (iii) a capital distribution (in cash or specie and whether on a reduction of capital or otherwise) to the Shareholders or grant to the Shareholders rights to acquire for cash assets of the Group; (iv) an offer of new Shares to the Shareholders for conversion by way of rights, or grant, to Shareholders of any options or warrants to subscribe for new Shares, at a price which is less than 90% of the market price on the date of the announcement of the terms of the offer or grant;

(v) (aa) an issue of securities wholly for cash or for reduction of liabilities or for acquisition of asset which by their terms are convertible into or exchangeable for or carry rights of conversion for new Shares, and the total effective consideration per Share initially receivable for such securities is less than 90% of the market price on the date of the announcement of the terms of issue of such securities; (bb) modification of the rights of conversion or exchange or subscription attached to any such securities as are mentioned in section (aa) of this paragraph (v), so that the total effective consideration per Share initially receivable for such securities shall be less than 90% of the market price on the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;

(vi) an issue of any Shares wholly for cash or for reduction of liabilities at a price per Share which is less than 90% of the market price on the date of the announcement of the terms of such issue; and

(vii) an issue of any Shares for the acquisition of asset at a total effective consideration per Share which is less than 90% of the market price at the date of the announcement of the terms of such issue.

Interest rate:

(a) 4.5% per annum from and including the date of issue of the 2025 Convertible Bonds to and including 10 September 2026; and

(b) 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date.

Interest accrued on the 2025 Convertible Bonds would not be convertible into the Conversion Shares.

Conversion Shares:

Based on the aggregate outstanding principal amount of the 2025 Convertible Bonds of HK$87,920,000, the 2025 Convertible Bonds are convertible into 325,629,629 Conversion Shares at the initial conversion price of HK$0.27 per Conversion Share (subject to adjustments), which represents:

(i) approximately 203.56% of the total issued share capital of the Company as at the Latest Practicable Date; and

(ii) approximately 67.06% of the total issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares upon exercise in full of the conversion rights attaching to the 2025 Convertible Bonds.

Conversion period: The period commencing from the issue date of the 2025 Convertible Bonds up to 4:00 p.m. (Hong Kong time) on the day immediately prior to and exclusive of the Extended Maturity Date.

Conversion rights and restrictions: The holder(s) of the 2025 Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions thereunder, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the 2025 Convertible Bonds registered in its name into the Conversion Shares provided further that (i) any conversion shall be made in amounts of not less than a whole multiple of HK$500,000 on each conversion save that if at any time the aggregate outstanding principal amount of the 2025 Convertible Bonds is less than HK$500,000, the whole (but not part only) of the outstanding principal amount of the 2025 Convertible Bonds may be converted; and (ii) the exercise of the conversion rights attached to the 2025 Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules.

Early redemption at the option of the Company: The Company shall be entitled at its sole discretion, by giving not less than seven (7) days' notice to the holder(s) of the 2025 Convertible Bonds, propose to the holder(s) to redeem the outstanding 2025 Convertible Bonds (in multiples of HK$500,000 or such lesser amount as may represent the entire principal amount thereof) an amount equivalent to 100% of the principal amount of such outstanding 2025 Convertible Bonds at any time after the date of issue of the 2025 Convertible Bonds up to and including the date falling seven (7) days immediately before the Extended Maturity Date.

Ranking: The Conversion Shares, when allotted and issued, shall rank pari passu in all respects with the Shares in issue on the relevant conversion date including the right to all dividends or other distributions, paid or made on or after the relevant conversion date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the relevant conversion date.

Extended Maturity Date:	31 December 2028
Voting rights:	The holder(s) of the 2025 Convertible Bonds shall not have any right to attend or vote in any general meeting of the Company.
Transferability:	Subject to compliance with the Listing Rules, the 2025 Convertible Bonds may be transferred or assigned in whole or in part in integral multiples of HK$500,000 by the holder(s) of the 2025 Convertible Bonds to any party, save and except that the 2025 Convertible Bonds shall not be transferred to a connected person of the Company unless with the prior written consent of the Company.
Security:	The obligations of the Company under the 2025 Convertible Bonds are unsecured.

4. Evaluation of the Conversion Price

4.1 Review of share price performance

The Conversion Price of HK$0.27 per Conversion Share represents:

(i) a discount of approximately 12.90% to the closing price of HK$0.31 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 8.47% to the closing price of HK$0.295 per Share as quoted on the Stock Exchange on the date of the Second Deed of Amendment;

(iii) a discount of approximately 8.78% to the average closing prices of HK$0.296 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Second Deed of Amendment; and

(iv) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 5.89%, represented by the theoretical diluted price (as defined under Rule 7.27B of the Listing Rules) of approximately HK$0.2786 per Share, to the benchmarked price of HK$0.296 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (a) the closing price of HK$0.295 per Share on the date of the Second Deed of Amendment and (b) the average closing price of HK$0.296 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the date of the Second Deed of Amendment.

As referred to the Board Letter, we understood that the Conversion Price was determined with reference to, among other things, (i) the original conversion price; (ii) the Group's liquidity constraints and the need to preserve cash resources for ongoing operations; (iii) the prevailing market price and limited trading liquidity of the Shares; (iv) the terms of the Amendments, including the extension of maturity and reduction of the interest rate to nil; and (v) the difficulties in securing additional debt financing and the potential financing costs associated with such borrowings as detailed in the section headed "2. Reasons for and benefits of the Second Deed of Amendment" above in this letter.

In order to assess the fairness and reasonableness of the Conversion Price, we have reviewed the daily closing prices of the Shares as quoted on the Stock Exchange during the period from 12 September 2025 up to and including 11 September 2026, being the date of the Second Deed of Amendment (the "**Review Period**"). On 27 February 2026, the Company implemented a share consolidation on the basis of every ten existing Shares being consolidated into one consolidated Share. Accordingly, for comparison purposes, the closing prices prior to 27 February 2026 have been adjusted by multiplying them by ten to present all closing prices on a post-consolidation basis.

We consider that the Review Period, covering approximately twelve months immediately preceding and including the date of the Second Deed of Amendment, provides a reasonable reference for assessing the historical trading price performance of the Shares, including shorter-term fluctuations and the overall price trend, and comparing the Conversion Price with such historical trading prices.

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

As illustrated in the chart above, during the Review Period, the daily closing prices of the Shares, adjusted for the effect of the share consolidation, ranged from HK$0.270 to HK$0.900 per Share, with an average of approximately HK$0.575 per Share. The highest closing price of HK$0.900 was recorded on 6 January 2026, while the lowest closing price of HK$0.270 was recorded on each of the seven consecutive trading days from 26 August 2026 to 3 September 2026. The Conversion Price of HK$0.270 per Conversion Share is equal to the lowest closing price during the Review Period and represents discounts of approximately 70.00% and 53.05% to the highest and average closing prices, respectively.

The closing prices of the Shares generally exhibited a downward trend during the Review Period, declining from HK$0.840 on 12 September 2025 to HK$0.295 on 11 September 2026, representing a decrease of approximately 64.88%, notwithstanding certain intervening fluctuations. On 2 January 2026, being the date of the Company's announcement of the first proposed amendments to the 2025 Convertible Bonds, the Shares closed at HK$0.710. The closing price decreased to HK$0.650 on 5 January 2026 before increasing by approximately 38.46% to HK$0.900 on 6 January 2026. On 25 February 2026, being the date of the announcement that the first proposed amendments had not been approved by the Independent Shareholders, the Shares closed at HK$0.650, followed by HK$0.670 on 26 February 2026.

The Shares closed at HK$0.520 on 12 March 2026, being the date of the Company's announcement regarding its efforts to explore alternative funding arrangements, and increased to HK$0.680 on 13 March 2026. However, these increases were not sustained. The Shares subsequently closed at HK$0.530 on 30 March 2026, being the date of the announcement of the Company's 2025 annual results, and HK$0.440 on 22 May 2026, being the date of the announcement of the proposed property disposal. The closing price declined further to HK$0.270 on 28 August 2026, being the date of the 2026 interim results announcement, before recovering to HK$0.295 on 11 September 2026, being the date of the Second Deed of Amendment. As confirmed by the Management, the Company was not aware of any specific reason for the aforesaid fluctuations in the price of the Shares.

4.2 Trading liquidity of the Shares

We have also reviewed the historical liquidity of the Shares. The following table sets out the average daily trading volume per month/period of the Shares during the Review Period:

	Average daily trading volume of Shares during the period/month *(Shares)* *(Note 1)*	**Percentage of average daily trading volume of Shares to the total number of issued Shares as at the end of the relevant period/month** *(%)* *(Note 2)*
2025		
September 12–30	23,629	0.0148%
October	81,597	0.0510%
November	15,929	0.0100%
December	6,083	0.0038%
2026		
January	44,706	0.0279%
February	34,279	0.0214%
March	11,387	0.0071%
April	16,987	0.0106%
May	27,754	0.0173%
June	5,469	0.0034%
July	9,891	0.0062%
August	5,867	0.0037%
September 1–11 (being the date of the Second Deed of Amendment)	3,000	0.0019%
Maximum	**81,597**	**0.0510%**
Minimum	**3,000**	**0.0019%**
Average	**22,409**	**0.0140%**

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

Notes:

1. Computed by dividing the total daily trading volume of the Shares by the number of trading days of the respective corresponding period/month.

2. Computed by dividing the average daily trading volume of the Shares by the total number of issued Shares at the end of the relevant period/month.

During the Review Period, the average daily trading volume of the Shares for each month or partial month ranged from approximately 3,000 Shares to approximately 81,597 Shares. The overall average daily trading volume, calculated by dividing the aggregate trading volume by the total number of trading days during the Review Period, was approximately 22,409 Shares. On a basis adjusted for the share consolidation, the monthly or partial-month average daily trading volumes represented approximately 0.0019% to 0.0510% of the total issued Shares, while the overall average daily trading volume represented approximately 0.0140%.

For illustrative purposes, assuming full conversion of the outstanding principal amount of the 2025 Convertible Bonds at the Conversion Price of HK$0.270 per Conversion Share, a total of 325,629,629 Conversion Shares would be allotted and issued to the Bondholders. These would represent approximately 203.56% of the issued share capital of the Company as at the Latest Practicable Date and approximately 67.06% of its issued share capital as enlarged by the issue of the Conversion Shares, assuming no other change in the issued share capital. Such full conversion is hypothetical and remains subject to the conversion restrictions, including compliance with the applicable minimum public float requirement.

Given the generally low liquidity of the Shares during the Review Period, the Bondholders may encounter difficulties in disposing of a substantial portion of the Conversion Shares in the market within a short period. In addition, the disposal of a large number of Shares within a short period could exert substantial downward pressure on the market price of the Shares, which could adversely affect the Group's ability to raise equity financing. We therefore consider that the limited trading liquidity is a relevant factor in assessing the commercial rationale for the discount represented by the Conversion Price.

4.3 Comparison with other issuance and subscription of convertible bonds/notes exercises

As part of our analysis, we have further reviewed transactions announced during the Review Period by companies listed on the Main Board of the Stock Exchange involving (i) issues of convertible bonds/notes by way of placing or subscription under specific mandates; or (ii) extensions of the maturity dates of existing convertible bonds/notes under specific mandates, excluding transactions where the issuers' shares were suspended from trading as at the Latest Practicable Date or the proposals had been rejected by shareholders (the "**Comparable Transactions**"). Based on the above selection criteria, we have identified an exhaustive list of 17 Comparable Transactions.

Given that (i) the Comparable Transactions represent, to the best of our knowledge, an exhaustive list of transactions identified based on our selection criteria during the Review Period, after excluding transactions involving issuers whose shares were suspended from trading as at the Latest Practicable Date and proposals rejected by shareholders, and we have not subjectively excluded any transaction meeting such criteria; (ii) the Review Period of one year up to and including the date of the Second Deed of Amendment allows us to identify a sufficient number of Comparable Transactions to assess recent market practice; and (iii) all issuers involved in the Comparable Transactions are companies listed on the Main Board of the Stock Exchange and the transactions involved either new issues of convertible bonds/notes or extensions of the maturity dates of existing convertible bonds/notes under specific mandates, we consider that the Comparable Transactions constitute a fair and representative sample for the purpose of our analysis.

Independent Shareholders should, however, note that the businesses, operations, financial positions and prospects of the Group may differ from those of the companies involved in the Comparable Transactions. Accordingly, the Comparable Transactions serve as a general reference for recent market practice in relation to issues of convertible bonds/notes by companies listed on the Main Board of the Stock Exchange.

A summary of the Comparable Transactions is set out below:

No.	Company Name	Stock Code	Date of relevant announcement	Principal amount *(approximately HK$ million)*	Conversion price premium over/(discount to) the closing price on the respective last trading day *(Approximate)*	Conversion price premium over/ (discount to) for the last five consecutive trading days immediately prior to the respective agreement date (Excluding the date of the agreement) *(Approximate)*	Interest rate *(% p.a.)*	Term to maturity *(years)*	Net asset/ (net liabilities) *(HK$ million)*	Conversion size *(% of the existing shares)*	Status
1	Venus Medtech (Hangzhou) Inc.	2500	10-Sep-26	379.65	–2.00%	–3.60%	5%	1.0	1,767	72.60%	Approved
2	Green Leader Holdings Group Limited *(Note 1)*	61	3-Sep-26	395.00	383.52%	381.93%	0.00%	2.0	(2,138)	341.17%	Pending on the approval from the SGM
3	Novautek Technologies Group Limited	519	24 Jul 2026	33.00	14.65%	14.94%	6.00%	2.0	762	6.00%	Completed
4	Zhongke Group Holdings Limited	3321	23 Jul 2026	23.40	–5.98%	–5.98%	12.00%	0.5	(101)	27.39%	Completed
5	Value Convergence Holdings Limited	821	10 Jul 2026	41.40	–19.30%	–22.82%	0.00%	3.0	358	48.51%	Approved
6	Risecomm Group Holdings Limited	1679	27-May-26	128.46	–11.54%	–13.21%	0.00%	3.0	(62.73)	129.40%	Completed
7	Biosysen Limited	1355	26-May-26	50.00	0.00%	0.65%	0.00%	5.0	(103)	27.04%	Completed
8	Vision Values Holdings Limited	862	13-Apr-26	200.00	13.50%	22.81%	3.00%	3.0	219	132.27%	Completed
9	Man Sang International Limited	938	25-Mar-26	594.26	14.29%	–2.44%	2.00%	3.0	(587)	229.55%	Completed
10	Hony Media Group *(Note 2)*	419	22-Jan-26	60.00	160.52%	163.25%	10.00%	2.0	(19)	4.04%	Completed
11	BeijingWest Industries International Limited	2339	16-Nov-25	409.39	–34.21%	–20.00%	0.00%	1.0	786	67.50%	Completed
12	SEM Holdings Limited	9929	26-Nov-25	44.00	6.80%	5.97%	0.00%	2.0	213	20.00%	Completed
13	International Entertainment Corporation	1009	17-Nov-25	1,600.00	–16.67%	–17.08%	3.00%	5.0	773	116.86%	Completed
14	Zoomlion Heavy	1157	30-Oct-25	6,576.93	35.23%	34.11%	1.80%	5.0	68,693	7.80%	Completed
15	DTXS Silk Road Investment Holdings Company Limited	620	17-Oct-25	323.00	5.56%	6.03%	3.85%	3.0	928	42.45%	Partially completed placing closed *(Note 3)*
16	Karrie International Holdings Limited	1050	13-Oct-25	150.00	–7.26%	–15.57%	2.00%	3.0	1,079	3.23%	Completed
17	Moiselle International Holdings Limited	130	3-Oct-25	25.00	20.00%	133.64%	2.50%	3.0	317	28.94%	Completed
			Maximum	**6,576.93**	**383.52%**	**381.93%**	**12.00%**	**5.00**	**68,693**	**341.17%**	
			Minimum	**23.40**	**–34.21%**	**–22.82%**	**0.00%**	**0.50**	**(2,138)**	**3.23%**	
			Average	**649.03**	**32.77%**	**38.98%**	**3.01%**	**2.74**	**4,287.30**	**76.75%**	
	The Company			**87.92**	**–8.47%**	**–8.78%**	**0.00%**	**3.00**	**230**	**203.56%**	

Notes:

1. According to announcement of Green Leader Holdings Group Limited ("**Green Leader**", stock code: 61) dated 3 September 2026, Green Leader announced the proposed amendments to the existing HK$395 million convertible notes, including an extension of maturity and a revised conversion price. As disclosed in its circular dated 2 October 2026, the SGM is scheduled to be held on 22 October 2026. Accordingly, as at the Latest Practicable Date, the proposed amendments remained subject to Independent Shareholders' approval at the SGM.

2. Hony Media Group (stock code: 419) announced proposed amendments to its outstanding HK$60 million Tranche B convertible bonds on 22 January 2026, including an extension of the maturity date from 21 March 2026 to 21 April 2028, representing an extension of 25 months. The amendments became effective on 19 March 2026.

3. DTXS Silk Road Investment Holdings Company Limited (stock code: 620) announced a proposed placing of convertible bonds of up to HK$323 million on 17 October 2025. The placing was partially completed, with HK$11 million and HK$12 million of convertible bonds issued on 13 March 2026 and 2 April 2026, respectively, representing an aggregate principal amount of HK$23 million. The placing closed following completion of the final tranche on 2 April 2026.

Among the Comparable Transactions, we noted that the conversion prices ranged from (i) a discount of approximately 34.21% to a premium of approximately 383.52% to/over the respective closing prices of the relevant shares as quoted on the respective last trading days, with an average premium of approximately 32.77%; and (ii) a discount of approximately 22.82% to a premium of approximately 381.93% to/over the respective average closing prices for the last five consecutive trading days immediately preceding the dates of the relevant agreements, excluding the agreement dates, with an average premium of approximately 38.98%.

By comparison, the Conversion Price of HK$0.27 represents (i) a discount of approximately 8.47% to the closing price of HK$0.295 per Share on the date of the Second Deed of Amendment; and (ii) a discount of approximately 8.78% to the average closing price of HK$0.296 per Share for the last five consecutive trading days immediately preceding the date of the Second Deed of Amendment. Although the Conversion Price represents discounts whereas the Comparable Transactions recorded average premiums on both bases, the respective discounts fall within the corresponding ranges of the Comparable Transactions.

We also noted that certain issuers among the Comparable Transactions recorded net liabilities but nevertheless proposed conversion prices at premiums to their respective closing prices on the last trading days. In comparison, the Conversion Price represents a discount of approximately 8.47% to the closing price on the date of the Second Deed of Amendment. Given that the proposed Amendments would reduce the contractual interest rate of the 2025 Convertible Bonds to nil, we further examined all six Comparable Transactions carrying nil interest, having regard to their pricing terms and the financial positions of the relevant issuers.

Among these six Comparable Transactions, Value Convergence Holdings Limited, Risecomm Group Holdings Limited and BeijingWest Industries International Limited adopted conversion prices at discounts of approximately 19.30%, 11.54% and 34.21%, respectively, to their respective last trading day closing prices. The discount of approximately 8.47% represented by the Conversion Price is smaller than each of these discounts. The remaining three transactions, involving Green Leader Holdings Group Limited, Biosysen Limited and SEM Holdings Limited, were priced at premiums of approximately 383.52%, nil and 6.80%, respectively. While these observations do not establish a uniform pricing practice for nil-interest convertible securities, they demonstrate that a discounted conversion price is not inconsistent with a nil-interest arrangement. We therefore consider these transactions to provide supplementary reference points when assessing the Conversion Price together with the other terms of the proposed Amendments.

We also considered whether the issuers' net asset or net liability positions explained their pricing terms. Value Convergence Holdings Limited and BeijingWest Industries International Limited recorded net assets of approximately HK$358 million and HK$786 million, respectively, notwithstanding their conversion price discounts of approximately 19.30% and 34.21%. Conversely, Green Leader Holdings Group Limited and Biosysen Limited recorded net liabilities but adopted conversion prices at a premium and at par, respectively. These observations indicate that an issuer's net asset or net liability position does not, on its own, determine whether its conversion price should be set at a premium or discount. Its liquidity position, repayment obligations and the other principal terms of the transaction must also be considered.

In the Company's case, although the Group recorded net assets of approximately HK$230 million as at 30 June 2026, it also had net current liabilities of approximately HK$321 million and cash and cash equivalents of approximately HK$13 million. Such cash resources were substantially below the outstanding principal amount of HK$87.92 million under the 2025 Convertible Bonds, even before allowing for accrued interest and the Group's other operating and financing requirements. Furthermore, substantial assets of the Group had already been pledged to secure existing borrowings, limiting its flexibility to obtain additional secured financing. Accordingly, the Group's positive net asset position did not translate into sufficient available cash to meet its overdue repayment obligation.

Against this background, the proposed Amendments would defer repayment until 31 December 2028 and reduce the contractual interest rate from 4.5% per annum to nil, resulting in annualised contractual interest savings of approximately HK$3.96 million, assuming that the entire outstanding principal remains outstanding. We consider these benefits relevant to assessing the pricing concession offered to the Bondholders. Having weighed these benefits against the revised conversion rights and potential dilution to existing Shareholders, and taking into account the Group's liquidity constraints, difficulties in securing alternative financing and the comparable evidence discussed above, we consider that the Conversion Price, including its discount of approximately 8.47%, when assessed together with the other terms of the proposed Amendments, is fair and reasonable so far as the Independent Shareholders are concerned.

We further compared the proposed interest rate with those of the Comparable Transactions. The interest rates of the Comparable Transactions ranged from nil to 12.0% per annum, with an average of approximately 3.01% per annum. Under the proposed Amendments, the interest rate of the 2025 Convertible Bonds will be reduced from 4.5% per annum to nil from and including 11 September 2026 to and including the Extended Maturity Date. Accordingly, the amended interest rate is equivalent to the lowest end of the range of the Comparable Transactions.

Furthermore, the maturity date of the 2025 Convertible Bonds is proposed to be extended by three years, from 31 December 2025 to 31 December 2028. The proposed three-year extension falls within the range of approximately 0.5 year to 5 years recorded for the Comparable Transactions.

Among the Comparable Transactions, we noted that (i) 8 Comparable Transactions involved connected bondholders only, comprising Green Leader, Biosysen Limited, Man Sang International Limited, Hony Media Group, BeijingWest Industries International Limited, SEM Holdings Limited, Karrie International Holding Limited and Moiselle International Holdings Limited; (ii) 3 Comparable Transactions involved both connected and independent bondholders, namely Novautek Technologies Group Limited, Risecomm Group Holdings Limited and Vision Values Holdings Limited; and (iii) the remaining 6 Comparable Transactions involved independent bondholders only. Furthermore, among the 17 Comparable Transactions, 2 related to proposed extensions of the maturity dates of existing convertible bonds or notes, comprising Green Leader's proposals and Hony Media Group's proposal, while the remaining 15 related to new issues of convertible bonds.

As to the potential number of Conversion Shares, we noted that the Conversion Shares represent approximately 203.56% of the existing issued Shares, which falls within the range of approximately 3.23% to 341.17% of the Comparable Transactions, but is higher than their average of approximately 76.75%. Among the Comparable Transactions, Green Leader Holdings Group Limited and Man Sang International Limited recorded conversion sizes of approximately 341.17% and 229.55%, respectively, which are larger than that of the Company.

We consider that the potential conversion size should also be assessed with reference to the outstanding principal amount, the Conversion Price and the Group's financial position. The outstanding principal amount of HK$87.92 million represents existing indebtedness of the Company and would not be increased under the proposed Amendments. Based on this principal amount and the Conversion Price of HK$0.27, a total of 325,629,629 Conversion Shares would be issuable upon full conversion, representing approximately 203.56% of the existing issued Shares. We acknowledge that, although the principal amount would remain unchanged, a reduction in the conversion price increases the number of Shares issuable in settlement of that principal and therefore increases the potential dilution to existing Shareholders.

Given the Group's limited cash resources and difficulties in securing alternative financing, any actual conversion would enable the Company to settle the corresponding principal through the issue of Shares without requiring a cash repayment. However, conversion is at the Bondholders' discretion and remains subject to the conversion restrictions, including the public float restriction under the terms of the 2025 Convertible Bonds.

We recognise that conversion could result in substantial dilution to the shareholding interests of existing Shareholders. Nevertheless, having weighed such potential dilution against (i) the Group's overdue repayment obligation and liquidity constraints; (ii) the difficulties in securing alternative financing; (iii) the benefits of the proposed maturity extension and reduction in the contractual interest rate; and (iv) our assessment of the Conversion Price, we consider that the potential conversion size and associated dilution are acceptable in the circumstances so far as the Independent Shareholders are concerned.

Having considered the above analysis, together with the reasons for and benefits of the proposed Amendments as discussed above, the financial position of the Group, including its liquidity constraints and overdue repayment obligations, our analysis of the historical trading prices of the Shares, and the fact that the proposed discounts, the interest rates and the proposed extension term fall within the corresponding ranges of the Comparable Transactions, we are of the view that the principal terms of the Second Deed of Amendment, including the Conversion Price, the amended interest rate and the Extended Maturity Date, are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and that the Amendments are in the interests of the Company and the Shareholders as a whole.

5. Comparison between the terms of the First Deed of Amendment and the Second Deed of Amendment

As disclosed in the Board Letter, the First Deed of Amendment dated 2 January 2026 was not approved by the then independent shareholders at the special general meeting held on 25 February 2026 and therefore did not become effective. Although the Company does not know the specific reasons why certain then independent shareholders voted against that proposal, the Board considers that the conversion price discount and theoretical dilution effect may have been among their concerns.

The Board considers that the Second Deed of Amendment offers more favourable terms in respect of the conversion price discount and theoretical dilution effect and that all Independent Shareholders, including those who opposed the earlier proposal and continue to hold Shares, should be given an opportunity to consider and vote on the revised proposal.

For our independent assessment, we have considered the following principal differences between the two proposals and their implications for the Company and the Independent Shareholders as follows:

(i) Extension of maturity

The First Deed of Amendment proposed extending the maturity date from 31 December 2025 to 31 December 2027, whereas the Second Deed of Amendment proposes extending it to 31 December 2028. The Second Deed of Amendment therefore provides an additional year for the Group to arrange repayment of the outstanding principal. Given the Group's liquidity constraints and the uncertainty surrounding alternative financing, we consider that the longer repayment period would provide additional financial flexibility and defer the principal repayment obligation.

(ii) Conversion price and dilution

The conversion price under the First Deed of Amendment was HK$0.45 per Share, after adjusting for the share consolidation, compared with HK$0.27 under the Second Deed of Amendment. Although the conversion price under the Second Deed of Amendment is lower in absolute terms, it represents a smaller discount to the closing price on the respective deed date, decreasing from approximately 36.62% under the First Deed of Amendment to approximately 8.47% under the Second Deed of Amendment. Accordingly, the Second Deed of Amendment offers the Bondholders a smaller pricing discount relative to the prevailing market price. The theoretical dilution effect disclosed in the respective circulars also decreases from approximately 20.14% under the First Deed of Amendment to approximately 5.89% under the Second Deed of Amendment.

(iii) Interest arrangements

Both the First Deed of Amendment and the Second Deed of Amendment provide for a reduction in the contractual interest rate from 4.5% per annum to nil. Accordingly, there is no difference in the proposed contractual interest rate under the two deeds.

Having considered (i) the additional year provided for principal repayment; (ii) the smaller conversion price discount and lower theoretical dilution effect; (iii) the proposed contractual interest rate of nil under both the First Deed of Amendment and the Second Deed of Amendment; and (iv) the Group's liquidity constraints and uncertainties associated with alternative financing, together with our trading price and comparable transaction analyses, we consider that the terms of the Second Deed of Amendment are fair and reasonable so far as the Independent Shareholders are concerned.

6. Financial effects of the proposed Amendments

The financial effects of the proposed Amendments set out below are for illustrative purposes only and do not reflect the future financial position of the Company or the Group.

6.1 Effect on shareholders' net assets

According to the 2026 Interim Report, the unaudited consolidated net assets attributable to owners of the Company amounted to approximately HK$230 million as at 30 June 2026.

The actual effect of the proposed Amendments on the shareholders' equity of the Group will depend on, among other things, the accounting treatment of the amendments to the 2025 Convertible Bonds, the valuation of the amended 2025 Convertible Bonds and the related accounting adjustments upon the Second Deed of Amendment becoming effective. Accordingly, the effect of the Amendments on the Group's shareholders' equity cannot be quantified at this stage.

Separately, upon full conversion of the outstanding principal amount of HK$87.92 million into 325,629,629 Conversion Shares at the Conversion Price of HK$0.27 per Conversion Share, subject to the relevant conversion restrictions, the outstanding principal would be settled through the issue of Shares without requiring a cash repayment. Assuming no other changes, such conversion is expected to reduce the Group's liabilities and increase its shareholders' equity to the extent that the relevant carrying amount is classified as a liability immediately before conversion, subject to the applicable accounting treatment.

6.2 Effect on working capital

According to the 2026 Interim Report, the Group had cash and cash equivalents of approximately HK$13 million and net current liabilities of approximately HK$321 million as at 30 June 2026. The 2025 Convertible Bonds matured on 31 December 2025, and their outstanding principal amount of HK$87.92 million substantially exceeded the Group's cash and cash equivalents.

Upon the Second Deed of Amendment becoming effective, the maturity date of the 2025 Convertible Bonds would be extended to 31 December 2028, allowing the Group to defer repayment of the outstanding principal. Having considered the Group's limited cash resources and the overdue status of the 2025 Convertible Bonds, we consider that the proposed extension would alleviate the Group's immediate liquidity and working capital pressure and allow it to retain financial resources for its business operations.

In addition, the contractual interest rate would be reduced from 4.5% per annum to nil for the period from and including 11 September 2026 to and including the Extended Maturity Date. Based on the outstanding principal amount of HK$87.92 million, the annualised contractual interest savings would be approximately HK$3.96 million, assuming that the entire principal amount remains outstanding. This would reduce the Group's future contractual interest obligations. Interest accrued up to and including 10 September 2026 would not be waived under the proposed Amendments.

For illustrative purposes only, assuming that the proposed Amendments had become effective as at 30 June 2026 and that the entire carrying amount of the 2025 Convertible Bonds of approximately HK$88 million qualified for reclassification from current liabilities to non-current liabilities, the Group's current liabilities would decrease from approximately HK$988 million to approximately HK$900 million, while its non-current liabilities would increase from approximately HK$1,105 million to approximately HK$1,193 million. The Group's net current liabilities would correspondingly decrease from approximately HK$321 million to approximately HK$233 million, and its current ratio would increase from approximately 0.68 times to approximately 0.74 times.

The above illustration assumes no changes in current assets and excludes any valuation adjustments, transaction costs and other accounting effects arising from the proposed Amendments. The actual classification and carrying amount of the amended 2025 Convertible Bonds will be subject to the applicable accounting requirements and the Company's assessment in consultation with its auditors.

6.3 Effect on gearing ratio

According to the 2026 Interim Report, the Group's gearing ratio is calculated by dividing total borrowings by total capital employed, comprising total borrowings and equity attributable to owners of the Company. As at 30 June 2026, the Group had total borrowings of approximately HK$1,703 million and equity attributable to owners of the Company of approximately HK$230 million, resulting in a gearing ratio of approximately 88.1%.

The proposed extension of the maturity date would not itself reduce the outstanding principal amount of the 2025 Convertible Bonds. Accordingly, reclassification of the relevant liability from current liabilities to non-current liabilities would not, in itself, change the Group's total borrowings or gearing ratio. The actual effect of the proposed Amendments on the Group's gearing ratio would depend on any resulting accounting adjustments to total borrowings and equity attributable to owners of the Company.

Upon any subsequent conversion of the 2025 Convertible Bonds, settlement of the relevant indebtedness through the issue of Conversion Shares is expected to reduce the Group's total borrowings and increase its equity attributable to owners of the Company, thereby lowering its gearing ratio, subject to the applicable accounting treatment.

7. Potential dilution to the Independent Shareholders' interests

The shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price are as follows:

	(i) As at the Latest Practicable Date		**(ii) Immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price**	
Shareholders	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Mak				
Mr. Mak *(Note 1)*	2,558,965	1.60	2,558,965	0.53
Treasure Goal *(Note 2)*	—	—	307,407,407	63.31
Mr. TK Mak				
Cheer Fame *(Note 3)*	—	—	18,222,222	3.75
Entities held by Mr. Mak and Mr. TK Mak *(Note 4)*				
Capital Winner	46,842,367	29.28	46,842,367	9.65
New Capital	45,260,761	28.29	45,260,761	9.32
Capital Force	9,354,679	5.85	9,354,679	1.93
Public Shareholders	**55,950,773**	**34.98**	**55,950,773**	**11.51**
Total	**159,967,545**	**100.00**	**485,597,174**	**100.00**

Notes:

1. Mr. Mak is the chairman, an executive Director and the controlling Shareholder of the Company.

2. Treasure Goal is beneficially and wholly owned by Mr. Mak and is a close associate of Mr. Mak.

3. Cheer Fame is beneficially and wholly owned by Mr. TK Mak and is a close associate of Mr. TK Mak.

4. Capital Winner, New Capital and Capital Force are private corporations owned as to 51% by Mr. Mak and as to 49% by Mr. TK Mak, a son of Mr. Mak, beneficially. Mr. Mak and Mr. TK Mak are deemed to be interested in 101,457,807 Shares held by these companies under the SFO as they control the exercise of all the voting power at respective general meetings of these companies.

5. The shareholding structure is prepared for illustrative purpose only. There is no right for the Bondholders to convert any principal amount of the 2025 Convertible Bonds and the Company shall not issue any Conversion Shares thereof if, upon such conversion and issue of the Conversion Shares, the Company will not be able to comply with the minimum public float requirement under the Listing Rules.

6. Mr. Mak, Mr. TK Mak and the entities held by Mr. Mak and Mr. TK Mak together holds approximately 65.02% of the issued capital of the Company. There is no restriction for a Bondholder to convert any principal amount of the 2025 Convertible Bonds even if such conversion would trigger a mandatory general offer obligation under the Takeovers Code. The Bondholders shall comply with the Takeovers Code if such conversion would trigger a mandatory general offer obligation under the Takeovers Code.

For illustrative purposes, assuming full conversion of the 2025 Convertible Bonds at the Conversion Price of HK$0.27 per Conversion Share, 325,629,629 Conversion Shares will be allotted and issued by the Company to the Bondholders, comprising 307,407,407 Conversion Shares to Treasure Goal and 18,222,222 Conversion Shares to Cheer Fame. The Conversion Shares represent (a) approximately 203.56% of the existing issued share capital of the Company as at the Latest Practicable Date; and (b) approximately 67.06% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares. Accordingly, assuming no other changes in the issued share capital of the Company from the Latest Practicable Date up to the conversion date of the 2025 Convertible Bonds, the shareholdings of Treasure Goal and Cheer Fame would increase from nil to approximately 63.31% and 3.75%, respectively, while the aggregate shareholding of the existing public Shareholders would decrease from approximately 34.98% to approximately 11.51%.

Under the terms of the 2025 Convertible Bonds, the Bondholders shall not be entitled to exercise their conversion rights, and the Company shall not allot and issue any Conversion Shares, if such conversion would result in the Company failing to comply with the minimum public float requirement under the Listing Rules. Accordingly, the full conversion scenario above is presented for illustrative purposes only. Assuming no other changes in the shareholding structure of the Company, the Bondholders would not be able to exercise their conversion rights in full, as the resulting public float would fall below the applicable minimum requirement.

We acknowledge that conversion of the 2025 Convertible Bonds could result in substantial dilution to the shareholding interests of the existing public Shareholders. Nevertheless, having considered (i) the 2025 Convertible Bonds matured on 31 December 2025 and the Group has insufficient cash resources to repay the outstanding principal amount of HK$87.92 million; (ii) the proposed extension of the maturity date to 31 December 2028 would defer principal repayment and alleviate the Group's immediate liquidity pressure; (iii) the proposed reduction in the contractual interest rate from 4.5% per annum to nil for the period from and including 11 September 2026 to and including the Extended Maturity Date would reduce the Group's future contractual financing costs; and (iv) our assessment of the principal terms of the Second Deed of Amendment, including the Conversion Price, as discussed above, we consider that the potential dilution is acceptable in the circumstances.

RECOMMENDATION

Having taken into consideration the factors and reasons stated above, we are of the opinion that, although the entering into of the Second Deed of Amendment is not in the ordinary and usual course of business of the Group, the terms of the Second Deed of Amendment and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and the Amendments are in the interests of the Company and the Shareholders as a whole.

Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders, and we also recommend the Independent Shareholders, to vote in favour of the relevant resolution(s) to be proposed at the SGM to approve the Second Deed of Amendment, the transactions contemplated thereunder and the Specific Mandate.

Yours faithfully,
For and on behalf of
Merdeka Corporate Finance Limited
Wallace So
Managing Director

Mr. Wallace So is a licensed person registered with the Securities and Futures Commission of Hong Kong, a responsible officer of Merdeka Corporate Finance Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and a licensed representative of Merdeka Investment Management Limited to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. Mr. Wallace So has over 13 years of experience in the corporate finance industry.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executives of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive of the Company were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules ("**Model Code**") were as follows:

(i) Long position in the Shares of the Company

Name of Director/chief executive	Capacity/ nature of interest	Number of Shares held			Approximate percentage of shareholding to total issued Shares *(Note 3)*
		Beneficial interests	Corporate interests	Total number of Shares held	
Mr. Mak	Beneficial owner and interest in controlled corporations	2,558,965 *(Note 1)*	101,457,807 *(Note 2)*	104,016,772	65.02%

(ii) Long position in the underlying Shares of the Company

Name of Director/chief executive	Capacity/nature of interest	Number of underlying Shares			Approximate percentage of shareholding to total issued Shares *(Note 5)*
		Beneficial interests	Corporate interests	Total interests	
Mr. Mak	Interest in controlled corporations	—	307,407,407 *(Note 4)*	307,407,407	192.17%

Notes:

1. Mr. Mak is the chairman, an executive Director and the controlling Shareholder of the Company. Mr. Mak is beneficially interested in 2,558,965 Shares.

2. Capital Winner, New Capital and Capital Force are private corporations owned as to 51% by Mr. Mak and as to 49% by Mr. TK Mak, a son of Mr. Mak, beneficially. Mr. Mak and Mr. TK Mak are deemed to be interested in 101,457,807 Shares held by these companies under the SFO as they control the exercise of all the voting power at respective general meetings of these companies.

3. The percentage figures are based on the number of Shares in issue as at the Latest Practicable Date (i.e. 159,967,545 Shares).

4. Treasure Goal, one of the Bondholders is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company. As at the Latest Practicable Date, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding is held as to HK$83,000,000 by Treasure Goal. Assuming (i) Treasure Goal exercises its conversion rights attached to the 2025 Convertible Bonds in relation to the outstanding amount held by Treasure Goal; and (ii) there is no other change to the total number of issued Shares, a total of 307,407,407 Conversion Shares will be allotted and issued to Treasure Goal, representing approximately 192.17% of the total number of issued Existing Shares as at the Latest Practicable Date and approximately 63.31% of the total number of issued Shares of the Company as enlarged by the allotment and issue of the Conversion Shares.

5. The percentage figures are based on the number of Shares in issue as at the Latest Practicable Date (i.e. 159,967,545 Shares).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders' interests in the Company

As at the Latest Practicable Date, so far as the Directors are aware, the following persons (not being Directors or chief executive of the Company) had or were deemed or taken to have an interest or short position in the Shares or the underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under Section 336 of the SFO:

Long position in the Shares/underlying Shares of the Company

		Number of Shares/underlying Shares held			
Name of Shareholder	**Capacity/nature of interest**	**Beneficial interests**	**Corporate interests**	**Total number of Shares/ underlying Shares held**	**Approximate percentage of shareholding to total issued Shares** *(Note 4)*
Capital Winner *(Note 1)*	Beneficial owner	46,842,367	—	46,842,367	29.28%
New Capital *(Note 1)*	Beneficial owner	45,260,761	—	45,260,761	28.29%
Capital Force *(Note 1)*	Beneficial owner	9,354,679	—	9,354,679	5.85%
Mr. TK Mak *(Notes 1 & 2)*	Interest in controlled corporations	—	101,457,807	101,457,807	63.42%
Cheer Fame *(Note 2)*	Beneficial owner	18,222,222	—	18,222,222	11.39%
Treasure Goal *(Note 3)*	Beneficial owner	307,407,407	—	307,407,407	192.17%

Notes:

1. Capital Winner, New Capital and Capital Force are private corporations owned as to 51% by Mr. Mak and as to 49% by Mr. TK Mak, a son of Mr. Mak, beneficially. Mr. Mak and Mr. TK Mak are deemed to be interested in 101,457,807 Existing Shares held by these companies under the SFO. Mr. Mak, being an executive Director, is also a director of each of Capital Winner, New Capital and Capital Force and none of other Directors are a director or an employee of each of Capital Winner, New Capital and Capital Force.

2. Cheer Fame, one of the Bondholders is beneficially and ultimately owned by Mr. TK Mak, the chairman and chief executive officer of the Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak. As at the Latest Practicable Date, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding is held as to HK$4,920,000 by Cheer Fame. Assuming (i) Cheer Fame exercises its conversion rights attached to the 2025 Convertible Bonds in relation to the outstanding amount held by Cheer Fame; and (ii) there is no other change to the total number of issued Shares, a total of 18,222,222 Conversion Shares will be allotted and issued to Cheer Fame, representing approximately 11.39% of the total number of issued Shares as at the Latest Practicable Date and approximately 3.75% of the total number of issued Shares of the Company as enlarged by the allotment and issue of the Conversion Shares. None of the Directors is a director or an employee of Cheer Fame.

3. Treasure Goal, one of the Bondholders is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company. Mr. Mak is also a director of Treasure Goal and none of other Directors are a director or an employee of Treasure Goal. As at the Latest Practicable Date, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding is held as to HK$83,000,000 by Treasure Goal. Assuming (i) Treasure Goal exercises its conversion rights attached to the 2025 Convertible Bonds in relation to the outstanding amount held by Treasure Goal; and (ii) there is no other change to the total number of issued Shares, a total of 307,407,407 Conversion Shares will be allotted and issued to Treasure Goal, representing approximately 192.17% of the total number of issued Shares as at the Latest Practicable Date and approximately 63.31% of the total number of issued Shares of the Company as enlarged by the allotment and issue of the Conversion Shares.

4. The percentage figures are based on the number of Shares in issue as at the Latest Practicable Date (i.e. 159,967,545 Shares).

3. DIRECTORS' INTERESTS IN CONTRACT AND ASSET

As at the Latest Practicable Date, none of the Directors, directly or indirectly, had any interest in any assets which had since 31 December 2025 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to the Group, or were proposed to be acquired or disposed of by or leased to the Group. As at the Latest Practicable Date, save for the Second Deed of Amendment in which Mr. Mak is interested, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

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 will not expire or be determinable by the Group within one year without payment of compensation, other than statutory compensation.

5. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors or any of their respective associates had any interest in business which competes or may compete, whether directly or indirectly, with the business of the Group or had any other conflict which any person has or may have with the Group pursuant to the Listing Rules.

6. MATERIAL LITIGATION

During 2017 and in or about August 2018, various property purchasers (the "**Plaintiffs**") initiated legal proceedings against a subsidiary of the Company (the "**Relevant Subsidiary**") concerning alleged misrepresentations on the part of the Relevant Subsidiary in relation to certain properties sold by the Relevant Subsidiary. In September 2018, the Court ordered that all individual legal proceedings against the Relevant Subsidiary were consolidated into one legal proceedings. No further action has been taken by the Plaintiffs since October 2020 and up to the Latest Practicable Date. Based on the existing legal documents and advice of the legal advisor of the Company, the Directors are of the opinion that no provision is considered necessary for the claims arising from the legal proceedings as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL ADVERSE CHANGE

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

8. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice, which is contained or referred to in this circular:

Name	Qualification
Merdeka Corporate Finance Limited	A corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, the above expert: (i) had no direct or indirect shareholdings 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; and (ii) had no interests, direct or indirect, in any assets which had been, since 31 December 2025, being the date to which the latest published audited consolidated financial statements of

the Company were made up, acquired or disposed of by or leased to any of member of the Group, or are proposed to be acquired or disposed of by or leased to any of member of the Group.

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter, report or opinion (as the case may be) and reference to its name in the form and context in which they respectively appear.

9. DOCUMENTS ON DISPLAY

The following documents will be published on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (www.cct-fortis.com) for a period of not less than 14 days from the date of this circular up to and including the date of the SGM and will also be available for inspection at the SGM:

(a) the Second Deed of Amendment;

(b) the written consent of expert referred to in the paragraph headed "8. Qualification and consent of expert" in this Appendix I;

(c) the letter from the Board, the text of which is set out from pages 5 to 21 of this circular;

(d) the letter from the Independent Board Committee, the text of which is set out on pages 22 and 23 in this circular;

(e) the letter from the Independent Financial Adviser, the text of which is set out from pages 24 to 55 in this circular; and

(f) this circular.

10. MISCELLANEOUS

The English text of this circular and accompanying form of proxy shall prevail over their respective Chinese text in case of inconsistency.

CCT FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of CCT Fortis Holdings Limited (the "**Company**") will be held at Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong at 3 p.m. on Tuesday, 10 November 2026, for the following purposes:

Ordinary Resolution

1. "**THAT**:

   (a) the second deed of amendment (the "**Second Deed of Amendment**") dated 11 September 2026 and entered into between the Company, Treasure Goal International Limited (寶高國際有限公司) ("**Treasure Goal**") and Cheer Fame International Limited (喜威國際有限公司) ("**Cheer Fame**") as holders of the convertible bonds (the "**2025 Convertible Bonds**") with an aggregate outstanding principal amount of HK$87,920,000 (a copy of the Second Deed of Amendment having been produced to the SGM and marked "A" and initialed by the chairman of the SGM for the purpose of identification) in relation to (i) the extension of the maturity date of the 2025 Convertible Bonds for three (3) years from 31 December 2025 to 31 December 2028 (the "**Extended Maturity Date**"); (ii) the change of conversion price of the 2025 Convertible Bonds to HK$0.27 per Share to be issued and allotted upon conversion of the 2025 Convertible Bonds (the "**Conversion Share(s)**") from and including the date of the amendments under the Second Deed of Amendment having become effective to and including the Extended Maturity Date; and (iii) the alteration of the interest rate of the 2025 Convertible Bonds from 4.5% per annum to 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

   (b) the board of Directors of the Company be and is hereby granted a specific mandate to allot and issue the Conversion Shares upon exercise of the conversion rights attached to the 2025 Convertible Bonds in accordance with the terms and conditions of the 2025 Convertible Bonds; and

(c) any one or more Director(s) be and is/are hereby authorised severally to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Second Deed of Amendment and the transactions contemplated thereunder.''

By order of the Board
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman and Chief Executive Officer

Hong Kong, 22 October 2026

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head office and principal place of business in Hong Kong:
Floor 26A, Fortis Tower
77–79 Gloucester Road
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the SGM convened by this notice or any adjournment meeting thereof (as the case may be) is entitled to appoint one or, if he/she/it is the holder of two or more shares (''**Shares**'') of the Company, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the SGM to represent the shareholder.

2. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.

3. The register of members of the Company will be closed from Thursday, 5 November 2026 to Tuesday, 10 November 2026, both days inclusive, in order to determine the entitlement to attend the SGM. The record date for attendance and voting at the SGM is Tuesday, 10 November 2026. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on Wednesday, 4 November 2026.

4. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed must be lodged with 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 not less than 48 hours before the time for holding the SGM (i.e. not later than Sunday, 8 November 2026 at 3 p.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.

5. As at the Latest Practicable Date, (i) Treasure Goal and Cheer Fame do not hold any Shares; (ii) Mr. Mak holds 2,558,965 Shares directly, representing approximately 1.60% of the issued share capital of the Company; and (iii) Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in an aggregate of 101,457,807 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 63.42% of the issued share capital of the Company. Accordingly, Treasure Goal and Cheer Fame and their respective associates including Mr. Mak, Mr. TK Mak, Capital Winner, New

Capital and Capital Force, shall abstain from voting in respect of 104,016,772 Shares held by them in aggregate, representing approximately 65.02% of the issued share capital of the Company, on the ordinary resolution to approve the Second Deed of Amendment and the transactions completed thereunder, including the Specific Mandate, at the SGM.

6. Unless otherwise defined, capitalised terms used herein shall have the same meaning ascribed to them in the circular of the Company dated 22 October 2026.

7. As at the date of this notice, the executive Directors are Mr. Mak Shiu Tong, Clement and Ms. Cheng Yuk Ching, Flora; the non-executive Director is Mr. Yuen Wai Kin; and the independent non-executive Directors are Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan.

In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.