

19 January 2024

*To the Independent Shareholders and the Optionholders,*

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY  
BOCOM INTERNATIONAL SECURITIES LIMITED  
FOR AND ON BEHALF OF CENTRAL POWER GROUP LIMITED  
FOR ALL THE ISSUED SHARES IN JIA GROUP HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED BY  
CENTRAL POWER GROUP LIMITED AND/OR PARTIES  
ACTING IN CONCERT WITH IT)**

**INTRODUCTION**

Reference is made to the (a) Joint Announcement in relation to, among other things, the Transaction and the Offers; and (b) the Completion Announcement in relation to Completion.

On 4 December 2023, the Company was notified by the chairlady of the Board, Miss Wong Pui Yain that, on 4 December 2023 (non-trading hours), the Offeror and the Selling Shareholders entered into a Share Purchase Agreement. Pursuant to which, (a) the Controlling Stake Disposal Group and the Founding Shareholders as the vendors conditionally agreed to sell, and the Offeror conditionally agreed to acquire 702,020,000 Shares, representing approximately 60.53% of the total issued share capital of the Company as at the Latest Practicable Date, at a consideration of HK\$54,476,752. The Consideration represents HK\$0.0776 per Sale Share, which was agreed between the Offeror and the Selling Shareholders after arm's length negotiations, taking into account (i) the historical operating and financial performance of the Group; (ii) the historical and recent trading prices of the Shares; and (iii) the current market conditions; and (b) Mr. Lo Yeung Kit Alan and Miss Wong Pui Yain agreed to surrender a total of 2,400,000 outstanding Share Options (comprising of (i) 550,000 and 1,000,000 Share Options with an exercise price of HK\$0.1 held by Mr. Lo Yeung Kit Alan and Miss Wong Pui Yain, respectively; and (ii) 850,000 Share Options with an exercise price of HK\$0.13 held by Miss Wong Pui Yain) at nil consideration for cancellation by the Company upon Completion and before the making of the Option Offer.

As set out in the Completion Announcement, on 13 December 2023, the Company was notified by the chairlady of the Board, Miss Wong Pui Yain that the Completion had taken place on even date, and upon the request of Miss Wong Pui Yain (being Selling Shareholder 3) and Mr. Lo Yeung Kit Alan (being Selling Shareholder 2), the Company has cancelled the Surrendered Options on 13 December 2023. As at the Latest Practicable Date, the Company has 1,159,780,000 Shares in issue and 6,050,000 outstanding Share Options. Save for the 6,050,000 outstanding Share Options, the Company has no other outstanding convertible securities, warrants, options or derivatives in issue (as defined in Note 4 to Rule 22 of the Takeovers Code) which may confer any rights to subscribe for, convert or exchange into Shares as at the Latest Practicable Date. Upon Completion, the Offeror became interested in 702,020,000 Shares (approximately 60.53% of the existing issued share capital of the Company), and accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make mandatory unconditional general offers in cash for all the issued Shares held by the Independent Shareholders. The Offeror will also make the Option Offer to cancel all the outstanding Share Options (excluding the Surrendered Options which were cancelled by the Company upon Completion and before the making the Option Offer pursuant to the Share Purchase Agreement) pursuant to Rule 13 of the Takeovers Code.

This letter forms part of this Composite Document and sets out, among other things, details of the Offers, information on the Offeror, and the Offeror's intentions in relation to the Company. Further details on the terms and the procedures for acceptances of the Offers are set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance. Terms used in this letter shall have the same meanings as those defined in this Composite Document unless the context otherwise requires.

The Independent Shareholders and Optionholders are strongly advised to consider carefully the information contained in the "Letter from the Board", the "Letter from the Independent Board Committee" and the "Letter from the Independent Financial Adviser" as set out in this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Share Offer.

## **1. MANDATORY UNCONDITIONAL CASH OFFERS**

### **1.1 Principal terms of the Offers**

#### ***The Share Offer***

As at the Latest Practicable Date, there were 1,159,780,000 Shares in issue. Save for the 702,020,000 Shares already owned by the Offeror and assuming there is no change of issued share capital of the Company from the Latest Practicable Date and up to the Closing Date, 457,760,000 Shares are subject to the Share Offer.

We, for and on behalf of the Offeror and BOCOM (Asia), are making the Share Offer in compliance with the Takeovers Code, on the following basis:

**For each Offer Share . . . . . HK\$0.0776 in cash**

The Share Offer Price of HK\$0.0776 per Offer Share under the Share Offer is equivalent to the acquisition price per Share of the acquisition of 702,020,000 Shares by the Offeror.

The Share Offer is extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Share Offer shall be fully paid and shall be acquired free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offers are made, being the Despatch Date.

The Company confirmed that as at the Latest Practicable Date, the Company does not have any declared and unpaid dividend and does not have any intention to make, declare or pay any future dividend or make other distributions or any return of capital until the close of the Offers.

### ***The Option Offer***

As at the Latest Practicable Date, there were 6,050,000 outstanding Share Options granted under the Share Option Scheme with an exercise price of HK\$0.1. As at the Latest Practicable Date, none of the members of the Offeror Concert Group holds any Share Options.

We, for and on behalf of the Offeror and BOCOM (Asia), are making the Option Offer to the Optionholders (whether their respective Share Options vested or not) to cancel all outstanding Share Options in accordance with Rule 13 of the Takeovers Code. Under the Option Offer, we, on behalf of the Offeror and BOCOM (Asia), are offering the Optionholders the Option Offer Price, which in general should be the “see-through” price (being the Share Offer Price minus the relevant exercise price in the case of the outstanding Share Options) for each outstanding Share Option they hold for the cancellation of every Share Option in accordance with Rule 13 of the Takeovers Code. As the exercise price of the Share Options is above the Share Offer Price, the Option Offer Price for cancellation of each of those Share Options is a nominal amount of HK\$0.0001.

For cancellation of each Share Option with an exercise price of:

**HK\$0.10 (6,050,000 Share Options in total) . . . . . HK\$0.0001 in cash**

The Option Offer is extended to all Optionholders (whether their respective Share Options vested or not) who holds the Share Options in issue on the date on which the Option Offer is made, being the Despatch Date.

Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be cancelled and renounced in their entirety. The Share Options in respect of which the Option Offer is not accepted will (to the extent not exercised) automatically lapse upon the close of the Offers.

Further terms of the Option Offer and the procedures for acceptances are set out in Appendix I to this Composite Document and the accompanying **PINK** Form of Acceptance.

The Offers are unconditional in all aspects and are not subject to any minimum level of acceptances received or any other conditions.

## **1.2 Share Offer Price and Comparison of Value**

The Share Offer Price of HK\$0.0776 per Share represents:

- (i) a discount of approximately 22.4% to the closing price of HK\$0.1 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 14.1% over the closing price of HK\$0.068 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 12.8% over the average closing price of approximately HK\$0.0688 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a premium of approximately 6.7% over the average closing price of approximately HK\$0.0727 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (v) a premium of approximately 22.2% over the average closing price of approximately HK\$0.0635 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (vi) a premium of approximately 54.6% over the average closing price of approximately HK\$0.0502 per Share as quoted on the Stock Exchange for the last 90 consecutive trading days immediately prior to and including the Last Trading Day;
- (vii) a premium of approximately 3,235.8% over the audited consolidated net asset value per Share attributable to owners of the Company of approximately HK\$0.0023263 per Share as at 31 December 2022, based on a total of 1,159,780,000 Shares in issue as at the Latest Practicable Date and the audited consolidated net assets value attributable to owners of the Company of approximately HK\$2.7 million as at 31 December 2022; and

- (viii) a premium of approximately 1,180.6% over the unaudited consolidated net asset value per Share attributable to owners of the Company of approximately HK\$0.0060598 per Share as at 30 June 2023, based on a total of 1,159,780,000 Shares in issue as at the Latest Practicable Date and the unaudited consolidated net asset value attributable to owners of the Company of approximately HK\$7 million as at 30 June 2023.

### **1.3 Highest and lowest prices**

During the Relevant Period, the highest and lowest closing prices of the Shares as quoted on the Stock Exchange were HK\$0.15 per Share (on 22 December 2023) and HK\$0.034 per Share (on 3 October 2023, 5 October 2023, 6 October 2023 and 9 October 2023), respectively.

### **1.4 Value of the Offers**

As at the Latest Practicable Date, the Company has a total of 1,159,780,000 Shares in issue and 6,050,000 outstanding Share Options. On the basis that there is no other change in the issued share capital of the Company from Latest Practicable Date up to the close of Offers:

- (i) Assuming no outstanding Share Options are exercised, and the Share Offer and Option Offer are accepted in full:

- (a) the value of the Share Offer will be approximately HK\$35,522,176; and
- (b) the total amount to satisfy the cancellation of all outstanding Share Options will be approximately HK\$605.

Therefore, the total cash consideration payable by the Offeror under the Offers would be approximately HK\$35,522,781.

- (ii) Assuming all outstanding Share Options are exercised in full, and the Share Offer is accepted in full (including all Shares issued and allotted as a result of the exercise of the Share Options):

- (a) the value of the Share Offer will be approximately HK\$35,991,656; and
- (b) no amount will be payable by the Offeror under the Option Offer.

Therefore, the total cash consideration payable by the Offeror under the Offers would be approximately HK\$35,991,656.

Using the highest figure from the above scenarios, the maximum total consideration to be paid by the Offeror under the Offers is approximately HK\$35,991,656.

### **1.5 Financial resources available to the Offeror**

The maximum cash amount to be paid to the Independent Shareholders in respect of acceptances under the Offers is approximately HK\$35,991,656. The Offers will be funded by internal resources of the Offeror.

BOCOM (Asia), the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the amount of funds required for the full acceptances of the Offers.

### **1.6 Effect of Accepting the Offers**

Provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and have been received by the Registrar, the Independent Shareholders will sell their tendered Shares to the Offeror free from all encumbrances and together with all rights attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of despatch of this Composite Document. The Company confirms that as at the Latest Practicable Date, (a) it has not declared any dividend which is outstanding and not yet paid; and (b) it does not have any intention to make, declare or pay any future dividend or make other distributions or any return of capital prior to and including the Closing Date.

Acceptance of the Share Offer by any Shareholder will be deemed to constitute a warranty by such person that all Shares sold by such person under the Share Offer are free from all encumbrances and any other third party rights of any nature and together with all rights accruing or attaching to them, including, without limitation, the right to receive all dividends and distributions which may be recommended, declared, made or paid, if any, at any time on or after the date on which the Share Offer is made, being the date on which this Composite Document is posted.

Acceptances of the Option Offer by Optionholders will result in the cancellation of those outstanding Share Options, together with all rights attaching thereto. Share Options in respect of which the Option Offer is not accepted will (to the extent not exercised) automatically lapse upon the close of the Offers.

Acceptances of the Offers will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.



## **1.7 Payment**

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event no later than seven (7) Business Days following the date on which the duly completed Form(s) of Acceptance and the relevant documents of title of the Offer Shares or the Share Options (as the case may be) in respect of such acceptance are received by the Offeror to render such acceptance complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

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

## **1.8 Overseas Shareholders and Optionholders**

The Offeror intends to make the Offers available to all Independent Shareholders and Optionholders, including those with a registered address in a jurisdiction outside Hong Kong. The availability of the Offers to persons not resident in Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offers to persons not resident in Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The overseas Shareholders and overseas Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal or other professional advice. It is the responsibilities of the overseas Shareholders and overseas Optionholders who are not resident in Hong Kong and wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such overseas Shareholders and overseas Optionholders in respect of such jurisdictions).

As at the Latest Practicable Date, there was one Independent Shareholder with registered address in Singapore, and there were no Optionholders with registered addresses outside Hong Kong. The Offeror has been advised by Singapore legal counsel that there is no restriction as to the despatch of this Composite Document and the accompanying Form(s) of Acceptance, and the making of the Offers, to such overseas Shareholder in Singapore.

Any acceptance by the Shareholders and/or the Optionholders and beneficial owners of the Shares and Share Options who are citizens, residents or nationals of a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Shareholders and/or Optionholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

## **1.9 Hong Kong Stamp Duty**

Seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Share Offer will be payable by the relevant Shareholders at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, and will be deducted from the amount payable to the relevant Shareholder on acceptance of the Share Offer (where the stamp duty calculated includes a fraction of HK\$1.00, the stamp duty would be rounded-up to the nearest HK\$1.00). The Offeror will arrange for payment of the sellers' Hong Kong ad valorem stamp duty on behalf of accepting Shareholders and pay the buyer's Hong Kong ad valorem stamp duty in connection with such Offer Shares and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

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

## **1.10 Taxation Advice**

Independent Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of members of the Offeror Concert Group, the Company, BOCOM Securities, BOCOM (Asia), and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

## **2. INFORMATION REGARDING THE OFFEROR AND OFFEROR CONCERT GROUP**

### **The Offeror**

The Offeror is a company incorporated in Hong Kong. It is held as to 51% by Mr. Peng Ben, 49% by Mr. Zhao Hong. The principal activity of the Offeror is investment holding, which is established on 6 July 2023 solely for the purpose of holding the Company.

### **The Offeror Concert Group**

Mr. Peng Ben, aged 34, is the sole director of the Offeror. He served as the general manager of Sino-Market Technology Group Co., Ltd. (中市技術集團有限公司), a company primarily engaged in engineering, consultancy and project management, from August 2015 to December 2017. In 2020, he founded Hunan Xiangdu Nongchuang Agricultural Technology Co., Ltd.\* (湖南湘都農創農業科技有限公司), a company primarily engaged in the business of agricultural technology development and consultancy services, where he also served as the executive director from March 2020 to July 2022. In October 2022, Mr. Peng Ben completed the EMBA Distinct Director Advanced Course\* (清大EMBA工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management\* (北清經管高等研究院). In



April 2023, he founded Changsha Yunshen Technology Co., Ltd.\* (長沙雲榮科技有限責任公司), a company primarily engaged in the provision of software and information technology services. Mr. Peng Ben is currently the general manager of Changsha Aojiaohuola Catering Services Co., Ltd.\* (長沙傲椒火辣餐飲服務有限公司) and Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司) which are both principally engaged in the catering business in the PRC.

Mr. Zhao Hong, aged 46, obtained a degree in hotel management from Hunan Agricultural University (湖南農業大學) in 1998. In 2004, he began to operate his own internet café chain in Hunan Province, the PRC, and over the course of 13 years, managed over 150 branches in his internet café chain. Between May 2013 and September 2017, Mr. Zhao Hong was the vice chairman of Hunan Province Internet Café Association\* (湖南省網吧協會). Since August 2020, he has been serving as the general manager of the Changsha branch company of China Aerospace Changsha Cheyida New Energy Technology Co., Ltd.\* (中國航天長沙車億達新能源科技有限公司), a company primarily engaged in the development of new energy vehicles, where he was responsible for the overall management and operations of the company. He is currently the deputy general manager of Changsha Aojiaohuola Catering Services Co., Ltd.\* (長沙傲椒火辣餐飲服務有限公司) which is principally engaged in the catering business in the PRC.

The Offeror confirms that, as at the Latest Practicable Date, save for the 702,020,000 Shares acquired by the Offeror in the Transaction, none of the members of the Offeror Concert Group holds, controls or has direction over any Shares, convertible securities, warrants or options or derivatives (as defined in Note 4 to Rule 22 of the Takeovers Code) or has, controls or has direction over any other interests in the issued Shares or voting rights of the Company.

### **3. THE OFFEROR'S INTENTIONS REGARDING THE COMPANY**

The Offeror became the Controlling Shareholder of the Company upon Completion. As at the Latest Practicable Date, the Offeror is interested in approximately 60.53% of the total issued share capital of the Company.

It is the intention of the Offeror that the Group will continue to operate its business in substantially its current state (except for the proposed changes to the members of the Board as detailed in the paragraph headed "Proposed change to the Board composition of the Company" below).

It is the intention of the Offeror that the Company will continue to focus on the development of its existing catering related businesses. Upon close of the Offers, the Offeror will conduct a detailed review of the business operations and financial position of the Group for the purpose of formulating a sustainable business plan or strategy for the Group's long-term development and will explore other business opportunities for the Group. Subject to the results

of the aforesaid review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company.

Notwithstanding the above, as at the Latest Practicable Date, no investment or business opportunity has been identified nor has the Offeror had any intention or entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group or downsizing or change of scale of the Group's existing business, and the Offeror has no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

#### **4. PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from "Jia Group Holdings Limited" to "XinXiang Era Group Company Limited" and the Chinese name of the Company from "佳民集團有限公司" to "新享時代集團有限公司". The EGM will be convened and held for the purposes of considering and, if thought fit, approving, the special resolution in respect of the Proposed Change of Company Name. A separate circular will be issued by the Company in this regard pursuant to the GEM Listing Rules as soon as possible.

Immediately after the Completion, the Offeror became the Controlling Shareholder of the Company and to better reflect the relationship between the Offeror and the Company, the Board considers that the Proposed Change of Company Name would provide a clear identification to the market and general public.

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. Once the Proposed Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the Shares will be traded on the Stock Exchange under the new name of the Company. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of Company Name having become effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the Company.

## **5. PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY**

As at the Latest Practicable Date, the Board comprised five Directors, being two executive Directors and three independent non-executive Directors. To minimize any potential disruptions to the business and day-to-day operations of the Group due to the Transaction, Miss Wan Suet Yee Cherry will remain as executive Director, and Miss Foo Man Yee, Carina will remain as the Company secretary upon Completion. It is intended that save for Ms. Wan Suet Yee Cherry, all other existing directors of the Board will resign from the earliest time permitted under the Takeovers Code. The Offeror has nominated (i) Mr. Kong Linglei as the new executive Director of the Board, (ii) Mr. Peng Ben and Mr. Liu Enyu as the new non-executive Directors of the Board, (iii) Ms. Deng Yongling, Ms. Mao Xiaobi, and Ms. Ma Lina as the new independent non-executive Directors of the Board. Any changes to the composition of the Board will be made in compliance with the Takeovers Code and the GEM Listing Rules. The biographies of the new Directors to be nominated are set out below:

### **Mr. Kong Linglei**

Mr. Kong Linglei, aged 36, began his career as a TV food show host and producer. In 2008, Mr. Kong Linglei became an artist managed by Hunan Television (湖南衛視) and was then transferred to the production team in 2012 during which he took part in the production of the television program “Great Fun in Hunan” (湖南好好玩). In 2015, Mr. Kong Linglei produced his own food program named “What to Eat” (食色x食色吃什麼) which integrated the use of we-media and online video channels to generate revenue through online traffic monetization. From January 2017 to December 2022, Mr. Kong Linglei served as the general manager of Hunan Province Fuoershte Network Technology Co., Ltd.\* (湖南省弗爾斯特網絡科技股份有限公司) which is principally engaged in mobile apps software development and e-commerce platform business. From June 2018 to December 2023, Mr. Kong Linglei served as the general manager of Changsha Xunjue Catering Management Co., Ltd.\* (長沙勛爵餐飲管理有限公司) which operated franchised restaurants under a renowned local restaurant brand “Huogongdian”\* (“火官殿”) in Changsha. From August 2022 to December 2023, he also served as the deputy general manager of Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司). Mr. Kong Linglei graduated from Zhongyuan Specialty Institute of Technology (鄭州中原理工專修學院) majoring in business administration in July 2006 and completed an EMBA Distinct Director Advanced Course\* (清大EMBA工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management\* (北清經管高等研究院) in August 2022.

### **Mr. Peng Ben**

Mr. Peng Ben, aged 34, is the sole director of the Offeror. He served as the general manager of Sino-Market Technology Group Co., Ltd. (中市技術集團有限公司), a company primarily engaged in engineering, consultancy and project management, from August 2015 to December 2017. In 2020, he founded Hunan Xiangdu Nongchuang Agricultural Technology Co., Ltd.\* (湖南湘都農創農業科技有限公司), a company primarily engaged in the business of agricultural technology development and consultancy services, where he also served as the

executive director from March 2020 to July 2022. In October 2022, Mr. Peng Ben completed the EMBA Distinct Director Advanced Course\* (清大EMBA工商管理卓越總裁高級研修項目) offered by the BeiQing Institute of Economics and Management\* (北清經管高等研究院). In April 2023, he founded Changsha Yunchan Technology Co., Ltd.\* (長沙雲樂科技有限責任公司), a company primarily engaged in the provision of software and information technology services. Mr. Peng Ben is currently the general manager of Changsha Aojiaohuola Catering Services Co., Ltd.\* (長沙傲椒火辣餐飲服務有限公司) and Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司) which are both principally engaged in the catering business in the PRC.

#### **Mr. Liu Enyu**

Mr. Liu Enyu, aged 39, completed an advanced program on market risk management for entrepreneurs (北京大學民營企業家決勝市場風險高級研修班) at the Peking University and an advance program of corporate compliance management at China University of Political Science and Law (中國政法大學企業合規管理高級研修班) in November 2023 and July 2023, respectively. Between October 2017 and December 2021, Mr. Liu Enyu served as the chief operating officer of Hunan Xinfurong Catering Management Co., Ltd.\* (湖南新芙蓉餐飲管理有限公司) where he was in charge of brand management and operations. He has been serving as the chief operating officer of Changsha Tianxiangfu Catering Services Co., Ltd.\* (長沙天湘府餐飲有限公司), a company principally engaged in catering business in the PRC since July 2022. In September 2022, Mr. Liu Enyu has been appointed as the vice director of the Young Lives Foundation Commission of the Hunan Province Health and Charity Foundation\* (湖南健康公益基金會青少年成長專項基金管委會) for a term of three years.

#### **Ms. Ma Lina**

Ms. Ma Lina, aged 40, completed a diploma in business administration at Beijing Oriental College (北京東方研修學院) in July 2008. Between May 2009 and December 2012, Ms. Ma Lina served as the hotel catering business director at Hunan Jinmao Hotel Management Co., Ltd.\* (湖南金茂酒店管理有限公司) and latterly, as the general manager of operations from December 2012 to December 2014. In 2016, she founded Xinkongjian Environmental Protection Materials Co., Ltd.\* (鑫空間環保材料有限公司), a company principally engaged in the industry of environmental decoration materials, where she served as the general manager from March 2016 to December 2017. From May 2018 to December 2020, she served as the sales director of Changsha Lanxing Bio-Technology Co., Ltd.\* (長沙蘭馨生物科技有限公司), a company principally engaged in food and beverage retail and production, and has latterly served as its chief operating officer since December 2020. In December 2022, she founded Zhimeng Zhiku Sports Group Co., Limited (至萌至酷體育集團有限公司), a company principally engaged in education training and the sale of sports equipment, where she served as its vice president since April 2023.



**Ms. Mao Xiaobi**

Ms. Mao Xiaobi, aged 61, obtained her bachelor's degree in Library and Information Studies (圖書情報專業) from Central China Normal University (華中師範大學) in 1984. Prior to that, she obtained her college degree in catalysis from Hunan Changling Petrochemical Vocational and Technical College\* (湖南長嶺石油學校) in July 1981. In 2001, she founded Changsha Jialin Industrial Co., Ltd.\* (長沙嘉林實業有限公司), a company principally engaged in catering management and the wholesale of construction materials in the PRC, where she has served as its executive director since July 2001.

Since 2004, Ms. Mao Xiaobi has been actively involved in public welfare affairs and is currently a member of the council of Hunan Province Xixin Charity Foundation\* (湖南省洗心公益基金會理事). In 2022, she founded Hunan Yudian Wines Co., Ltd.\* (湖南馭典酒業有限公司), a company principally engaged in the manufacture of wine, beverage and tea, where she has served as its executive director since September 2022. Ms. Mao Xiaobi has also been the chairlady of the board of directors of Hunan Chuanghongdeli Technology Group Holdings Limited\* (湖南創鴻立德科技集團股份有限公司), a company principally engaged in the industry of scientific research and technical services, as well as the sale of various products, including but not limited to mechanical and electronic products and new energy vehicle related products, since March 2023.

**Ms. Deng Yongling**

Ms. Deng Yongling, aged 35, obtained her bachelor's degree in business management from China Central Radio and TV University (中央廣播電視大學) in 2012. In 2016, she obtained her certificate of accounting profession issued by the Changsha Finance Bureau. She possesses the accounting qualification (intermediate level) (會計中級) issued by the Human Resources and Social Security Department of Guangdong Province in 2017. Between February 2007 and July 2012, she served as the accountant at Dongguan Baoshengwei Plastic and Metal Products Co., Ltd.\* (東莞堡盛威塑膠五金製品有限公司), a company principally engaged in the manufacturing and sale of construction and metalware products. Between August 2012 and October 2016, she was the head of finance at Dongguan Jingsheng Electronic Components Co., Ltd.\* (東莞勁勝精密電子組件有限公司), a company that focuses on the manufacturing of computers and electronic products. Between November 2016 and October 2020, she served as the financial manager at Hunan Zhuji Huangpu Big Data Technology Co., Ltd.\* (湖南朱記黃埔大數據科技有限公司), a company principally engaged in information technology and transmission services. Since December 2020, she has served as the finance manager at Hunan Luzhou Network Technology Co., Ltd.\* (湖南麓洲網絡科技有限公司), a company principally engaged in the provision of information technology and software development services, as well as the sale of various products including but not limited to food, daily necessities and utility products.

Save as disclosed above, the Proposed Directors (i) do not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of GEM Listing Rules; (ii) do not have any interests in the shares of the Company

within the meaning of Part XV of the SFO; (iii) do not hold other positions with other members of the Group; and (iv) do not have any directorship in any public listed companies in Hong Kong or overseas in the past three years.

The Proposed Directors have not entered into any service contract with the Company and are not appointed for a fixed term of service, and their directorships are subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. The remuneration of the Proposed Directors will be determined by the Board upon the recommendation of the remuneration committee of the Company with reference to their experience, the overall performance of the Company and the prevailing economic situation and market practice. Save as disclosed above, there is no other information relating to the appointment of the Proposed Directors shall be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

## **6. COMPULSORY ACQUISITION**

The Offeror does not intend to exercise any power of compulsory acquisition of any outstanding Offer Shares not acquired under the Offer after the close of the Offers.

## **7. PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

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

it will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends the Company to remain listed on the Stock Exchange. The director of the Offeror and the new directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

## **8. FURTHER DETAILS OF THE OFFERS**

Further details of the Offers are set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance.



Information on the Company is set out in the section headed “Information of the Company” under “Letter from the Board” in this Composite Document and Appendix III as contained in this Composite Document.

## **9. GENERAL**

This Composite Document has been prepared for the purposes of complying with the laws of Hong Kong, the Takeovers Code and the GEM Listing Rules and the information disclosed may not be the same as which would have been disclosed if this Composite Document had been prepared in accordance with the laws of jurisdictions outside Hong Kong.

Attention of the overseas Shareholders and overseas Optionholders is drawn to the paragraph headed “Overseas Shareholders and Optionholders” in this letter.

All documents and/or remittances to be sent to the Independent Shareholders and the Optionholders by ordinary post are at their own risk. Such documents and/or remittances will be sent to the Independent Shareholders and the Optionholders at their respective addresses as they appear in the register of members or records of the Company, unless otherwise specified on the relevant Form of Acceptance. None of the Company, the Offeror Concert Group, BOCOM Securities, BOCOM (Asia), the Registrar or parties acting in concert with any of them or any of their respective ultimate beneficial owners, directors, officers, agents or associates or any other parties involved in the Offers will be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

## **10. WARNINGS**

Independent Shareholders and the Optionholders are encouraged to read this Composite Document carefully, including the letter from the Board, the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in respect of the Offers, before deciding whether or not to accept the Offers.

Independent Shareholders, the Optionholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.



Yours faithfully,

For and on behalf of

**BOCOM International Securities Limited**

A handwritten signature in black ink, appearing to read 'Wilfred Sum', written over a horizontal line.

**Wilfred Sum**  
*Responsible Officer*