**ZXZN Qi-House Holdings Limited**
**中顯智能齊家控股有限公司**
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock code: 8395)**

# SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO (1) DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE; AND (2) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcements issued by ZXZN Qi-House Holdings Limited (the "**Company**") on 21 May 2026, 25 May 2026, 29 June 2026 and 4 August 2026 in relation to, inter alia, (1) the discloseable transaction in relation to acquisition of the entire issued share capital of the Target Company involving issue of consideration shares under General Mandate; and (2) placing of new shares under specific mandate (the "**Announcements**"). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise stated.

The Company would like to provide the Shareholders and potential investors with the following supplemental information to the Announcements:

## SUPPLEMENTAL SALE AND PURCHASE AGREEMENT

The Board announces that on 7 August 2026 (after trading hours), the Purchaser, the Vendor and the Vendor's Guarantor entered into a supplemental sale and purchase agreement ("**Supplemental Sale and Purchase Agreement**") to amend and supplement certain terms in the Sale and Purchase Agreement, the major amendments of which are set out as follows:

**Consideration**

As previously agreed under the Sale and Purchase Agreement, the maximum consideration payable by the Purchaser for the sale and purchase of the Sale Shares and assignment of the Sale Loan shall be HK$185,000,000.

Pursuant to the Supplemental Sale and Purchase Agreement, the parties agreed to revise the payment terms such that the maximum consideration payable by the Purchaser for the sale and purchase of the Sale Shares and assignment of the Sale Loan shall be HK$235,000,000 ("**Consideration**"), which shall be satisfied as follows:

1. Provided that all of the conditions precedent to the Sale and Purchase Agreement are satisfied by the Completion Date, HK$85,000,000 shall be satisfied in cash by way of a cashier order issued by a licensed bank in Hong Kong in favor of the Vendor or by way of a fund transfer to a Hong Kong dollar bank account as designated by the Vendor (details of which shall have been given to the Purchaser 3 Business Days prior to Completion) on the Completion Date;

2. On condition of and upon the confirmation in writing by TGX within 1 year from the Completion Date that HKGX and TGX have mutually and duly agreed upon the service scope pursuant to clause 3.3 of the Technical Service Agreement, HK$50,000,000 (the "**Tranche A Consideration**") shall be satisfied by way of the issue of the Tranche A Consideration Shares within 10 Business Days upon receiving such confirmation; and

3. On the condition that the Core Platform has been launched by HKGX by no later than 31 December 2027, the Purchaser shall, within 20 Business Days following the end of the 12-month period after the launch of the Core Platform (the "**Relevant Period**"), confirm the amount of the revenue recognised during the Relevant Period and based on the revenue recognised during the Relevant Period calculate and pay the balance of the Consideration (the "**Tranche B Consideration**") by way of the issue of a maximum of 125,000,000 Shares by the Company to the Vendor at the Issue Price, subject to conditions under the Sale and Purchase Agreement ("**Tranche B Consideration Shares**") within 10 Business Days thereafter.

***Adjustment to Tranche B Consideration Shares***

To further safeguard the interest of the Group and its shareholders, the Supplemental Sale and Purchase Agreement additionally provides an adjustment mechanism to the Tranche B Consideration, whereby the payment of HK$50,000,000 (to be satisfied by way of the issue of the Tranche B Consideration Shares) shall be variable based on (i) any delay for the launch of the Core Platform and (ii) the revenue performance of TGX during the Relevant

Period against the revenue projections adopted in the Valuation. The final value of the Tranche B Consideration shall be subject to the adjustment mechanism as follows:

1. **Revenue performance of TGX:** The base amount of the Tranche B Consideration will be calculated with reference to TGX's actual revenue performance recognized during the Relevant Period. If TGX's actual revenue is lower than the FY2027 Forward Revenue (i.e., HK$188,186,000) adopted in the Valuation, the base amount of the Tranche B Consideration (i.e., HK$50,000,000) will be reduced proportionately. Conversely, if TGX outperforms the FY2027 Forward Revenue, the base amount of the Tranche B Consideration will increase proportionately, subject to the maximum cap of HK$100,000,000 (equivalent to 125,000,000 Shares) to be paid under Tranche B Consideration.

2. **Timing of the launch of the Core Platform:** The resulting amount will then be adjusted based on the timing of the launch of the Core Platform. If the Core Platform is launched on or before 30 June 2027, no timing-related reduction will apply. If the Core Platform is launched between 1 July 2027 and 31 December 2027, the Tranche B Consideration will be reduced by 8.1%, representing the reduction in the Valuation of TGX attributable to a six-month delay in the launch of the Core Platform based on the sensitivity analysis conducted by the Valuer. If the Core Platform has not been launched on or before 31 December 2027, no Tranche B Consideration Shares will be issued.

***Adjustment to Consideration in the event of dilution***

Pursuant to the Supplemental Sale and Purchase Agreement, the parties agreed to revise the term governing the adjustment to the Consideration if at the time immediately prior to the issue of the Tranche A Consideration Shares or the Tranche B Consideration Shares (as the case may be) the shareholdings of the Target Company in TGX are diluted for any reason whatsoever, Tranche A Consideration and Tranche B Consideration shall be reduced based on the following formulae and the number of Tranche A Consideration Shares or Tranche B Consideration Shares (as the case may be) to be issued shall also be correspondingly reduced:

$$D = (A \times C - F)/2$$

$$E = A \times C - F - D$$

Where:

A = HK$616,670,000, being the value of TGX at the time of signing of the Sale and Purchase Agreement adopted by the parties as a commercial benchmark, derived by grossing up the consideration of HK$185,000,000 (being the base consideration) for a 30% equity interest in TGX to a 100% equity value;

C = the Target Company's percentage shareholding in TGX at the relevant time;

D = the amount (if positive) to be paid under Tranche A Consideration by way of issuance of Shares of the Company at the Issue Price;

E = the amount (if positive) to be paid under Tranche B Consideration by way of issuance of Shares of the Company at the Issue Price; and

F = HK$85,000,000, being the cash portion of the Consideration payable at Completion.

If D is a negative number, the Vendor shall, within 10 Business Days, pay to the Purchaser an amount equal to the absolute value of D. If D is zero or a positive number, no amount shall be payable under this formula in respect of D.

If E is a negative number, the Vendor shall, within 10 Business Days, pay to the Purchaser an amount equal to the absolute value of E. If E is zero or a positive number, no amount shall be payable under this formula in respect of E.

***Additional adjustment***

Pursuant to the Supplemental Sale and Purchase Agreement, the parties agreed to amend and restate that, if neither condition for the issue of the Tranche A Consideration Shares nor the Tranche B Consideration Shares is satisfied, the Vendor shall pay to the Purchaser an amount representing G (as if it is a positive number).

G = A × C – HK$85,000,000. If G is a positive number then G should be 0.

The Board wishes to clarify that the variable "G" is designed for the scenario where (i) the conditions precedents for issuance of Consideration Shares did not occur, and (ii) the Target Company's interest in TGX (represented by variable "C") is diluted, such that the value of the Target Company is lower than the HK$85 million reference. In this case, the Vendor shall repay to the Purchaser an amount representing G for a diminished interest.

On the contrary, if the formula yields a positive number, that positive number is deemed to be zero for the avoidance of doubt, so that there is no ambiguity as to whether the Purchaser would be required to pay such positive number to the Vendor.

Save as disclosed herein, all other principal terms and conditions of the Sale and Purchase Agreement shall remain unchanged and shall continue to be in full force and effect in all respects.

**Reasons for and benefits of the Supplemental Sale and Purchase Agreement**

The parties entered into the Supplemental Sale and Purchase Agreement mainly to amend the terms in relation to the settlement arrangement. The settlement arrangement is designed to provide assurance as to the sustainable revenue of TGX: the first triggering event signifies the confirmation of a guaranteed revenue and cash flow stream, and the second triggering event signifies the timely commercialisation of TGX's core business operations and commencement of the sustainable revenue and cash flow stream for the Group.

The service scope which triggers the issuance of the Tranche A Consideration Shares shall be agreed upon the HKGX's acceptance of written fee quotes issued by TGX, including the Services to be provided and agreed fees. It serves to ensure that (a) the parties will have clearly defined the parameters and costs associated with the development of the Core Platform and (b) serves to confirm the engagement of TGX as the developer of the Core Platform. Accordingly, this serves to ensure that the Company will not be liable to pay HK$50 million of the Consideration without the benefit of a thoroughly defined and secure role in the development of the Core Platform for HKGX.

The second triggering event and adjustment mechanism under the Supplemental Sale and Purchase Agreement ensure that the value of the Tranche B Consideration Shares remains directly linked to both the timely launch of the Core Platform and TGX's actual revenue performance during the Relevant Period. Any delay in the launch of the Core Platform and/or any underperformance against the revenue projections adopted in the Valuation will result in a corresponding reduction in the Tranche B Consideration, while no Tranche B Consideration Shares will be issued if the Core Platform has not been launched by 1 January 2028. The Vendor has therefore agreed to amend the settlement arrangement on the condition that the Consideration would also reflect the positive performance of TGX proportionately. As such, the adjustment mechanism aligns the Tranche B Consideration payable with the actual performance and development progress of TGX, while providing downside protection to the Group and its shareholders.

In this premise, the Board is of the view that the Supplemental Sale and Purchase Agreement (including the amendments to the Consideration and the aforesaid settlement arrangement) is fair and reasonable and in the interest of the Company.

## BASIS OF CONSIDERATION

The Company wishes to clarify that the Board did not assess the fairness and reasonableness of the Consideration by reference solely, or principally, to the net asset or liability position of the Target Company as at 31 March 2026. The Target Company is an investment holding vehicle and its principal value lies in its 30% equity interest in TGX, rather than in the level of its historical tangible assets or net asset position. The cost approach is not appropriate in the current appraisal as it assumes that the assets and liabilities of the Target Company are separable and can be sold separately. This methodology is more appropriate for industries whose assets are highly liquid, like property development and financial institution. As such, the Board considered that the Target Company's net liabilities position did not by itself reflect the commercial value of the Target Company or the future business prospects attributable to its interest in TGX.

In assessing the fairness and reasonableness of the Consideration, the Board has taken into account, among others, the following principal factors:

1. The Consideration of HK$185 million (assuming no upward adjustment) was determined after arm's length negotiations between the Purchaser and the Vendor with reference to the appraised value of the 30% equity interest in TGX as at 30 April 2026, being approximately HK$187.7 million, as assessed by the Valuer using the market approach. Accordingly, the Consideration represented a slight discount to the appraised value adopted by the Board as an independent valuation benchmark, rather than a premium to such valuation benchmark.

2. The performance-linked adjustment mechanism incorporated into the Tranche B Consideration serves to mitigate valuation and execution risks borne by the Company following Completion. If TGX fails to achieve the projected revenue targets and/or the timely commercialisation of the Core Platform, the Tranche B Consideration will be reduced or not be payable. Any upward adjustment to the Tranche B Consideration (subject to a maximum cap of HK$100 million to be paid under Tranche B Consideration) will only arise if TGX achieves revenue performance exceeding the projections adopted in the Valuation, thereby indicating that the value of TGX is greater than that reflected in the original valuation assumptions. The Board is of the view that the capped upside adjustment enables the Company to participate in the potential value enhancement of TGX while ensuring that any additional consideration is contingent upon the actual delivery of positive financial performance.

3. The Board considered that the principal value driver of the Target Company is its 30% interest in TGX, and that TGX is not merely a shell or dormant entity. The Board considered that the existence of the Technical Service Agreement, an executed long-term commercial agreement with an exclusivity feature, cost recovery arrangements, profit-sharing mechanism and intellectual property arrangements, provided a contractual foundation for TGX's future stable and long-term revenue and supported the Valuation reference.

4. The Board took into account that, through the Acquisition, the Group would acquire a governance participation right at TGX level under the JV Agreement. The Board considered that such board-level participation and inspection rights give the investor side meaningful oversight in relation to TGX's operations, financial position and strategic development, which enhances the commercial value of the investment beyond a purely passive economic holding.

In this premise, the Board considers that the Consideration is fair and reasonable and in the interest of the Company and its Shareholders as a whole.

**Consideration**

The "material contracts" referred to in the Announcements, the termination of which would result in the Consideration being adjusted to HK$100, are the Technical Service Agreement and the JV Agreement.

**Consideration Shares**

The maximum number of 187,500,000 Consideration Shares, comprising up to 62,500,000 Tranche A Consideration Shares and up to 125,000,000 Tranche B Consideration Shares, represents (i) approximately 11.84% of the existing 1,584,000,000 Shares in issue as at the date of this announcement; (ii) approximately 10.77% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares; and (iii) approximately 9.73% of the total number of issued Shares as enlarged by the allotment and issue of the Placing Shares and the Consideration Shares (assuming the issue of the maximum number of Consideration Shares and no other change in the shareholding of the Company from the date of this announcement and up to Completion). The aggregate nominal value of the maximum number of the Consideration Shares will be HK$1,875,000.

The Consideration Shares will be issued at the Issue Price of HK$0.8 per Consideration Share. The Issue Price was determined with reference to the Placing Price of HK$0.81. The Placing Price was determined after discussions with the Placing Agent as to the optimal price that can be achieved in the Placing given the number of Placing Shares and market conditions.

The slightly lower Issue Price reflects the time-value where the Consideration Shares shall be subject to longer period of potential risks associated with share price volatility prior to issuance, as the Consideration Shares (when issued) will take place subsequent to the issue of the Placing Shares.

## TECHNICAL SERVICE AGREEMENT

On 26 January 2026, TGX entered into the Technical Service Agreement with HKGX, pursuant to which TGX is exclusively engaged to design, develop, operate and maintain a secure, stable electronic trading and service platform (the "**Core Platform**") for HKGX and to provide related technical consulting, system support and innovative services.

TGX is engaged to perform the duties below and any additional services agreed in writing (the "**Service(s)**"):

1. Develop and maintain a high-speed order matching system that can process spot and derivative product orders;

2. Develop and maintain a real-time clearing and risk management system;

3. Develop and maintain a payment processing system;

4. Develop and maintain an integrated regulatory monitoring system; and

5. Develop and maintain a vault inventory and warehouse receipt tracking system.

During the term of the Technical Service Agreement (the "**Term**"), each party may terminate the Technical Service Agreement by giving not less than 12 months' prior written notice, but such termination takes effect only upon the mutual written consent and agreement of both parties. Either party may also terminate the Technical Service Agreement if the other party commits specified material breaches of the Technical Service Agreement.

TGX is responsible not only for the design and development of the Core Platform, but also for its operation, maintenance and the provision of related technical consulting, system support and innovative services.

For each Service, TGX shall provide to HKGX a written fee quote and cost breakdown for the Service Costs payable by HKGX incurred in developing the Core Platform based on the Services within the service scope sufficiently defined at the framework level in the Technical Service Agreement, which is legally-binding. Both parties must confirm the fee quote in writing before TGX commences the Services.

Monthly revenue from the Core Platform is distributed through a structured process of fee payment, cost recovery, and revenue sharing.

### Current timeline of the Core Platform

As the Board understands, TGX presently expects to conduct technical and performance testing of the Core Platform in 2026, together with training for employees of HKGX in relation to the operation and use of the Core Platform during the same period. Subject to the progress of development, testing results and implementation readiness, the Core Platform is currently targeted to be launched and commercialised in the first quarter of 2027.

TGX is commencing the development of the Core Platform as at the date of this announcement. Upon completion, all existing bullion trading, clearance, settlement and related electronic activities of HKGX are expected to migrate to the Core Platform.

## GENERAL INFORMATION

### Further information on the Target Company

According to the latest management accounts of the Target Company as at 31 March 2026, the Target Company does not have any material assets or liabilities other than its equity interest in TGX, save as to the Sale Loan which has been assigned to the Purchaser pursuant to the Sale and Purchase Agreement.

### Further information on TGX

During the period from the date of incorporation to 31 March 2026, TGX has entered into two major contracts, the Technical Service Agreement, and a joint venture shareholders' agreement entered into between GoldRock, the Target Company and TGX ("**JV Agreement**"), but it has not recorded any revenue, as TGX is newly incorporated and has not carried out any business activity. The Board is informed that TGX currently has working capital which is expected to be sufficient to support its operating expenses for the next five years without any need for further contribution from the Group. GoldRock has no objection to the transfer of Sale Shares under the Acquisition.

TGX is expected to carry out its responsibilities with regards to the Core Platform through the support of GoldRock (which is a subsidiary of AGTech and holds 70% of the issued share capital of TGX) and other technology supporting companies, including but not limited to, other companies affiliated with AGTech with technology supporting capabilities (collectively, the "**Technology Supporting Companies**"). To the best of the knowledge and information of the Directors, TGX expects to enter into the service contracts with the Technology Supporting Companies around early August 2026 before HKGX's acceptance of written fee quotes under the Technical Service Agreement.

The Board further understands that the Technology Supporting Companies are experienced in different components of this project.

On that basis, and having considered the business platforms, resources and technical backgrounds of the Technology Supporting Companies, the Board is of the view that they possess the relevant technical capabilities, operational resources and industry expertise that are capable of supporting TGX in the development, implementation and ongoing maintenance of the Core Platform, including systems involving trading infrastructure, payment-related functions and financial technology applications.

For details of AGTech's relationship with TGX and the background to the Technical Service Agreement, please refer to the voluntary announcement of AGTech dated 26 January 2026.

TGX shall enter into legally binding and enforceable service contracts with the Technology Supporting Companies for the engagement of their services to develop the Core Platform. The service costs payable to the Technology Supporting Companies will be decided upon the mutual agreement on the service scope to be carried out by the Technology Supporting Companies (which may include cloud computing services, and development of settlement software and user interfaces) and payment schedule which shall take into account such payables to be reimbursed by HKGX. The payment provision of the service contracts is expected to ensure that TGX shall not be liable to pay for the services under the service contracts until TGX has received from HKGX the reimbursement of the same.

***The Company's participation at the board level of TGX***

The Target Company has the right to nominate 2 directors on the board of TGX. Only the Target Company has the authority to remove or replace the directors that it has appointed.

The 2 directors nominated by Target Company or their authorized representatives have the right to inspect the books, accounting records and any other documents and to make any extract and copy therefrom.

As the Acquisition gives the Group exposure to a new business and a contractual and governance position that is more involved than a passive minority holding, the Company can participate in the modernisation and digitalisation of Hong Kong precious metals ecosystem without assuming full operational control or committing the level of resources that the Company would be required to build, license and operate a comparable platform on a standalone basis. In this premise, the Board is of the view that the terms (including the Consideration) are fair and reasonable.

**Further information on the Vendor's Guarantor**

As disclosed in the announcement of the Company dated 21 May 2026, to further protect the interests of the Company and its Shareholders and to mitigate the risk that the Target Company fails to perform as anticipated, if, on the date which is the first anniversary of the Completion Date, the conditions for the issue of the Tranche A Consideration Shares (i.e., the confirmation in writing by TGX within 1 year from the Completion Date that HKGX and TGX have mutually and duly agreed upon the service scope pursuant to clause 3.3 of the Technical Service Agreement) have not been satisfied, Vendor shall within 10 Business Days refund HK$85,000,000 to the Purchaser.

To ensure that the Company may enforce the refund obligation against the Vendor's Guarantor under the Sale and Purchase Agreement, prior to the transaction, the Board has engaged with legal advisers to conduct due diligence against the Vendor's Guarantor, including background search, bankruptcy search and litigation search. The Board also understands, based on its industry experience and connections, that the Vendor's Guarantor is well known in the gold trading industry. As at the date of this announcement, the Vendor's Guarantor also remains as a director of the Target Company and TGX.

As a key contributor to the development of the Core Platform and the Acquisition, the Vendor's Guarantor intends to devote her time to overseeing the business operations of the Target Company. Accordingly, as disclosed in the announcement of the Company dated 21 May 2026, it is a condition precedent under the Sale and Purchase Agreement that the Vendor's Guarantor enter into an employment agreement with the Target Company. Pursuant to such employment agreement, she will serve the Target Company for a term of three years, during which she will be responsible for (i) liaising with the Target Company's joint venture partner and HKGX in relation to the development, testing, deployment and enhancement of the Core Platform; (ii) coordinating with Technology Supporting Companies, the Government and other stakeholders involved in the development and implementation of the Core Platform; (iii) overseeing and monitoring the implementation of the Core Platform and identifying potential commercial opportunities and strategic partnerships for the Core Platform; and (iv) monitoring project milestones and resource allocation relating to the Core Platform and reporting progress to the board of directors of the Target Company. The Company considers that the Vendor's Guarantor's continued involvement during the initial three-year period following Completion will facilitate the support required for implementing its business plan for the Core Platform.

Upon expiry of the three-year term of the Vendor's Guarantor's employment agreement, the Target Company will also consider extending or renewing the Vendor's Guarantor's employment or engaging her in another suitable consultancy capacity, subject to the then business needs of the Target Company and mutual agreement between the parties. If the employment is not renewed, the Group intends to continue the operation of the Core Platform through the Target Company's management team and operational personnel, with the support of HKGX and other relevant stakeholders where appropriate. During the three-year term, the Company and the Target Company will put in place appropriate operational arrangements, internal controls, know-how transfer and management succession measures so that the Target Company will not be solely dependent on the Vendor's Guarantor for the continued operation of the Core Platform after the expiry of her employment term. In any event, the Company intends that the Target Company will continue to carry out its business plan for the Core Platform throughout the Term.

## REASONS FOR AND BENEFITS OF THE ACQUISITION

The Board considers the Acquisition to be consistent with the Group's strategy of broadening and diversifying its income base and enhancing shareholders' return. Since January 2024, the Group has gradually expanded from its original furniture and home accessories business into sale of trading parts and automation equipment, including provision of technical services. For the six months ended 30 September 2025, the sale of trading parts and automation equipment contributed approximately HK$39 million, representing approximately 58% of the Group's total revenue for the period and an increase of approximately 326% from HK$9 million as compared with the six months ended 30 September 2024. While the Group has no present plan to dispose of, scale down or otherwise reduce its involvement in its original furniture and home accessories business as a result of the Acquisition, the Board notes the relatively modest revenue contribution from the Group's principal furniture and home accessories business under current market conditions. Accordingly, the Group has been actively seeking suitable investment opportunities in technology and automation to further develop additional revenue streams and enhance its overall profitability, while maintaining its scale of business as one of the leading lifestyle furniture and home furnishing companies in Hong Kong.

In addition, the Hong Kong SAR government ("**Government**") announced that Hong Kong shall expedite the building of an international gold trading market, including the establishment of a central clearing system for gold in the 2025 Policy Address. In response, on 22 April 2026, the Government has incorporated The Hong Kong Precious Metals Central Clearing Company Limited ("**PMCC**") to set up the Hong Kong precious metals central clearing system. To connect the trading platform to PMCC, HKGX needs to develop a new trading platform to replace the existing system. Thus, TGX's role is to deliver the Core Platform as a platform infrastructure that will enable HKGX to connect to the Hong Kong precious metals central clearing system and promote the scaling and long-term commercialisation of HKGX. The Government's policy to promote the gold trading market in Hong Kong presents an invaluable opportunity for TGX and the Company to invest in TGX.

In assessing the strategic merit of the Acquisition, the Board took into account that HKGX, being Hong Kong's sole spot gold and silver exchange, is a well-established and authoritative participant in the Hong Kong gold market. HKGX is the successor to the longstanding institution, the former Chinese Gold and Silver Exchange Society (CGSE), with heritage tracing back more than 115 years. Additionally, the joint venture partner under the JV Agreement, GoldRock, is a subsidiary of AGTech which is a listed company on GEM and a subsidiary of the Alibaba Group Holding Limited, the technology and e-commerce conglomerate. The Board considers that the exclusive long-term collaboration among HKGX, GoldRock and TGX combines HKGX's established market position and industry resources, GoldRock's technology and digital platform capabilities, and the Group's sponsorship and ongoing support as a listed company (for example, contributing experience in business operation and regulatory compliance). The Acquisition therefore presents a mutually beneficial opportunity for both GoldRock and Group to participate in the digital transformation and long-term development of Hong Kong's precious metals market and to strengthen its presence in a sector with development potential.

The Board believes that, the Acquisition has the potential to generate a recurring and sustainable income stream which, in turn, would provide the Group with an additional, diversified source of return. Under the Technical Service Agreement, TGX is exclusively engaged for an ongoing responsibility in the operation and maintenance of the Core Platform throughout the Term, rather than a one-off development engagement. The revenue waterfall mechanism under the Technical Service Agreement, together with the declaration and payment of cash dividends to be considered on a quarterly basis to TGX under the JV Agreement subject to the actual financial performance and the management decision, has the potential of developing a stable revenue stream and cash flow for the Company during the Term.

Meanwhile, as the Acquisition is structured as an indirect minority investment in the Target Company holding 30% of TGX, the Group will not be required to deploy substantial additional management or operational resources to run the business under TGX or assume frontline precious metals trading risk but allows the Group to enjoy the benefit of TGX's growth. Being a strategic minority investment with board-level oversight, the Group may obtain exposure to a high-potential platform opportunity while limiting downside risk with controlled capital commitment and manage risk exposure.

Having considered the above, the Board is of the view that the Acquisition represents a reasonable extension of the Group's investment activities into technology-enabled financial market infrastructure which is aligned with Government policy direction and offers the potential to create sustainable income and enhance shareholders' value over the medium to long term.

The Board believes that the Acquisition will facilitate the Company to achieve the benefits above. The Technical Service Agreement between TGX and HKGX has a long contractual term with agreed revenue-sharing and cost-recovery mechanisms, and constitutes a defined commercial framework and business model for TGX, as opposed to a purely exploratory early-stage project.

By acquiring the Target Company, which holds a 30% equity interest in TGX, the Group can obtain indirect exposure to TGX's business at a minority level, without assuming full operational control or committing the level of resources that would be required to build, license and operate a comparable platform on a standalone basis as specified above.

The JV Agreement in relation to TGX provides the Target Company's shareholder with board representation and information rights at TGX level, enabling the Group, upon Completion, to participate in TGX's governance and access periodic updates on its operations, financial performance and strategic plans. The Board considers that such governance participation distinguishes the Acquisition from a purely passive portfolio investment and will allow the Group to monitor regulatory, technological and market developments in the Hong Kong precious metals ecosystem through participating at the board level of TGX.

The Company understands that HKGX is not limited to gold trading, but also seeks to develop business opportunities relating to precious metals and to explore innovative products in the precious metals industry, as reflected in its stated mission. The Company believes that the Core Platform will contribute directly to the modernisation and digitalisation of HKGX's operations and, more broadly, the Hong Kong precious metals ecosystem.

Given the above assessment, the Board considers that the Acquisition presents a unique opportunity for the Company to participate in the modernisation and digitalisation of Hong Kong precious metals ecosystem through indirect investment in TGX, which aligns with the Government policy in developing the gold trading market in Hong Kong, to enhance competitiveness and create value for the Shareholders.

## THE VALUATION

### Valuation methodology

The primary valuation methodology for TGX is a market-based revenue multiple approach, applied to revenue derived from historical trading volumes and the Technical Service Agreement. This revenue basis represents an annualized and projected framework derived from the Technical Service Agreement and existing fee schedules applied to historical volumes, providing a verifiable baseline for estimation.

However, using an income approach (DCF) or an earnings-multiple market approach as a cross-check would introduce more assumptions and subjectivity than the primary revenue-multiple method. Those approaches would require long-term forecasts of trading volumes, fee rates, margins and discount rates, whereas the chosen methodology is anchored in annualized and projected revenue derived from historical trading volumes and the framework of the Technical Service Agreement, which the Valuer considers to be more objective and appropriate for reliability.

The projected FY2027 Forward Revenue of approximately HK$188.2 million for TGX estimated by the Company is built upon a prudent and conservative framework. The revenue model is anchored strictly on existing contract numbers and active product offerings currently transacted on the trading platform of HKGX, relying entirely on the annualized baseline of current trading volumes and prevailing service fee schedules. To maintain strict valuation conservatism, the revenue projection completely excludes any prospective contracts or upside revenues from new commodities such as copper, or other commodities that are not yet active. Furthermore, it is formally confirmed that the standard double-sided contract transaction fee prices utilized to calculate the gross transaction fees are set in accordance with the prevailing fee schedules and will not be lowered in the future, ensuring the stability of the revenue waterfall mechanism.

**Comparable Companies**

The selected comparable public companies share similar fundamental economic realities with TGX, as each peer:

- Derives over 50% of its revenue from financial software, trading infrastructure, or clearing services;

- Operates within identical regulated end-markets that serve commercial banks, institutional brokers, asset managers, and exchanges, which operate under a uniform regulatory and demand environment.

Their variations in billing structure do not disrupt their core operational alignment with TGX.

In TGX's context, as it develops digital exchange architecture, trading volume is the direct functional equivalent of system usage because each transaction represents a discrete infrastructure event driving operational load. Whether peers utilize one-off fixed fee, variable transaction fees, project milestones, or fixed licensing, contract values are systematically calibrated against projected capacity and throughput. Because infrastructure development costs scale with required capacity, fixed fees serve as a precise proxy for systemic usage, ensuring that both pricing models are anchored to identical operational metrics.

While TGX and the selected peer companies utilize different revenue-charging mechanisms (with peers employing hybrid fixed project fee and usage-based fees, whereas TGX focuses primarily on usage-based model), they remain highly comparable for valuation purposes because the underlying economic substance of their business models and their core operations are fundamentally aligned. Whether utilizing a fixed fee derived from projected usage or a variable rate tied to volume, both approaches ultimately seek to align revenue with the same underlying client activity and volume of services provided.

The validity and operational relevance of this peer group are further reinforced by three core anchors:

- **Operational Interconnectedness:** One of the selected peers, Hundsun Technologies Inc. (600570-CN), was the service provider of Shanghai Gold Exchange's trading platform. It is a direct comparable.

- **Shared Solution Space:** All selected companies operate within the same specialized fintech vertical, providing critical trading infrastructure, market data, risk management, or transaction-processing solutions.

- **Identical End-Markets:** The target end-users across both TGX and the peer group are strictly regulated financial institutions, including commercial banks, brokers, asset managers, and exchanges, ensuring a consistent demand environment and regulatory backdrop.

In conclusion, mechanical differences in billing structures do not break the underlying economic and operational similarities. As both TGX and its peers offer similar financial software and brokerage services, are ultimately driven by both system usage in substance, and serve the exact same institutional financial market, the selected comparables remain appropriate, relevant, and reliable for this valuation.

Set out below are the key financial information of the Comparable Companies:

| | Company Name | Currency | Market Capitalization as of Valuation Date[1] | FY2025 Revenue | Net Profit | Net Asset Value | FY2027 Estimated Revenue | Forward P/S ratio |
|---|---|---|---|---|---|---|---|---|
| 1 | Hundsun Technologies, Inc. (600570-CN) | CNY'million | 50,657.0 | 5,782.9 | 1,231.2 | 10,741.0 | 6,731.0 | 7.53 |
| 2 | Yusys Technologies Co., Ltd. (300674-CN) | CNY'million | 13,469.4 | 3,623.1 | 437.9 | 4,599.5 | 4,310.5 | 3.12 |
| 3 | Shenzhen Kingdom Sci-tech Co., Ltd. (600446-CN) | CNY'million | 12,917.1 | 2,418.9 | –165.7 | 3,718.2 | 3,022.0 | 4.27 |
| 4 | Bairong, Inc. (6608-HK) | HKD'million | 3,436.8 | 2,920.2 | 73.9 | 4,616.8 | 3,512.3 | 0.98 |
| 5 | Shenzhen Sunline Tech Co., Ltd. (300348-CN) | CNY'million | 9,603.3 | 1,957.9 | 20.6 | 2,148.3 | 2,658.6 | 3.61 |
| 6 | Fujian Apex Software Co., Ltd. (603383-CN) | CNY'million | 10,586.6 | 581.5 | 178.6 | 1,457.3 | 740.0 | 14.31 |
| 7 | Shenzhen Fortune Trend Technology Co. Ltd. (688318-CN) | CNY'million | 28,429.3 | 368.1 | 315.4 | 3,840.5 | 549.0 | 51.78 |
| 8 | mF International Ltd. (MFI-US) | USD'million | 511.5 | 1.9 | 10.1 | 515.5 | 6.3 | 81.20 |

*Notes:*

(1) Data sourced from FactSet and annual reports of comparable companies.

All Comparable Companies include a usage-based pricing model. Set out below are the information on the services provided by the Comparable Companies which utilize usage-based pricing model:

| Comparable Company | Service type | Inclusion of Usage-based Pricing Model |
|---|---|---|
| Hundsun Technologies Inc. (600570-CN) | Financial technology products and services (software revenue, including wealth-tech, asset-management-tech, operations and institutional-tech, risk and platform-tech, data services, innovation business, corporate and insurance core systems and financial infrastructure tech) | Yes |

| Comparable Company | Service type | Inclusion of Usage-based Pricing Model |
|---|---|---|
| Yusys Technologies Co., Ltd. (300674-CN) | Financial IT solutions and innovation operation services for banks and non-bank financial institutions (including consulting, software products, software development and services, system integration, operation maintenance, and business operation services under "bank IT solutions", "non-bank IT solutions" and "innovation operation business") | Yes |
| Shenzhen Kingdom Sci-tech Co., Ltd. (600446-CN) | Financial technology "software + services" for financial institutions, including trading and clearing systems, asset-management systems, TA systems, investment-technology solutions, regulatory/IT governance systems, customised services and system integration, provided mainly to securities firms, funds, banks, insurers, trusts, futures, payment institutions, financial holding groups, exchanges and regulators. | Yes |
| Bairong, Inc. (6608-HK) | Data-driven technology services and SaaS platforms for financial institutions and enterprises, including digital risk-management, marketing and customer-acquisition solutions, credit-decision engines, and other data-analytics SaaS offerings provided to banks, consumer-finance companies, insurers and other enterprises. | Yes |

| Comparable Company | Service type | Inclusion of Usage-based Pricing Model |
|---|---|---|
| Shenzhen Sunline Tech Co., Ltd. (300348-CN) | Financial technology solutions and services for financial institutions, including digital finance business solutions, big-data application system solutions and full-financial-value-chain management solutions provided to banks and other financial institutions under “software development”, “system integration” and “maintenance service” businesses. The company describes itself as a “global leading financial-technology solutions service provider”, offering full-stack solutions across digital finance, smart finance and smart finance/treasury, delivered mainly through tendering and negotiated sales. | Yes |
| Fujian Apex Software Co., Ltd. (603383-CN) | Financial-technology software development and services for financial-industry clients (securities, funds & asset management, trusts, banks, futures, factor/element markets), delivered through “software development and service” and “system integration” under the “application software services” industry. The company describes itself as a leading platform-type digital service provider focusing on financial IT, with four main business lines: new trading system, wealth management, new asset-management system, and big-operation system, plus other financial and non-financial IT services. | Yes |

| Comparable Company | Service type | Inclusion of Usage-based Pricing Model |
|---|---|---|
| Shenzhen Fortune Trend Technology Co. Ltd. (688318-CN) | Securities software sales, maintenance services and securities information services for securities-industry clients and investors. This includes: (1) software products — quotation/analysis systems, securities trading systems, intelligent service systems; (2) maintenance services — daily maintenance, upgrades, emergency support, technical consulting and training for institutional clients; and (3) securities information services — authorised market data services and financial data services (cloud-based, AI-driven analytics and value-added data) delivered to institutional and retail users. | Yes |
| mF International Ltd. (MFI-US) | Digital financial services and technology solutions for institutional and corporate clients, including transaction-related services, digital asset/treasury-management services, and technology-enabled financial solutions delivered via the Group's platforms. The Form 20-F describes MFI's business as providing financial services and technology solutions to institutional clients and corporates, including transaction services, settlement and related operations. | Yes |

In selecting Comparable Companies, the Valuer has thoroughly reviewed their annual reports, segment disclosures and industry commentary. For these Comparable Companies, the published financial statements and disclosure documents do not present 'SaaS revenue' or the exact financial proportion of usage-based pricing as a separate line item or percentage breakdown. Instead, public disclosures for each of these companies confirm that their service offerings include usage-based and activity-linked pricing models. The peer issuers enter into agreements with financial-institution or enterprise customers for software development, system integration, maintenance and operation services. Crucially, the pricing of these contracts and the recurring fees is structurally determined with reference to the customers' actual business volumes and usage metrics. Consequently, their recurring revenue is contract-based but fundamentally volume-and usage-driven.

From an economic and technical standpoint, a usage-based pricing model and a trading-volume-based charging model share the exact same underlying operational logic. The core mechanism operates as follows:

1. **Resource Consumption & Platform Burden:** Under a standard usage-based framework, each instance of client activity (e.g., an API call, a data query, or a system transaction) consumes computing infrastructure and places a marginal operational burden on the provider's platform. The provider therefore charges a service fee to monetize this infrastructure utilization.

2. **Direct Alignment with TGX's Model:** Similarly, for TGX, each transaction or trade executed represents a discrete contract creation or platform execution event. This activity directly utilizes TGX's trading infrastructure and places a corresponding burden on the exchange system. TGX charges a service fee per trade to capture this value.

In conclusion, all the comparable companies under SaaS-based pricing model are fundamentally volume and usage-driven, and hence effectively are usage-based pricing models. Accordingly, the Valuer is of the view that the revenue model of the comparable companies is fair and representative comparable to TGX's trading-volume-based model, which is also effectively usage-based.

**Identification of Comparable Companies**

For all the selected Comparable Companies, revenue is earned under commercial contracts or service agreements negotiated between the issuer and its clients. When these contracts are priced, the Comparable Companies necessarily assess the expected volume and usage of their products and services (for example, expected trading or transaction volumes, assets under management, number of users/accounts, branches or systems, and data/API usage) in order to set appropriate commercial terms and prices.

The Valuer has also considered whether there are any listed companies whose revenue model is exactly identical to TGX's gold and silver trading-volume-based model (i.e. a pure precious-metals trading venue with fees solely determined by gold and silver transaction volumes). Based on our research across Hong Kong, PRC and overseas markets, the Valuer has not identified any listed company whose business and revenue model fully and precisely match TGX's model.

Based on the Valuer's search conducted according to the search criteria, the list of Comparable Companies is an exhaustive list. In practice, the Valuer has not identified any listed company whose revenue source is both (i) primarily and predominantly trading-volume-based, (ii) focused on gold and silver trading in a similar way to TGX, and (iii) operates as a fintech-style platform company comparable to TGX's model. The Valuer's research on exchanges and trading platforms (including gold and multi-asset venues) shows that the businesses identified either (a) are whole-exchange companies whose operations and revenue streams extend far beyond the fintech segment (and are therefore not comparable to TGX, which only represents the fintech segment of an exchange business), or (b) operate in markets and regulatory environments that are materially different from TGX's focused gold-and silver-trading platform.

In the absence of an exact match, the Valuer has adopted an enhanced comparables approach, selecting eight companies whose implied revenue basis is most relevant to TGX: contract-based, recurring revenues that scale with client usage and business volumes on financial-technology platforms, data/SaaS platforms or securities/financial-services platforms. These comparables were chosen because, although their surface revenue labels (software and IT services, data/SaaS, securities and financial services) differ from TGX's trading fees, they share the same economic characteristics of volume-linked, high-operating-leverage, recurring revenue.

Accordingly, the Valuer is of the view that the Comparable Companies are representative and the closest samples available, and it is fair and reasonable for the Comparable Companies to represent companies similar to that of TGX to arrive at the Valuation for TGX.

***View of the Board on the fairness and reasonableness of the Comparable Companies***

The Board, having carefully examined the financial profiles, operational mechanics, and selection criteria of the 8 Comparable Companies, considers the selection of the Comparable Companies to be fair, reasonable, and in the interests of the Company and its shareholders as a whole.

TGX is a newly established entity whose expected revenue model is a sole, volume-linked revenue stream generated via the Technical Service Agreement on its Core Platform. This reliance on a single contract and characteristic of its current development stage, as the company has just signed its foundational contract and is actively executing its early-stage rollout. Given that TGX operates in a highly specialized, emerging niche providing infrastructure and software solutions that power gold and silver electronic trading, there are no direct, pure-play listed peers with identical, newly established, pre-track-record profiles. The Board understands from the Valuer that best efforts were made to exhaustively search for and identify appropriate comparable companies through publicly available corporate registries and financial databases.

As such, the Valuer identified the Comparable Companies. Having reviewed the final selection, the Board notes that the primary business of these 8 Comparable Companies strictly focuses on financial software solutions, electronic trading infrastructure, or clearing/brokerage services, with each peer deriving over 50% of its revenue from these specialized financial technology activities. Furthermore, they share a highly relevant geographic footprint, primarily focused on Mainland China and Hong Kong. The Board agrees that these 8 Comparable Companies are highly representative and fair samples because they share functionally similar operational, underlying risk profiles, revenue-generating mechanics, and target demographics.

While the Comparable Companies possess larger capitalizations, their cash-flow generation is similarly sensitive to capital-market trading volumes, transaction throughput, and system-use-driven fee structures. This directly mirrors the key economic driver of TGX's Core Platform, where technical infrastructure fees are tied directly to trading volumes. Additionally, although the Comparable Companies operate on a larger scale, their core institutional client bases are fundamentally aligned with TGX's market strategy. Both the Comparable Companies and TGX target financial institutions, including commercial banks, institutional brokerage firms, and clearing houses, thereby sharing the same B2B onboarding protocols, regulatory compliance requirements, and institutional relationship dynamics. Like TGX, the primary value driver for the Comparable Companies lies in their proprietary technology, matching engines, and clearing infrastructure, binding them to the same operational leverage profiles characterized by high fixed technology development and maintenance costs balanced against volume-variable revenues.

The Board acknowledges that the selected peers have larger capitalization and established track records. In the financial technology sector, infrastructure providers naturally require significant scale and capital depth to achieve public listing status; as a result, listed, pre-revenue peers simply do not exist. To bridge this structural gap, the Valuer applied a Discount for Lack of Marketability ("**DLOM**") to the valuation framework. This serves as a precise mathematical adjustment to neutralize discrepancies in scale and liquidity. By applying the DLOM directly to the public peer multiples, the Valuer effectively stripped away the public liquidity premium that large-cap companies command, ensuring a fair, private-equivalent baseline for the unlisted Target Company.

To ensure that the temporary single-source revenue risk, startup nature, and smaller size of TGX were appropriately and conservatively accounted for, the Board meticulously reviewed the final pricing multiples. The Board highlights that the final adopted multiple of 3.32x, calculated after the strict application of the DLOM, falls within and toward the lower end of the range of the three lowest market capitalization comparables within the peer group, which stand at 0.98x, 3.61x, and 4.27x. Because the market capitalizations of these three specific peers are also relatively low among the selection, they provide a highly appropriate benchmark for size. This empirical cross-check confirms that the valuation did not blindly adopt large-cap pricing power. Instead, through the application of the DLOM and careful market filtering, the resulting multiple remains conservatively aligned with the lower-quadrant, smaller-scale realities of the observed market peer group.

In light of the above, the Board concurred with the Valuer's professional view that the selection criteria of the Comparable Companies are considered fair and reasonable and in the interest of the Company.

## DLOM

The application of the DLOM in this Valuation addresses two deeply interrelated economic factors: structural marketability and firm scale (size). The Valuer notes that applying a DLOM derived from market data to determine the final market value of a private equity is a widely accepted market practice.

While the Valuation Report notes that the primary trigger for the DLOM is TGX's status as a privately held company, the selection of the specific discount percentage (15.7%) inherently accounts for the scale of the Target Company relative to the larger public peer group. In valuation practice, private status determines if a discount is necessary, while the specific financial scale and risk characteristics of the target determine the magnitude of that discount.

To reconcile these explanations and demonstrate how size was factored into the analysis, a multi-characteristic mapping was performed using Exhibit 5 (Comparison of Company Characteristics Between High-Discount and Low-Discount Transactions) from the 2025 Stout Restricted Stock Study Companion Guide. Under the Valuation (specifically utilizing the Stout Restricted Stock Study), a company's financial scale is used as benchmarking characteristics to determine where the company sits relative to historical private-to-public transactions:

| **Target Financial Characteristics** | **Value (HKD million)** | **Value (USD million)** | **Implied Stout Study Positioning** | **Implied Stout Discount** |
|---|---:|---:|---:|---:|
| Market Value | 742 | 94 | Quintile 4 | 25.7% |
| Forward Revenues | 188 | 24 | Quintile 3 | 15.5% |
| Forward Net Income & Margin | Positive | Positive | Quintile 1 | 3.8% |
| **Median Discount** | | | **Quintile 3** | **15.5%** |

While TGX's small market capitalization and lower revenue place it in the discount categories (Quintiles 3 and 4), its positive profitability places it in the lowest-risk category (Quintile 1). The structural framework — specifically the contractual waterfall mechanism that guarantees TGX's costs are fully reimbursed prior to the distribution of residual profit ensures that the ultimate profit outcome will be positive. This qualitative baseline is structurally guaranteed by the Technical Service Agreement's cost-recovery allocation and revenue-sharing waterfall, aligning with the Board's commercial requirement that the project be structurally profitable upon becoming operational to enhance shareholder value. Balancing these factors together, TGX's overall risk profile lands right in the middle — Quintile 3 — which has a median discount of 15.5%.

The selected DLOM of 15.7% (the overall median of the Stout Study) aligns with this 15.5% cross-check based on TGX's size, scale and profitability characteristics. By using this blended approach, the 15.7% discount fully accounts for both the lack of public marketability and TGX's specific size, meaning no further size adjustments are needed.

Balancing these opposing risk factors places the Target Company objectively in the middle of the distribution (Quintile 3 median of 15.5%). Therefore, utilizing the overall study median of 15.7% is a technically precise, data-driven reflection of the Target Company's specific marketability profile.

To address potential concerns regarding size differences between TGX and the selected peers, the Valuer has cross-examined the valuation multiples against both Market Capitalization and Forward Sales size dimensions.

The analysis demonstrates that the adopted Forward P/S multiple of 3.32x is already inherently structured to reflect a conservative size discount.

1. Market Capitalization Perspective

   When looking at the three smallest peers by Market Capitalization, their respective Forward P/S multiples span a wide range:

   - mF International Ltd. (MFI-US): 81.20x (outlier)
   - Bairong, Inc. (6608-HK): 0.98x
   - Shenzhen Sunline Tech (300348-CN): 3.61x
   - Fujian Apex Software (603383-CN): 14.31x

   The adopted Forward P/S multiple of 3.32x falls within this small-cap peer range, tracking below the median of these three entities.

2. Forward Revenue Perspective

When sorting the peer group by revenue scale to isolate true operating size, the three smallest peers by Forward Sales exhibit significantly higher valuation multiples:

- mF International Ltd. (MFI-US): 81.20x (outlier)
- Shenzhen Fortune Trend Technology (688318-CN): 51.78x (outlier)
- Fujian Apex Software (603383-CN): 14.31x
- Shenzhen Sunline Tech (300348-CN): 3.61x
- Shenzhen Kingdom Sci-tech Co., Ltd. (600446-CN): 4.27x

The lowest-revenue peers command a premium, with multiples starting at 14.31x and reaching up to 81.20x. (3.61x to 14.31x excluding outlier) Compared against this operational size segment, the adopted Forward P/S multiple of 3.32x represents a highly conservative baseline.

By benching the valuation framework against the lower-bound metrics of the peer group, any structural size differences between TGX and the larger comparable companies have already been factored into the valuation. The choice of 3.32x avoids overvaluation and provides an appropriate, sized-adjusted multiple.

***Assumption: profitability of TGX***

TGX is forecast to operate with a positive net profit margin in the financial year ending 31 December 2027 ("**FY2027**"). The assumption of TGX's future profitability is a fundamental requirement of the Group's investment decision. From a commercial and investment perspective, the Board's commitment to this Acquisition is predicated on the project's clear potential to generate sustainable returns. If the project were not assessed to be profitable, it would not meet the Company's strategic objectives of broadening its income base and enhancing shareholder value. Therefore, the investment is based on the Board's firm belief that the platform's business model is inherently viable and designed to achieve profitability once operational.

The profitability of the selected comparable companies is referenced only to demonstrate that the financial technology and infrastructure business is capable of generating sustainable margins within the industry. This provides industry-level context confirming that TGX's profitability profile is aligned with market norms. Set out below is the profitability data of the Comparable Companies:

| Stock code | Company name | FY2025 Profit Margin |
|---|---|---|
| 600570-CN | Hundsun Technologies, Inc. | 21.3% |
| 300674-CN | Yusys Technologies Co., Ltd. | 12.0% |
| 600446-CN | Shenzhen Kingdom Sci-tech Co., Ltd. | –7.0% |
| 6608-HK | Bairong, Inc. | 2.3% |
| 300348-CN | Shenzhen Sunline Tech Co., Ltd. | 1.1% |
| 603383-CN | Fujian Apex Software Co., Ltd. | 31.0% |
| 688318-CN | Shenzhen Fortune Trend Technology Co. Ltd. | 86.4% (Outlier; the majority of income is derived from non-operating income) |
| MFI-US | mF International Ltd. | 232.8% (Outlier; the majority of income is derived from non-operating income) |

Source: FactSet

To the best of the Directors' knowledge, information, and belief, having made all reasonable enquiries, TGX's revenue and cost structures are commercially structured to systematically ensure positive margins. The Technical Service Agreement enforces a strict cost-containment mandate to ensure the cost will be recovered and fully in line with financial technology industry, thereby validating the lower-risk, profit-making framework applied within the Valuation.

***Methodology***

The Valuer first estimated TGX's market value before DLOM using the revenue-multiple market approach:

- Pre-DLOM market multiple: 3.94x.

- Forward FY2027 revenue: HK$188,186,015.

- Implied pre-DLOM equity value (on a 100% basis): HK$742,067,366 (≈ USD94 million).

This methodology establishes an unadjusted equity value based on forward operational metrics, subsequently adjusting for liquidity and size constraints in accordance with common market practice.

The Valuer then used this pre-DLOM value and TGX's forward financial characteristics to position TGX within the Stout DLOM study distribution (by market value, forward revenues and forward net income/margin). Based on this positioning, TGX falls into:

| **Target Financial Characteristics** | **Value (HKD million)** | **Value (USD million)** | **Implied Stout Study Positioning** | **Implied Stout Discount** |
|---|---|---|---|---|
| Market Value (pre-DLOM equity value) | 742 | 94 | Quintile 4 | 25.7% |
| Market Value (post-DLOM equity value) | 626 | 80 | Quintile 4 | 25.7% |
| Forward Revenues | 188 | 24 | Quintile 3 | 15.5% |
| Forward Net Income & Margin | Positive | Positive | Quintile 1 | 3.8% |
| **Median Discount** | | | **Quintile 3** | **15.5%** |

**The projection of the FY2027 Forward Revenue of TGX**

The FY2027 Forward Revenue projection of approximately HK$188.2 million for TGX estimated by the Company is based on a structured, data-driven framework and contract-bound estimation. The management used the latest three-month baseline period (January to March 2026) to establish an average monthly trading volume across six types of gold and silver contracts.

To calculate gross transaction fees, the management applied the existing standard fee schedules mandated by HKGX to the recorded trading volumes, as detailed in the table below. Volumes for Loco London Gold (100 oz and 10 oz), Loco London Silver (5,000 oz and 500 oz), RMB Kilo Gold, and 999.9 Tael Gold contracts were converted into standardized monthly contract numbers and multiplied by their respective double-sided transaction fees. This produced a total monthly fee baseline of HK$28,909,557 across all contract types.

| | a | b | d=a*b |
|---|---|---|---|
| | **Projected Average Number of Contracts[1]** | **Fee (HK$)** | **Total Fee (HK$)** |
| **Loco London Gold 100 Ounces Contract** | 236,093 | 12 | 2,833,112 |
| **Loco London Gold 10 Ounces Contract** | 4,960,129 | 4 | 19,840,517 |
| **Loco London Silver 5000 Ounces Contract** | 8,269 | 12 | 99,224 |
| **Loco London Silver 500 Ounces Contract** | 730,583 | 4 | 2,922,331 |
| **RMB Kilo Gold** | 418,431 | 6.78 | 2,836,960 |
| **999.9 Tael Gold contract** | 18,871 | 20 | 377,413 |
| | | **Total Monthly Fee[2]** | **28,909,557** |

*Notes:*

(1) Data source provided by Vendor, sourced from HKGX

(2) This gross amount is then allocated through a contractual mechanism that legally defines revenue sharing between HKGX and TGX under the Technical Service Agreement during the 15-year Term (which is automatically renewable for a further term of 5 years), as set out below:

i. First, HKGX receives a monthly fee for management and licence of the Core Platform, subject to annual review ("**HKGX Fees**"). If monthly revenue of the Core Platform is equal to or less than the agreed amount provided in the Technical Service Agreement ("**Agreed Amount**") in any given month, the entire amount goes to HKGX; any shortfall is carried forward within a 12-month period and extinguished if not recovered by the end of that period.

ii. Second, in months where revenue exceeds the Agreed Amount and after clearing any shortfall, a portion of the remaining revenue goes to TGX as recovery of Service Costs until TGX has fully recovered all Service Costs (the "**Recovery Period**").

iii. Third, the remaining revenue is shared equally between HKGX and TGX as profit.

iv. After the Recovery Period ends, all revenue after HKGX Fees and any shortfall is shared equally between HKGX and TGX.

The Technical Service Agreement structure is designed so that TGX's service and operating costs are reimbursed through TGX cost-recovery allocation. The Valuation uses TGX's total allocation under the waterfall as TGX's revenue base. The Service Costs are recognised and recovered, and the residual profit share represents the margin TGX earns after cost recovery.

The FY2027 Forward Revenue projection of approximately HK$188.2 million for TGX estimated by the Company is calculated by annualizing the projected monthly allocated fees based on above structure.

***Benefit of adopting the FY2027 Forward Revenue as a valuation multiple***

This method addresses the lack of revenue track record data by using a strict mathematical model based on a legally established waterfall and contract parameters. The revenue estimate is derived from historical transaction volumes and the profit distribution as outlined in the Technical Service Agreement.

The Board acknowledges the Valuation Report's limitations, including the high judgement required for long term projections at TGX's early stage and the unsuitability of a P/E multiple given its limited earnings history. It therefore considers using FY2027 Forward Revenue estimated by the Company as the valuation basis to be appropriate.

At this stage, profitability is heavily impacted by upfront investments in technology, compliance, staffing, and marketing, making earnings forecasts more uncertain. In contrast, FY2027 Forward Revenue estimated by the Company is primarily driven by trading volumes and established fee schedules, which are based on observable data and binding contract terms.

The Board also notes that revenue-based metrics are commonly used for early-stage exchange and trading-platform businesses where earnings are not yet stable or representative. Applying a forward P/S multiple anchors the valuation to core drivers (transaction volume and fee rates) while recognising that margins will normalise as the business scales.

Accordingly, the Board considers the use of a forward P/S multiple on FY2027 Forward Revenue estimated by the Company to be a practical and appropriate approach, as it reduces reliance on uncertain profit projections and better reflects the Target Company's value.

***Service fees currently charged by HKGX***

In projecting the FY2027 Forward Revenue of approximately HK$188.2 million for TGX estimated by the Company, no adjustments or deviations have been made to the applicable fee schedules. The gross transaction fees in the projections are calculated by applying the existing standard fee schedules currently charged by HKGX for executing the relevant gold and silver contracts to the projected annual trading volumes, which were derived from the latest three-month baseline period. The projections therefore reflect the projected trading volumes and the prevailing service fees, without any assumed changes in rates or structure. Service fee paid to the third party is considered as the cost and not part of the revenue.

***Three-month baseline period (January to March 2026)***

Adopting the latest three-month baseline period is the most appropriate and representative approach for the Valuation. This choice is primarily driven by the need to capture the current market momentum and to reflect the most up-to-date valuation of the Target Company, ensuring that the final figures accurately reflect the asset's present economic value.

***Application of forward P/S multiple on the FY2027 Forward Revenue***

The Board also considers the application of a forward P/S multiple based on the FY2027 Forward Revenue estimated by the Company as an appropriate valuation metric, having regard to the Company's current development stage and the operating profile of exchange and platform businesses.

As the business is still ramping up, the amount of profit in the near term is expected to be affected by upfront investments in technology, regulatory compliance, staffing and marketing. These cost items necessarily involve more forward-looking assumptions and are therefore subject to greater uncertainty than revenue, which is directly driven by observable trading volumes and the applicable fee schedule.

In contrast, revenue is largely a function of (i) transaction volumes across contract types and (ii) standardised fee rates set by HKGX. The FY2027 Forward Revenue estimated by the Company is therefore supported by historical trading data and the existing fee schedules, with fewer speculative elements than profit-based metrics at this stage.

Given these considerations, the Board believes that the use of a forward price-to-sales (P/S) multiple based on the FY2027 Forward Revenue estimated by the Company is appropriate and commonly adopted for valuing early-stage or scaling exchange/platform businesses where revenue is already demonstrable and supported by historical operating data, and amount of earnings and margins are not yet stabilised and would require more subjective assumptions regarding future cost structures.

The application of the FY2027 P/S multiple aligns fully with the Market Approach framework, which evaluates equity value based on an operational snapshot during the commercial launch phase benchmarked against industry peers. Under the Technical Service Agreement, TGX's revenue-sharing entitlement transitions from the Recovery Period into a permanent profit-split phase after TGX has fully recovered all Service Costs. This transition does not affect the adopted multiple. The initial phase temporarily offsets launch risks and capital outlays, while the subsequent permanent phase reflects the stable, mature operational state of the selected peer companies. The multiple captures the platform's long-term value on sustainable, marketplace growth, confirming the adopted multiple remains theoretically robust.

The Board therefore considers that (i) using the latest three-month baseline period as the basis for the FY2027 Forward Revenue estimated by the Company and (ii) applying a forward P/S multiple to such FY2027 Forward Revenue estimated by the Company are reasonable, prudent and appropriate for valuation purposes and are consistent with the Target Company's current operating timetable and development stage.

***Macro-sensitivity***

The Valuer acknowledges that gold and precious metals trading has been macro-sensitive recently; however, management's annualized baseline represents a historically consistent, prudent, and fundamentally sound projection for FY2027. This approach is supported by several factors:

1. Volume Stability and Price Fluctuations

   It is critical to distinguish between macro-driven gold price volatility and physical trading volume (quantity of contracts). TGX's revenue deriving from the share of profits under the Technical Service Agreement is strictly generated from transaction volume (calculated by number of contracts), completely decoupled from the market price of gold. The fees are explicitly charged per contract.

   For example, a "London Gold 100 oz Contract" incurs a fixed fee of HK$12. Because each contract type has a fixed, standardized weight stipulated within it (e.g., 100 ounces, 10 ounces, 5000 ounces, or 1 kg), tracking the number of contracts transacted per month automatically defines the aggregate weight.

   While gold prices and total transaction values have experienced recent volatility, historical global data demonstrates that physical trading volumes remain remarkably resilient and stable over multi-year cycles. As referenced in the data from the Shanghai Gold Exchange (SGE) and the London Bullion Market Association (LBMA), two of the largest gold exchanges, annual physical volumes have remained tight and range-bound over the past few years, proving that macro price volatility does not materially disrupt the volume-based baseline.

   **Shanghai Gold Exchange**

| **Period** | **Full Year/ LTM Trading Volume (Ended March) (kg)** | **Jan–Mar Trading Volume (kg)** | **Jan–Mar as % of Full Year** |
|---|---|---|---|
| FY2026 | 229,511,434 | 47,305,066 | 21% |
| FY2025 | 218,094,096 | 49,310,828 | 23% |
| FY2024 | 201,977,487 | 50,558,370 | 25% |

   Source: https://en.sge.com.cn/data_MonthlyReport

**London Bullion Market Association**

| Period | Full Year/ LTM Trading Volume (Ended March) (million ounces) | Jan–Mar Trading Volume (million ounces) | Jan–Mar as % of Full Year |
|---|---|---|---|
| FY2026 | 203.7 | 53.8 | 26% |
| FY2025 | 210.6 | 54.8 | 26% |
| FY2024 | 220.7 | 58.0 | 26% |

Source: https://www.lbma.org.uk/prices-and-data/clearing-data

2. Elimination of Seasonal Inflation & Structural Distortions

Regarding the concern for short-term seasonal peaks or an "optimistic" run rate are mathematically disproven by historical market data. From the data based on the major global gold exchanges, the January–March period exhibits zero positive seasonal bias, consistently representing a balanced 20% to 26% of full-year volumes:

- SGE Historical Q1 Contribution: Ranges tightly between 21% and 25%.

- LBMA Historical Q1 Contribution: Remains exceptionally stable at 26%.

As Q1 consistently captures roughly one-quarter of annual activity, annualizing this period provides an objective, uninflated, and historically representative run-rate baseline.

Year-on-Year volume changes from March 2023 to March 2026 were conducted across two primary global benchmarks:

- SGE Year-on-Year volume changes: Recorded an average annual fluctuation in gold trading volume of approximately 6.5%.

- LBMA Year-on-Year volume changes: Recorded an average annual fluctuation of approximately 4.0%.

On a consolidated basis, the average annual fluctuation across these major markets is approximately 5% over the three-year period. From an operational and valuation perspective, an average annual fluctuation of around 5% represents a highly stable trend rather than significant market volatility. This level of variance falls well within the normal scope of industry operational cycles and indicates no material structural disruption to underlying market demand.

Regarding silver trading volume, it is important to note that silver-related services account for approximately 10% of the total projected revenue. Due to this relatively minor contribution to the overall revenue base, any potential fluctuations in silver's trading volume or seasonal performance would not have a material impact on the aggregate revenue figures. Consequently, the valuation–which is anchored to the combined revenue baseline of all gold and silver contracts–remains robust and is not disproportionately affected by the performance of the silver segment alone.

Furthermore, utilizing this specific period is operationally necessary. Following the formal rebranding of HKGX from the Chinese Gold and Silver Exchange Society (CGSE) in 2025, the year of 2025 served as a transition phase marked by system integrations, client migrations, and structural change. The first quarter of 2026 marks the first fully stabilized quarter of normal operations under the repositioned brand, effectively capturing HKGX's normalized trajectory and updated operational model. To ensure product and market continuity, it is confirmed that the six core contract products utilized in the valuation model have been consistently offered as the core products since the launch of HKGX, demonstrating that while the underlying system architecture has been upgraded, the fundamental product marketplace remains identical. Looking forward, the Company and the Vendor explicitly confirm that all of the existing active contracts and trading accounts on HKGX will be systematically migrated to the new Core Platform upon its commercial launch in the first quarter of 2027, from which point the underlying contract base is structurally positioned to expand and grow.

Under standard valuation principles, data closest to the valuation date possesses the highest fidelity for capturing the market's latest operating models, client behavior, and immediate demand environment. To account for any potential long-term macro uncertainties or volume fluctuations between now and FY2027, these risks have been rigorously stressed and addressed within the Sensitivity Analysis.

Therefore, the annualized 3-month baseline serves as a highly reliable, representative, and prudent foundation for the FY2027 revenue multiple.

**Key assumptions**

The Valuer would like to further explain that it has adopted the following key assumptions in the Valuation:

- TGX's trading platform is expected to be launched in the beginning of FY2027, and the platform will operate on a stable basis throughout FY2027.

  It is reasonable to assume a stable launch and operation in FY2027, given the timeline and key milestones to the development of the Core Platform detailed above, together with the refund mechanism stipulated under the Sale and Purchase Agreement. TGX and HKGX have reviewed the technical specifications and implementation requirements of the Core Platform prior to deciding to engage the proposed service providers. Based on the experience and track record of the Technology Supporting Companies in successfully deploying other established gold exchange(s)' trading infrastructure, TGX established the implementation plan with defined milestones, which has taken into account potential delays. Execution risk is also minimized through the Technical Service Agreement, alongside enforceable vendor service contracts that incorporate mandatory compensation mechanisms for non-performance. While the early development stage is ongoing through third quarter of 2026 as TGX finalizes hardware and software system vendor fee quotes, the Valuation anchors its stability assumptions on management's definitive operational timetable to conduct comprehensive technical testing and HKGX employee training in fourth quarter of 2026, leading directly to a commercial rollout in first quarter of 2027.

  Furthermore, any temporary timeline risks associated with this phase have been rigorously stressed and addressed within the Sensitivity Analysis.

- TGX operates with a positive net profit margin in FY2027.

  The Valuation further assumes that TGX will achieve a positive net profit margin in FY2027. This assumption represents a core requirement of the Group's investment decision to broaden its income base and generate sustainable shareholder value from an inherently viable business model. This profitability is structurally driven by the pricing framework of the Technical Service Agreement, an efficient cost structure, and the high operating leverage of a volume-based model. Profitability metrics from the eight selected comparable companies are referenced solely to establish industry-level context and demonstrate that this financial technology vertical is capable of generating sustainable margins. This data confirms that TGX's target profile aligns with market norms.

| **Stock code** | **Company name** | **FY 2025 Profit Margin** |
|---|---|---|
| 600570-CN | Hundsun Technologies, Inc. | 21.3% |
| 300674-CN | Yusys Technologies Co., Ltd. | 12.0% |
| 600446-CN | Shenzhen Kingdom Sci-tech Co., Ltd. | –7.0% |
| 6608-HK | Bairong, Inc. | 2.3% |
| 300348-CN | Shenzhen Sunline Tech Co., Ltd. | 1.1% |
| 603383-CN | Fujian Apex Software Co., Ltd. | 31.0% |
| 688318-CN | Shenzhen Fortune Trend Technology Co. Ltd. | 86.4% |
| MFI-US | mF International Ltd. | 232.8% |

Source: FactSet

**Trading volume sensitivity analysis**

| **Scenario** | **Change in Trading Volume** | **30% Equity Value of the Target Company** | **Valuation Impact (%)** |
|---|---|---|---|
| Upside | +5% | 200,642,385 | +6.9% |
| Base Case | 0% | 187,668,837 | Baseline |
| Downside | –5% | 174,695,289 | –6.9% |

## Platform delay sensitivity analysis

| Scenario | Valuation Framework | 30% Equity Value of the Target Company | Valuation Impact vs. Base Case |
|---|---|---|---|
| Base Case | Operational from January 2027 Latest Twelve Months Forward Revenue From 2027.01 till 2028.12 (Estimated Revenue x Forward PS ratio 2027/1–2028/12)<br>188m * 3.32x * 30%=188m | 187,668,837 | Baseline |
| Minor Delay Scenario 3 months | Latest Twelve Months Forward Revenue From 2027.04 till 2028.03 (Estimated Revenue x Forward PS ratio 2027/4–2028/3)<br>188m * 3.18x * 30%=179m | 179,485,771 | –4.4% |
| Extended Delay Scenario 6 months | Latest Twelve Months Forward Revenue From 2027.07 till 2028.06 (Estimated Revenue x Forward PS ratio 2027/7–2028/6)<br>188m * 3.05x * 30%=172m | 172,405,039 | –8.1% |

| | Company Name | Currency | Market Capitalization as of Assessment Date[(1)] | 12 months till March 2028 Estimated Revenue[(1)] | 12 months till June 2028 Estimated Revenue[(1)] | 2027.04 till 2028.03 Forward P/S ratio | 2027.07 till 2028.06 Forward P/S ratio |
|---|---|---|---|---|---|---|---|
| 1 | Hundsun Technologies, Inc. | CNY'million | 50,657.0 | 6,974.8 | 7,218.5 | 7.26x | 7.02x |
| 2 | Yusys Technologies Co., Ltd. | CNY'million | 13,469.4 | 4,453.1 | 4,453.1 | 3.02x | 3.02x |
| 3 | Shenzhen Kingdom Sci-tech Co., Ltd. | CNY'million | 12,917.1 | 3,055.0 | 3,088.0 | 4.23x | 4.18x |
| 4 | Bairong, Inc. | HKD'million | 3,436.8 | 3,693.0 | 3,870.5 | 0.93x | 0.89x |
| 5 | Shenzhen Sunline Tech Co., Ltd. | CNY'million | 9,603.3 | 2,897.4 | 3,136.2 | 3.31x | 3.06x |
| 6 | Fujian Apex Software Co., Ltd. | CNY'million | 10,586.6 | 763.4 | 786.8 | 13.87x | 13.46x |
| 7 | Shenzhen Fortune Trend Technology Co. Ltd. | CNY'million | 28,429.3 | 536.8 | 524.5 | 52.97x (outlier) | 54.20x (outlier) |
| 8 | mF International Ltd. | USD'million | 511.5 | NA[(2)] | NA[(2)] | NA[(2)] | NA[(2)] |
| | Adopted multiple after excluding outlier and DLOM | | | | | **3.18x** | **3.05x** |

*Notes:*

(1) Data sourced from FactSet.

(2) The FY2028 estimated revenue for mF International Ltd. is not available from FactSet as of the Valuation Date.

The forward P/S multiples applied across the sensitivity scenarios are derived dynamically using the median market multiple of the selected Comparable Companies, adjusted by removing outliers falling outside a standard deviation range of plus one (+1) standard deviation and minus one (-1) standard deviation to establish a reliable upper and lower limit baseline. These adjusted peer multiples are applied against the respective rolling, time-weighted consensus revenue frameworks as of the Valuation Date:

Minor Delay Scenario (3.18x): Reflects a rolling 12-month forward revenue framework spanning April 2027 to March 2028. To match this timeline, the denominator for peer companies is calculated as a blended rolling forecast, combining 9/12 of estimated FY2027 revenue and 3/12 of estimated FY2028 revenue. The resulting market multiple compresses to 3.18x.

Extended Delay Scenario (3.05x): Reflects a rolling 12-month forward revenue framework spanning July 2027 to June 2028. The peer group denominator is calculated using an even blend of 6/12 of estimated FY2027 revenue and 6/12 of estimated FY2028 revenue. The resulting market multiple compresses to 3.05x.

**Implied P/S Ratio under the Supplemental Sale and Purchase Agreement**

Based on the Supplemental Sale and Purchase Agreement, assuming TGX achieves revenue of approximately HK$376 million during the Relevant Period, representing an increase of approximately 100% over the FY2027 Forward Revenue of approximately HK$188 million, the maximum Consideration payable under the Acquisition would be HK$235 million. On that basis, the implied P/S ratio attributable to the 30% equity interest in TGX would be approximately 2.08x (being HK$235 million/30%/HK$376 million).

By comparison, under the original base consideration of HK$185 million (and the FY2027 Forward Revenue of approximately HK$188 million), the implied P/S ratio would be approximately 3.28x.

The lower implied P/S ratio under the maximum consideration scenario arises because the increase in the Consideration is capped at HK$50 million, whereas the corresponding increase in TGX's revenue may be significantly higher. Hence the growth in revenue doubles while consideration increases by only approximately 27% (from approximately HK$185 million to approximately HK$235 million), resulting in a lower P/S multiple. The Board considers that such outcome demonstrates the shareholder-protective nature of the adjustment mechanism, as any additional consideration will only become payable upon the achievement of substantially higher revenue performance by TGX, while the upside adjustment to the Consideration remains subject to a fixed cap. Accordingly, the Board considers the resulting 2.08x multiple to be fair and reasonable in the context of the revised transaction terms.

**The Board's assessment of the Valuation Report**

While having made reference to the Valuation Report, the Board, as a whole, and each director of the Company individually have considered the inherent limitations in the Valuation Report given that it contains assumptions and variables relating to uncertain future events. To that end, the Company, in the process of negotiating with the Vendor, insisted on various protective measures to mitigate the risk that the Target Company fails to perform as anticipated. As set out in the Announcement, these protective measures include (i) structuring over 50% of the Consideration by the issuance of the Consideration Shares, the issuance of which are conditional upon specific events, (ii) ensuring that the HK$85,000,000 paid in cash as part of the Consideration will be refunded if the Technical Service Agreement or the JV Agreement is terminated before the Consideration Shares are issued or the trigger event for the issuance of Tranche A of the Consideration Shares has not occurred within one year from the Completion Date, and (iii) adjustments to the Consideration based on dilution of percentage of interest held by the Target Company in TGX.

Further, in assessing the specific limitations of the Valuation Report, the Board had taken into account the following factors:

***Revenue drivers and volume sensitivity***

As to the Comparable Companies, the Board noted the Exchange's observation that the selected peers are larger, more established and more diversified than TGX. The Board accepted that there are clear differences in revenue, size and business cycle, and did not treat the selected companies as direct, like-for-like peers. The Board was also fully aware that the Target Company's only significant asset is its 30% interest in TGX and that TGX's only material business foundation is the Technical Service Agreement. The Board further understood that TGX had no historical revenue track record as at 31 March 2026 and that any future revenue generation would depend solely on TGX being able to deliver the Core Platform contemplated under the Technical Service Agreement.

Accordingly, the Board understood from the Valuer that, in the absence of exact pure-play listed peers for a newly established company operating in the specialized niche of infrastructure and software solutions for gold and silver trading, the Valuer selected "functional peers". On the information provided by the Valuer, these 8 Comparable Companies were chosen because over 50% of their revenues were derived from financial software solutions, electronic trading infrastructure, or clearing/brokerage services, and, crucially, their cash-flow generation was similarly sensitive to capital-market trading volumes, system-usage-driven fee structures, which the Board considered to be the closest available economic driver to that of TGX's Core Platform model, where fees are tied to gold and silver trading volumes.

*Target client base alignment*

The Board also understood from the Valuer that the Comparable Companies and TGX are functionally aligned in terms of target institutional customer base, notwithstanding the difference in scale. In particular, both TGX and the selected peers are directed at financial institutional participants such as commercial banks, brokerage firms, clearing houses, and therefore face functionally similar B2B onboarding protocols, regulatory compliance expectations and institutional relationship dynamics.

*Technology asset dependency and operational leverage*

Further, the Board understood from the Valuer that the principal value driver in both TGX and the selected peers lies in proprietary technology assets and the operation of matching, clearing and related market infrastructure, with business models characterized by systemic risks, operating leverage and high upfront and ongoing technology development costs, and revenue sensitivity to platform transaction volume. In that sense, while the selected peers are not identical to TGX, the Board considered them relevant as functional comparators for valuation purposes because they reflect a comparable underlying risk-and-revenue architecture rather than merely superficial industry labels.

**View of the Board on the fairness and reasonableness of the Valuation**

The Board understands from the Valuer that the Valuer had made best efforts to search for and identify appropriate comparable companies through publicly available sources. Having considered the comparable companies selected by the Valuer, the Board understands that the primary business of these comparable companies focuses on financial software solutions, electronic trading infrastructure, or clearing/brokerage services, with over 50% of their revenues derived from such activity and similar geographic location. Therefore, the companies selected have suitably similar characteristics to the Target Company and constitute fair and representative samples. The Board engaged the Financial Adviser to prepare a review report on the Valuation Report (the "**Valuation Review Report**"). The Board, with reference to the Valuation Review Report, also understands from the Valuer that the list of the comparable companies meeting the abovementioned criteria are presented on an exhaustive basis.

The Board acknowledges that the selected comparable companies possess larger market capitalisations. In the financial technology sector, enterprise infrastructure software providers naturally require substantial operational scale and capital depth to achieve public listing status. To bridge this structural gap, handle the size discrepancy, the Valuer systematically applied a DLOM to the valuation framework, which was made by adopting the discount based on Stout Restricted Stock Study Companion Guide (2025 edition) by Stout Risius Ross, LLC, a reputable research company. Therefore, the application of the DLOM serves as a mathematical adjustment to neutralize these discrepancies in scale and marketability. By applying this discount directly to the multiples derived from the larger public peer group, the Valuer effectively isolates the specific public liquidity premium that large-cap companies naturally command. The Board, with reference to the Valuation Review Report, understands that the DLOM has been applied.

The Board further notes that the adopted multiple of 3.32x (after application of the Lack of Marketability Discount) falls within the range of the lowest three market capitalisation comparables (0.98x, 3.61x and 4.27x). This cross-check confirms that the selected multiple remains conservative and reasonable relative to the lower end of the observed peer group.

The Board concurs with the Valuer that the basis for the selection of comparable companies with adjustments for lack of marketability applied in the Valuation is appropriate. The Directors, having asked Financial Adviser to review the Valuation Report and having taken into account the advice from the Financial Adviser in the Valuation Review Report, consider that the selection of comparable companies adopted in the valuation is fair and are representative examples to represent the companies comparable to the Target Group.

**The qualifications of the Valuer**

In respect of the Valuer's qualifications and independence, the Board has reviewed and enquired into the professional credentials and experience of the Valuer in relation to the preparation of the Valuation Report. To the best of the Directors' knowledge, information, and belief, having made all reasonable enquiries, Mr. Oswald W Y Au ("**Mr. Au**"), the professional in charge of the appraisal, is a Member of the Hong Kong Institute of Surveyors (General Practice), an Associate Member of the Australian Property Institute, a Registered Professional Surveyor (General Practice) registered with the Surveyors Registration Board of Hong Kong, and an International Certified Public Accountant.

Mr. Au has over 10 years of extensive experience in financial valuation and asset appraisal across various jurisdictions, including but not limited to Hong Kong, the PRC, the U.S., and the broader Asia-Pacific region. Notably, the Valuer possesses specialized corporate track records and extensive experience in valuing businesses within the gold market and trading exchange platforms in the Asia-Pacific region.

While the Financial Adviser has assessed the qualifications and experience of the responsible person of the Valuer, the Board has also scrutinized the Valuer's historical transaction track records in particular with listed transactions, focusing specifically on their past execution of financial, fintech infrastructure, and business enterprise valuations. Consequently, the Board is of the view that the Valuer is fully qualified, experienced, and competent in performing the valuation of the Target Company, and possesses the requisite expertise to provide a robust and reliable professional opinion in respect of the same.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; (ii) immediately upon the Placing Completion; and (iii) immediately upon Completion (assuming the issue of the maximum number of Consideration Shares and no other change in the shareholding of the Company):

| **Shareholders** | **As at the date of this announcement** | | **Immediately upon the Placing Completion** | | **Immediately upon Completion** (Note 1) | |
|---|---|---|---|---|---|---|
| | *Number of issued Shares* | *Approximate %* | *Number of issued Shares* | *Approximate %* | *Number of issued Shares* | *Approximate %* |
| Fan Deyu | 138,000,000 | 8.71 | 138,000,000 | 7.93 | 138,000,000 | 7.16 |
| Li Jing | 127,240,000 | 8.03 | 127,240,000 | 7.31 | 127,240,000 | 6.60 |
| Chan Pui Yee | 122,536,000 | 7.74 | 122,536,000 | 7.04 | 122,536,000 | 6.36 |
| Li Zuozhen | 120,000,000 | 7.58 | 120,000,000 | 6.90 | 120,000,000 | 6.22 |
| Ascent Power International Limited *(Note 2)* | 110,000,000 | 6.94 | 110,000,000 | 6.32 | 110,000,000 | 5.71 |
| Xu Qiang | 46,204,000 | 2.92 | 46,204,000 | 2.66 | 46,204,000 | 2.40 |
| Placees | — | — | 156,250,000 | 8.98 | 156,250,000 | 8.11 |
| Vendor | — | — | — | — | 187,500,000 | 9.73 |
| Other public Shareholders | 920,020,000 | 58.08 | 1,076,270,000 | 61.85 | 1,263,770,000 | 65.56 |
| Total | 1,584,000,000 | 100.00 | 1,740,250,000 | 100.00 | 1,927,750,000 | 100.00 |

*Notes:*

1. Assuming the Acquisition is completed, Placing Shares and Consideration Shares are allotted, and there is no other change in total issued share capital of the Company other than allotment and issue of all Placing Shares and Consideration Shares (at the maximum number of 187,500,000 Shares).

2. Ascent Power International Limited is wholly owned by Li Wei Hong.

## GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio(s) (as defined in the GEM Listing Rules) in respect of the Acquisition under the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Sale and Purchase Agreement) exceeds 5% but is less than 25%, the Acquisition continues to constitute a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

The Company wishes to further clarify that the Completion of the Acquisition is not subject to shareholders' approval. However, completion of the Placing (with net proceeds of not less than HK$90,000,000) is a condition precedent to Completion of the Acquisition, while the Placing, including the issue and allotment of the Placing Shares thereunder, is subject to shareholders' approval.

In the event that Placing Completion does not occur, and the aforesaid minimum net proceeds are not raised, the Company will not proceed with the Acquisition.

Save as the supplemental information as disclosed above, all other information contained in the Announcements remains unchanged.

**Shareholders and potential investors of the Company should note that the Acquisition contemplated under the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Sale and Purchase Agreement) is subject to satisfaction of certain conditions precedent and it may or may not be completed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the Shares.**

On behalf of the Board
**ZXZN Qi-House Holdings Limited**
**Yu Quansheng**
*Chairman*

Hong Kong, 7 August 2026

*As at the date of this announcement, the Board comprises Mr. YU Quansheng, Mr. TONG Jason C Y, Ms. Mary Kathleen BABINGTON, Mr. TSUI Wing Tak and Mr. JIAO Dejun as the executive Directors, Mr. WU Libo as non-executive Director, and Mr. YEUNG Man Chung Charles and Mr. KO Po Ming as the independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at https://qihouseholdings.com.*