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

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Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

**MAJOR TRANSACTION –
PROVISION OF FINANCIAL ASSISTANCE**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

This circular is being despatched to the Shareholders for information only, and a written Shareholder's approval has been obtained in lieu of holding a general meeting of the Company pursuant to Rule 14.44 of the Listing Rules.

25 November 2024

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 2 October 2024 in relation to the Provision of Financial Assistance
“Board”	the board of Directors
“Business Day”	any day (except any Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“BVI”	the British Virgin Islands
“CWA”	Combo Win Asia Limited, a company incorporated in BVI with limited liability and as at the date of the Announcement and up to the Latest Practicable Date, owned as to 49% by the Group
“CWA Group”	CWA and its subsidiaries
“Company”	Tycoon Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of 51% issued shares in CWA by Dynasty Garden to ECF pursuant to the SP Agreement, completion of which took place on 30 September 2023
“Dynasty Garden”	Dynasty Garden Limited, a company incorporated in BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“ECF”	Eyolution Capital Fund, an exempted company with limited liability incorporated in the Cayman Islands, and registered with the Cayman Islands Monetary Authority as a mutual fund under the Mutual Funds Act of the Cayman Islands. To the best knowledge of the Directors, each of the investment manager of the fund, the investors and their respective ultimate beneficial owners is an Independent Third Party

DEFINITIONS

“Group”	the Company and its subsidiaries
“Guarantees and Security”	the guarantees and securities provided by members of the Group under the Relevant Banking Facilities, as described in in the section headed “The Provision of Financial Assistance – Relevant Banking Facilities” in the Letter from the Board of this circular
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HIBOR”	Hong Kong Interbank Offered Rate
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent of the Company and the connected persons of the Company
“Latest Practicable Date”	20 November 2024, being the last practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wong”	Mr. Wong Ka Chun Michael, an executive Director, the chairman of the Board, chief executive officer and one of the controlling shareholders of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Provision of Financial Assistance”	collectively, the continuing arrangement regarding the guarantees and securities provided by members of the Group under the Relevant Banking Facilities as more particularly described in the section headed “The Provision of Financial Assistance” in the Letter from the Board of this circular
“Relevant Banking Facilities”	the banking facilities which have been utilised/are being utilised by members of CWA Group, as more particularly described in the section headed “The Provision of Financial Assistance – Relevant Banking Facilities” in the Letter from the Board of this circular

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“SP Agreement”	the agreement for the sale and purchase of shares dated 7 July 2023 entered into by and among Dynasty Garden, the Company and ECF in relation to the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TAPGL”	Tycoon Asia Pacific Group Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of CWA
“Tycoon Global”	Tycoon Global Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

LETTER FROM THE BOARD



Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

Executive Director:

Mr. Wong Ka Chun Michael (*Chairman*)

Non-executive Directors:

Mr. Cao Weiyong

Ms. Liang Yan

Ms. Li Ka Wa Helen

Mr. Lau Ka On David

Independent non-executive Directors:

Mr. Chung Siu Wah

Ms. Chan Ka Lai Vanessa

Mr. Mak Chung Hong

(also known as Mak Tommy Chung Hong)

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25 November 2024

To the Shareholders

Dear Sir or Madam

MAJOR TRANSACTION – PROVISION OF FINANCIAL ASSISTANCE

INTRODUCTION

Reference is made to the Announcement in relation to the Provisional Financial Assistance. This circular is despatched to the Shareholders for information purposes only and contains, among other matters, further details of the Provisional Financial Assistance and information required under the Listing Rules.

BACKGROUND

Reference is made to the announcements of the Company dated 7 July 2023, 27 July 2023 and 3 October 2023 and the circular of the Company dated 26 October 2023 in relation to, among other things, the Disposal. In summary, prior to completion of the Disposal, members of CWA Group had been wholly-owned subsidiaries of the Company, their

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operation had been funded by the internal resources of the Group as a whole, and as then members of the Group, had shared certain bank facilities obtained by the Group which were secured by, among other things, guarantees and security provided by certain members of the Group. In order to avoid unnecessary disruption to the operations of CWA Group, after completion, Dynasty Garden and ECF shall cooperate and use their respective reasonable efforts to procure, as soon as practicable and within one year after completion of the Disposal (or such other time as Dynasty Garden and ECF may agree), taking into account the then circumstances of CWA Group, the release of the all guarantees and security provided by any members of the Group to secure the obligations of any member of CWA Group in the relevant bank facilities.

Completion of the Disposal took place on 30 September 2023, upon which and up to the Latest Practicable Date, the Group holds 49% equity interest in CWA. Due to a reduced consumption momentum of online customers from the PRC and the strong Hong Kong dollar status, the development and growth of the business of CWA Group was not as expected. As a result, the relevant banks providing the banking facilities which were utilised by CWA Group members, were not yet ready to release the guarantees and security provided by the Group in these banking facilities. As at 30 September 2024, members of CWA Group are still utilising the Relevant Banking Facilities, which are secured by guarantees and security provided by members of the Group. The continuance of the provision of the guarantees and security by the Group in the Relevant Banking Facilities constitute a provision of financial assistance by the Company under the Chapter 14 of the Listing Rules.

THE PROVISION OF FINANCIAL ASSISTANCE

The financial assistance provided by the Group to the CWA Group comprises the provision of guarantees and other collateral serving by members of the Group to licensed banks in Hong Kong for granting the Relevant Banking Facilities to the CWA Group as at 30 September 2024 which amounted to approximately HK\$385.8 million.

Further details of the Provision of Financial Assistance are as follows:

Relevant Banking Facilities

As at 30 September 2024, being the day falling on one year after completion of the Disposal and as at the Latest Practicable Date, members of CWA Group have been utilising the certain bank facilities provided by licensed banks in Hong Kong (“**Relevant Banking Facilities**”) as follows:

Facility limit/total loan amount granted : Total amounted to approximately HK\$385.8 million of which:

- (1) approximately HK\$216.8 million was available solely to CWA Group; and
- (2) approximately HK\$169.0 million was shared by both members of CWA Group and those of the Group.

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- Lenders : Separately by the following licensed banks in Hong Kong, namely:
- (1) Hang Seng Bank Limited
 - (2) DBS Bank of (Hong Kong) Limited
 - (3) Shanghai Commercial Bank Limited
 - (4) Standard Chartered Bank (Hong Kong) Limited
 - (5) The Bank of East Asia, Limited
 - (6) United Overseas Bank Limited
 - (7) Citibank, N.A.
- Named borrowers : (1) With TAPGL (a subsidiary of CWA) as the named borrower, approximately HK\$201.8 million of the facility limit/total loan amount;
- (2) with the Company, TAPGL (a subsidiary of CWA) and Tycoon Global as the named borrowers, TAPGL may utilise subject to a cap of HK\$15.0 million of the facility limit/total loan amount; and
- (3) with TAPGL (a subsidiary of CWA) and Tycoon Global (a subsidiary of the Company) as the named borrowers, approximately HK\$169.0 million of the facility limit/total loan amount.
- Purpose : Business operations.
- Interest : Ranging from HIBOR plus 1.95% to HIBOR plus 3.25%
- Repayment : For the Relevant Banking Facility which is term loan, the maturity date is in October 2024. For the Relevant Banking Facilities which are revolving loans, the maturity date ranges from up to 6 months from the date of drawdown to 1 year on a revolving basis. For the Relevant Banking Facilities which are trade finance loans, the maturity date ranges from up to 90 days from the date of drawdown to 120 days.

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Draw down amount : As at 30 September 2024:

- (1) the total amount under the Relevant Banking Facilities drawn down by CWA Group is approximately HK\$182.1 million; and
- (2) the total amount under the Relevant Banking Facilities drawn down by Group is approximately HK\$109.2 million.

Guarantees : The Relevant Banking Facilities is guaranteed by:

- (1) corporate guarantees by the Company in respect of each of the Relevant Banking Facilities;
- (2) corporate guarantees by TAPGL in respect of two of the Relevant Banking Facilities; and
- (3) corporate guarantees by Tycoon Global in respect of two of the Relevant Banking Facilities.

Security : The following is the list of security given by the Group and CWA Group under the Relevant Banking Facilities:

- (1) a first legal charge over three properties in Hong Kong held by a member of the Group;
- (2) assignments of rental proceeds in respect of rental proceeds over two properties in Hong Kong held by a member of the Group;
- (3) a charge over certain trade receivables of TAPGL;
- (4) factoring agreement executed by TAPGL;
- (5) security agreement over certain bank accounts and investment from TAPGL;
- (6) assignment of certain account receivables of TAPGL and Tycoon Global; and
- (7) a charge over certain deposits of Tycoon Global.

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As at the Latest Practicable Date, the net carrying value of the Group's property, plant and equipment pledged to secure the Relevant Banking Facilities amounted to approximately HK\$33.1 million and the total amount of the rental proceeds, account receivables and deposit provided by the Group as security under the Relevant Banking Facilities amounted to approximately HK\$1.6 million.

Other conditions : Other than the usual financial covenants, certain of the Relevant Banking Facilities required that (i) the Company to maintain a tangible net worth not less than a certain amount, (ii) the Company to remain listed on the Stock Exchange, and/or (iii) Mr. Wong to remain as ultimate controller and single largest beneficial shareholder of the Company. As regards the Relevant Banking Facilities which require Mr. Wong to remain as ultimate controller and single largest beneficial shareholder of the Company, the borrower under all such facilities is TAPGL and those facilities are only available to CWA Group. The Relevant Banking Facilities with (i) TAPGL and Tycoon Global as the named borrowers; and (ii) the Company, TAPGL and Tycoon Global as the named borrowers, respectively did not have such requirement.

The terms for the grant of the Relevant Banking Facilities were on normal commercial terms and were negotiated on arms' length basis.

Relevant Inter-Company Balance

As set out in the circular of the Company dated 26 October 2023, the account receivables (in trade nature) and the account receivables (other than trade balance) owing by members of the CWA Group to the Group amounted to approximately HK\$20.0 million and HK\$61.0 million respectively as at 30 June 2023 ("**Relevant Inter-Company Balance**"). Such amount represented inter-company trading activities and previous shareholders' contributions to the working capital of CWA Group, accumulated since the inception of the Group (as TAPGL, a subsidiary of CWA, was in fact the first operating company of the then Group) up to the time when the controlling stake of CWA Group was held by the Group before the Disposal. The Relevant Inter-Company Balance was interest free and repayable on demand.

As at 30 September 2024, CWA Group was not indebted to the Group under the Relevant Inter-Company Balance.

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INFORMATION ON THE PARTIES

The Group

The Group is a reputable omnichannel marketing and management service integrator of healthcare and wellbeing related products in Hong Kong. The Group specialises in providing one-stop services for Proprietary Chinese Medicine (PCM) and health supplement products, including brand agent, marketing, management, distribution, and sales.

Tycoon Global is a major operating company principally engaged in the distribution business of healthcare and wellbeing related products in Hong Kong which is an indirect wholly-owned subsidiary of the Company.

Dynasty Garden is an investment holding company which is an indirect wholly-owned subsidiary of the Company. Dynasty Garden holds 49% of the issued shares in CWA.

CWA Group

CWA is a company incorporated in BVI with limited liability and principally engaged in investment holding and CWA Group is principally engaged in e-commerce business and distribution business of healthcare and wellbeing related products in the PRC. As at the Latest Practicable Date, CWA is owned as to 51% by ECF and 49% by Dynasty Garden.

ECF is an exempted company with limited liability incorporated in the Cayman Islands and registered with the Cayman Islands Monetary Authority as a mutual fund under the Mutual Funds Act of the Cayman Islands. ECF's proposed investment objective is to invest in consumer and/or e-commerce companies and its investment manager is Kudos Summit Asset Management, a corporation licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (a) the investors of ECF comprised of Chu Yin Sang Ken, Mak Kai Ming Maurice and Ng Hui Yee Ethel (each an individual), subscribed for 38.98%, 29.24% and 31.78% of the participating shares respectively; and (b) each of ECF, Kudos Summit Asset Management Limited and their respective ultimate beneficial owner(s) is an Independent Third Party.

TAPGL is principally engaged in distribution business of healthcare and wellbeing related products through operation of online stores and wholesale to e-commerce customers in PRC which is an indirect wholly-owned subsidiary of CWA.

Lenders of the Relevant Banking Facilities

Hang Seng Bank Limited is a licensed bank in Hong Kong and the securities of which are listed on the Main Board of the Stock Exchange (stock code: 11).

DBS Bank of (Hong Kong) Limited is a licensed bank in Hong Kong, and its holding company is DBS Group Holdings Ltd, the securities of which are listed on the Singapore Exchange (stock code: D05).

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Shanghai Commercial Bank Limited is a licensed bank in Hong Kong, and its ultimate holding company is The Shanghai Commercial & Savings Bank, Ltd., the securities of which are listed on the Taiwan Stock Exchange (stock code: 5876).

Standard Chartered Bank (Hong Kong) Limited is a licensed bank in Hong Kong, and its holding company is Standard Chartered PLC, the securities of which are listed on the London Stock Exchange (stock code: STAN) and the Main Board of the Stock Exchange (stock code: 2888).

The Bank of East Asia, Limited is a licensed bank in Hong Kong and the securities of which are listed on the Main Board of the Stock Exchange (stock code: 23).

United Overseas Bank Limited is a licensed bank in Hong Kong, a company incorporated in Singapore with limited liability, the securities of which are listed on the Singapore Stock Exchange (U11.SI).

Citibank, N.A. is a licensed bank in Hong Kong, a national banking association organised and existing under the laws of the United States of America.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the above banks and their respective ultimate beneficial owner(s) is an Independent Third Party.

REASONS FOR THE PROVISION OF FINANCIAL ASSISTANCE

The Group specialises in providing one-stop services for Proprietary Chinese Medicine (PCM) and health supplement products, including brand agent, marketing, management, distribution, and sales. Over the years, the Group has established a strong online and offline sales network in Hong Kong, Macau, the PRC and Southeast Asia. The Group has provided over 200 local and overseas brands, and over 1,500 products to consumers and developed several popular and quality self-owned brands. As one of the market leaders, the Group has diversified its business to maintain competitive advantages in the market. The Group strives to bring reputable and quality products to consumers through its online and offline dual-channel business model.

In July 2023, the Group announced the Disposal of the Group's 51% stake in CWA, principally engaged in the e-commerce business and distribution business of healthcare and wellbeing related products in the PRC, to an independent third party, ECF. Completion of the Disposal took place on 30 September 2023, whereby members of the CWA Group ceased to be subsidiaries of the Company, and the Group currently holds a 49% equity interest in CWA.

Given that prior to the Disposal, CWA Group, which was part of the Group, has been utilising certain bank facilities to conduct its ordinary course of business, and that the Group would continue to own 49% of CWA Group after the Disposal, the Group acknowledges the importance and the need to avoid unnecessary disruption to the operations of CWA Group and to maintain the financial stability and operational continuity of CWA Group, which is in the interests of the Group and the Shareholders as a whole. From a commercial and practical

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perspective and in order to allow a smooth transition, the Group has agreed to include in the SP Agreement provisions to secure the release of the guarantees and security provided by the Group as soon as practicable and within a certain timeframe, that is, one year after completion of the Disposal (or such other time as Dynasty Garden and ECF may agree), taking into account the then circumstances of CWA Group, to arrange and implement the necessary steps for the release of the guarantees and security provided by the Group in the banking facilities and for banking facilities to be obtained independently by CWA Group.

CWA Group is principally engaged in the e-commerce business and distribution business of healthcare and wellbeing related products in the PRC. During 2023 and the first half of 2024, China's economy achieved steady growth, but the consumer market still faced many risks and challenges. The consumer confidence index has fallen since the beginning of 2024. Based on information available to the Group and CWA Group, consumers from the PRC are exercising increased caution in terms of expenditure, and have become more cautious and cost-effective in their consumption decisions. At the same time, low-priced involuntary competition among e-commerce platforms has become more intense. As a result, the business of CWA Group has been affected by a reduced consumption momentum of cross-border online customers from the PRC and the relatively strong Hong Kong dollar status. Consequently, the development and growth of the business of CWA Group after the completion of the Disposal was not as originally expected.

For CWA Group, the business model for e-commerce and distribution of healthcare and wellbeing products is particularly related to cash flow management and banking relationships. The business includes the operation of online stores and wholesale business to e-commerce portals, focusing on cross-border e-commerce sales to PRC. CWA Group's online stores are affiliated with major portals in the PRC, allowing customers to purchase products directly online. Transactions are facilitated through these portals, which collect payments on behalf of CWA Group. After deducting their fees, these portals release funds to CWA Group.

For its product portfolio, CWA Group sources healthcare and wellbeing products from various suppliers, both domestic and international. The procurement process requires careful planning to manage production and transportation lead times, which can range from 1 to 3 months based on the location of suppliers. To maintain a steady supply of products, CWA Group needs significant upfront capital to purchase inventory. This is crucial for meeting customer demand and avoiding stockouts in the e-commerce market. Payments for inventory are often required upfront or upon delivery, necessitating streamlined cash flow management.

CWA Group, engaging in its e-commerce and distribution business, manages the cash flow by utilising bank trade finance lines to bridge the gap between paying its suppliers and receiving payment from its customers. These trade finance lines typically offer terms of repayment period 90 to 120 days. In view of the production and transportation lead times, these financing options are essential to support ongoing operations without cash flow interruptions. In contrast, for the distribution business, CWA Group offers credit terms to customers of settlement by month end plus 45 to 60 days, and for e-commerce business, the portals collecting payments from customers and transferring them to CWA Group, typically ranges from 30 to 45 days. This discrepancy necessitates CWA Group to managing liquidity by balancing procurement costs, operational expenses and revenue collection, ensuring funds

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are available for operational expenses, and maintaining that trade receivables align with loan repayment schedules and such operational model has been running smoothly before and after the Disposal.

As such, positive relationships with the banks are vital for securing trade finance lines and loans, as these bank facilities can allow CWA Group to pay suppliers promptly while extending credit to customers. The ability to leverage these lines effectively ensures that CWA Group can maintain liquidity and operational efficiency. If sufficient bank facilities are unavailable, it will become challenging for CWA Group to maintaining a positive cash flow on a rolling basis. As such, the need for effective cash flow management and access to credit facilities is crucial for CWA Group in ensuring the smooth operation of the business.

As mentioned in the circular of the Company dated 26 October 2023 in relation the Disposal, the Group and ECF, as the shareholders of CWA upon completion of the Disposal, have entered into agreement regarding the utilisation of banking facilities by CWA Group that, among other things, apart from the amounts already drawdown by CWA Group, CWA Group would only be permitted to utilise an additional maximum amount of approximately HK\$1.0 million under the then relevant bank facilities. Nonetheless, considering the prevailing economic conditions and the performance of CWA Group in particular during the period after the completion of the Disposal, the Group and ECF have both come to agreement that maintaining such restriction would only hinder the business and development of CWA Group in the circumstances, and therefore as shareholders of CWA agreed to withdraw such restrictions to allow CWA Group to utilise the bank facilities in accordance with its business and operational needs for so long as the utilised amount was within the then approved limit.

The then provision of financial assistance as described in the circular of the Company dated 26 October 2023 in relation to the Disposal as approved by the controlling shareholder of the Company comprised two elements, namely, (a) the Relevant Inter-Company Balance; and (b) the provision of guarantees and other collateral security by the Group as security for the utilisation of the then relevant bank facilities by CWA Group.

The arrangement between the Group and ECF regarding the further utilisation of the bank facilities (other than the amount already drawdown) by CWA Group which was covered by the then provision of financial assistance was not a term nor a condition of the Disposal or the then provision of financial assistance; such arrangement in fact served as a restrictive measure for the purpose of overseeing and controlling CWA Group's further utilisation of the then relevant bank facilities by the Group effectively during the transition period. Since the completion of the Disposal, the finance team of the Group has been closely monitoring the utilisation of the then relevant bank facilities by CWA Group. As disclosed in in the circular of the Company dated 26 October 2023 in relation to the Disposal, the total amount utilised by CWA Group under the then relevant bank facilities amounted to approximately HK\$127.2 million. According to the records of the Group, the amount utilised by CWA Group under the then relevant bank facilities had been maintained at a level below such disclosed utilised amount until around May 2024.

LETTER FROM THE BOARD

It was always the intention of the management of the Group and ECF to settle the Relevant Inter-Company Balance as soon as practicable by internally generated cash flow of CWA Group. Since the commencement of the current financial year, the amount of the Relevant Inter-Company Balance has been gradually reduced and prior to 30 September 2024, the Relevant Inter-Company Balance had been settled in full by CWA Group. After considering the then prevailing economic conditions and the performance of CWA Group in particular, since the commencement of the current financial year and the fact that CWA Group has utilised part of the cash generated from its operating activities to settle the Relevant Inter-Company Balance after the completion of the Disposal, the Group and ECF decided to loosen the restrictive measures as the existence of such restrictive measures would only hinder the business and development of CWA Group. In or around May 2024, the chief financial officer of the Group agreed to loosen such restrictive measures. Therefore it can allow CWA Group to utilise the bank facilities in accordance with its business and operational needs for so long as the utilised amount would not exceed the approved limit of the then provision of financial assistance. Taking into account the above, the loosening of the restrictive measures shall not be considered as, and does not constitute, a variation of the terms of the Disposal or the then provision of financial assistance arising from with the Disposal.

After the completion of the Disposal, both the Group and CWA Group engaged in discussions with relevant banks regarding the potential release of guarantees and security provided by the Group and/or the banking facilities to be obtained independently by CWA Group. Nonetheless, the relevant banks, providing the banking facilities which were utilised by CWA Group members, were not prepared to release the guarantees and security provided by the Group in these banking facilities. In the course of the discussions ECF, as 51% controlling shareholder of CWA Group, offered to provide guarantees for the banking facilities. However, based on the feedback from the relevant banks, it became evident that in order to secure the most favorable terms and rates for such banking facilities, the banks would necessitate the continuation of certain guarantees and security provided by Group members for the provision of the Relevant Banking Facilities, considering the market perception, reputation and status of the Group as a publicly listed entity in Hong Kong, and that the relevant banks did not offer to require guarantees or security to be provided by ECF. In the circumstances, the Provision of Financial Assistance is not only fair and reasonable but also crucial for the sustainability of CWA Group amidst current market challenges. The occurrence that the banks under the Relevant Banking Facilities did not ask for guarantees or security from ECF further emphasised the necessity of the Group's support.

The Group, and to an extent the CWA Group (in which prior to the Group's disposal of its controlling stake under the Disposal) have considered that utilising bank facilities to maintain the cash flow and operation of the business model in which CWA Group operates is the most reasonable, practicable and accessible to it in the circumstances. While alternative financing and operational strategies may exist, they come with trade-offs that may not align with the business model's goals or capabilities or not be feasible due to the company's size, market position, or operational complexity.

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Taking into account the above, that (a) the Group's 49% ownership stake in CWA provides inherent alignment of interests; (b) the assessment of the CWA Group's circumstances on the strategic value of preserving CWA's cash flow working capital for its business operations; (c) maintaining CWA's operations supports their ability to generate returns can benefit the Group as a significant shareholder; (d) the Group's established banking relationships had the relevant banks require the Group to be the preferred guarantor, which in turn the parties can leverage the Group's strong financial standing to secure favorable terms in relation to the Relevant Banking Facilities; (e) despite the Group had provided the guarantees and security in the Provision of Financial Assistance without fees the Group can benefit from continued influence in CWA's operations and protected interest in CWA Group's future growth potential; (f) CWA Group's e-commerce business and distribution business of healthcare and wellbeing related products in the PRC can provide valuable market intelligence and consumer insights, which can complement the Group's position as a omnichannel marketing and management service integrator of healthcare and wellbeing related products; (g) the Group will maintain oversight through its 49% ownership stake in CWA and regular monitoring of CWA Group's financial performance and cash flows; and (h) it is not uncommon with market practice in healthcare and consumer products distribution sector for significant shareholders, or even minority ones, to provide financial support to partners or invested companies, the Group agreed to the Provision of Financial Assistance by providing certain guarantees and securities by members of the Group under the Relevant Banking Facilities. The decision to the Provision of Financial Assistance was to show the Group's commitment to ensuring the stability and continuity of operations of CWA Group, in which the Group has a 49% ownership stake, while also maintaining a strategic approach to financial management and partnerships with banking institutions.

The Directors have performed the following works to assess the credit risks of the Provision of Financial Assistance: (i) assessed there was no default history of CWA Group; (ii) obtained and reviewed the financial statements and asset lists of CWA Group as at 30 June 2024 which indicate that as at such date, the revenue, total assets (mainly consisted of cash and bank balance, prepayments and other intra-group receivables), total liabilities, and cash and bank balance recorded by CWA Group were approximately HK\$242.4 million, HK\$332.5 million, HK\$296.1 million, and HK\$10.5 million, respectively; and (iii) as shareholder of CWA, reviewed and assessed the business plans of CWA Group which indicate that they had sustainable business in past financial two years, and are of the view that the business of CWA Group are expected to bring sufficient returns which can cover CWA Group's repayment obligations under the Relevant Banking Facilities. In addition, based on that CWA Group has maintained a net asset position, positive cash flow, in particular the repayment period of loans/facilities under the Relevant Banking Facilities is 90 to 120 days while credit term to customers is due 45 to 60 days after the month-end as described above such that the receipts of trade receivable can cover the loan repayments, the Group is of the view that CWA Group is to be able to cover its repayment obligations to its drawn down amounts under the Relevant Banking Facilities.

As a safeguard measure, the Group, under its existing risk management framework, will continue to regularly monitor and review and communicate with CWA Group from time to time to see if there is any material adverse change towards the financial position of CWA Group which may potentially impair their ability to fulfill its obligations under the Relevant Banking Facilities. The Group will closely monitor the financial performance of CWA Group

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on a monthly basis to ensure its sufficient liquidity to run its business. By establishing these measures, it is expected that the Group would be able to oversee and control CWA Group's utilisation of the Relevant Banking Facilities effectively.

CWA Group will be considered by the Group as credit-impaired if it is in default of the loan principal, or has entered bankruptcy proceedings or other financial reorganisation arrangements, or has been severely behind in the loan interest payments. Since most of the Relevant Banking Facilities which can be utilised by CWA group are trade finance loans with the repayment period of 90 to 120 days while the relevant sale proceeds to be received are within the payment term range of month end plus 45 to 60 days. Accordingly, barring unforeseen circumstances, the ongoing purchase and sale transactions can maintain the equilibrium of the receipt and payment. Furthermore, most of the customers of CWA Group are those major portals in the PRC which are unlikely and have no historical record of default payment. Therefore, there is no indication that CWA Group is not able to fulfill its repayment obligations under the Relevant Banking Facilities. The Group's management has performed a preliminary impairment assessment of CWA Group's repayment ability and also based on the historical performance of CWA Group, expected that there would be no potential risk of impairment given the Group's monitoring of CWA Group's financial performance on a regular basis as a shareholder of CWA.

The terms for the grant of the Relevant Banking Facilities were on normal commercial terms and were negotiated on arms' length basis. Based on the above factors, the Directors (including the independent non-executive Directors) are of the view that the terms of the Provision of Financial Assistance under the Relevant Banking Facilities are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT OF THE PROVISION OF FINANCIAL ASSISTANCE

The Provision of Financial Assistance will not have any immediate effect on the Group's earnings, assets and liabilities.

Regarding the Relevant Banking Facilities, in the event that CWA Group failed to pay or settle any of the bank loans/facilities under the Relevant Banking Facilities which had guarantees and securities provided by the Group, the members of the Group which had provided such guarantees or securities may be asked by the relevant banks concerned to be liable for due performance by CWA Group of its obligations under the Relevant Banking Facilities and may be required to pay or settle on behalf of CWA Group the amount that were unpaid or not settled together with other charges and expenses. In that case, the Group's cash and bank balance in the financial statements of the Company may be materially and adversely affected.

Based on the total amount under the Relevant Banking Facilities drawn down by CWA Group of approximately HK\$182.1 million as at 30 September 2024, in the unlikely event that CWA Group failed to pay or settle all of such amounts under the Relevant Banking Facilities and that the relevant banks concerned required the Group to be liable, the Group may be required to pay or settle the draw down amount of HK\$182.1 million in full, together with other charges and expenses, and a recognition of an increase of such amount in current liability of the Group. In case of such unlikely event, the Group's operations of

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the Company may be materially and adversely affected, and the Group would take appropriate remedial actions such as equity and/or loan financing or a combination of such methods, and may consider any possible claim against ECF, taking into account the then prevailing circumstances.

As at the Latest Practicable Date, members of CWA Group have met all repayment obligations due under the Relevant Banking Facilities in accordance with the respective terms of the Relevant Banking Facilities. No event of default has been triggered under the Relevant Banking Facilities as far as the Group is aware of as at the Latest Practicable Date.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Provision of Financial Assistance is more than 25% but less than 75%, the Provision of Financial Assistance constitutes a major transaction of the Company under the Listing Rules and is subject to the notification, announcement and shareholders' approval requirements under the Listing Rules.

Pursuant to Rule 14.44 of the Listing Rules, written shareholders' approval may be accepted in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the transaction; and (2) the written shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the transaction.

So far as the Company is aware having made all reasonable enquiries, no Shareholder is required to abstain from voting at the extraordinary general meeting of the Company for approving the Provision of Financial Assistance if one is to be convened.

Tycoon Empire Investment Limited, which holds 431,474,326 Shares, representing approximately 53.93% of the issued share capital of the Company as at the date of the Announcement and as at the date of the written approval, has given its approval in writing for the transaction in lieu of an approval from the Shareholders at the extraordinary general meeting of the Company pursuant to Rule 14.44 of the Listing Rules. As a result, no extraordinary general meeting in relation to the Provision of Financial Assistance will be convened.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATION

At a Board meeting held on 2 October 2024, the members of the Board had approved the Provision of Financial Assistance. The majority of the Board (including all independent non-executive Directors) are of the view that the terms of the Provision of Financial Assistance are fair and reasonable and are in the interests of the Company and its Shareholders as a whole. If a general meeting were to be convened for the approval of the Provision of Financial Assistance and the transactions contemplated thereunder, the Board would recommend the Shareholders to vote in favour of the resolutions to approve the Provision of Financial Assistance at such general meeting.

ADDITIONAL INFORMATION

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

Yours faithfully
On behalf of the Board
Tycoon Group Holdings Limited
Wong Ka Chun Michael
Chairman, Executive Director and
Chief Executive Officer

1. FINANCIAL INFORMATION OF THE COMPANY

The audited consolidated financial statements of the Group for the years ended 31 December 2021, 2022 and 2023, and the unaudited consolidated financial statements of the Group for the six months ended 30 June 2024, together with their respective accompany notes are disclosed in the following documents which have been published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.tycoongroup.com.hk).

- The audited consolidated financial statements of the Company for the year ended 31 December 2021 (Pages 99 to 189) <https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0421/2022042101193.pdf>
- The audited consolidated financial statements of the Company for the year ended 31 December 2022 (Pages 110 to 199) <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0413/2023041300793.pdf>
- The audited consolidated financial statements of the Company for the year ended 31 December 2023 (Pages 108 to 201) <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0412/2024041200360.pdf>
- The unaudited consolidated financial statements of the Company for the six months ended 30 June 2024 (Pages 26 to 52) <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0912/2024091200531.pdf>

2. INDEBTEDNESS

As at the close of business on 30 September 2024, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had the following indebtedness:

Borrowings

The Group had outstanding borrowings of approximately HK\$225.3 million, details of which are set out below:

	Secured	Unsecured	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest-bearing bank borrowings	<u>165,315</u>	<u>59,970</u>	<u>225,285</u>

At 30 September 2024, the borrowings amounting to HK\$165,315,000 were secured by mortgages over the properties owned by the Group, guarantees provided by the controlling shareholder of the Company and the Company, an investment in an insurance contract and the Group's equity interest in Hong Ning Hong Limited. The remaining borrowings amounting to HK\$59,970,000 were not secured.

Lease liabilities

The Group has various lease contracts for property. As at 30 September 2024, the Group recognised aggregate lease liabilities of HK\$10,956,000 under HKFRS 16 in respect of non-cancellable operating lease contracts.

Financial assistance

As at 30 September 2024, the financial assistance provided by the Group to the CWA Group comprises the provision of guarantees and other collateral serving by members of the Group to licensed banks in Hong Kong for granting the Relevant Banking Facilities to the CWA Group which amounted to approximately HK\$385.8 million.

Except as otherwise disclosed above and apart from intra-group liabilities, we did not have any material mortgages, charges, debentures, loan capital, debt securities, bank overdrafts or other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured or unsecured, or guarantees or other contingent liabilities as at 30 September 2024.

3. WORKING CAPITAL STATEMENT

The Directors are of the opinion that in the absence of unforeseeable circumstance, taking into account of the internal resources of the Group and the available banking facilities, the Group will have sufficient working capital for its present requirements for at least the next twelve months following the date of this circular. The Company has obtained the relevant letter as required under Rule 14.66(12) of the Listing Rules.

4. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial and trading position of the Group since 31 December 2023, being the date on which the latest published audited financial statements of the Company were made up.

5. BUSINESS PROSPECTS

In order to build a diversified sourcing network and enrich its product portfolio, the Group has been strengthening its overseas presence, and has established sourcing centres in Japan, South Korea, Singapore, Malaysia, Thailand, Vietnam, Indonesia, Cambodia, Macau, Australia and France, diversifying and internationalising the Group's product portfolio. The Group will continue to strive forward, assessing the situation and keeping pace with the

times in an ever-changing operating environment, always maintaining adaptability and adjusting strategies according to market conditions. The Group will continue to focus its resources on self-owned brand products with higher profit margins, strengthen the development of the Southeast Asian market, especially the Singapore and Malaysian markets, and expand its international business. With these multi-pronged approaches, it is believed that future revenue will further increase.

Southeast Asia covers 11 countries, comprising Vietnam, the Philippines, Malaysia, Singapore, Myanmar, Thailand, Cambodia, Laos, Brunei, Indonesia, and East Timor. These countries are geographically close to each other and share similar languages and cultures. The post-pandemic economic recovery speed in Southeast Asia has shocked the world. Moreover, with its large market and significant Chinese population in addition to the local population, there is a strong demand for reputable health products and PCM. With the local and overseas sales experience and networks accumulated by the Group, along with long-standing partnerships with major chain stores, the Group can achieve more with less effort in terms of resource allocation and networking. Currently, several best-selling brands have successively signed Southeast Asian agency rights with the Group. Combined with the Group's own brand products, it is believed that Southeast Asia will become a profit growth engine of the Group.

1. RESPONSIBILITY STATEMENT

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

2. DIRECTORS' AND CHIEF EXECUTIVES' INTEREST

As at the Latest Practicable Date, the interests and short positions of each of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 622 of the Laws of Hong Kong) ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"), to be notified to the Company and the Stock Exchange were as follows:

(a) Interests in the shares or underlying shares of the Company

Name of Director	Nature of interest	Number of Shares or underlying Shares ⁽¹⁾	Approximate percentage of interest in the Company
Wong Ka Chun Michael ⁽²⁾	Interest in controlled corporation	431,474,326(L)	53.93%

Notes:

- The letter "L" denotes the Director's long position in such Shares.
- The 431,474,326 Shares are registered in the name of Tycoon Empire Investment Limited ("Tycoon Empire"), a company wholly owned by Mr. Wong Ka Chun Michael, executive Director and chief executive officer of the Company. By virtue of the provisions of Part XV of the SFO, Mr. Wong Ka Chun Michael is deemed to be interested in all the Shares held by Tycoon Empire.

(b) Interests in the shares of associated corporations

Name of Director	Name of association corporation	Capacity/ Nature of interest	Number and class of shares in the associated corporation ⁽¹⁾	Approximate Percentage of interest in the associated corporation
Wong Ka Chun Michael ⁽²⁾	Tycoon Empire	Beneficial owner	1(L)	100%

Notes:

1. The Letter “L” denotes the Director’s long position in such share.
2. Mr. Wong Ka Chun Michael directly owns 100% of the issued share capital of Tycoon Empire.

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

3. SUBSTANTIAL SHAREHOLDERS’ INTERESTS

As at the Latest Practicable Date, so far as was known to the Directors, the following parties, other than the Directors or chief executives of the Company, had interests or short positions in the Shares and underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or was recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of Shareholder	Capacity/ Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of interest in the Company
Tycoon Empire ⁽²⁾	Beneficial owner	431,474,326(L)	53.93%
Ngai Sze Kei ⁽²⁾	Interest of spouse	431,474,326(L)	53.93%
China Resources Pharmaceutical Retail Group Limited ⁽³⁾	Beneficial owner	151,895,000(L)	18.99%

Name of Shareholder	Capacity/ Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of interest in the Company
China Resources Pharmaceutical Group Limited ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
CRH (Pharmaceutical) Limited ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
Commotra Company Limited ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
China Resources (Holdings) Company Limited ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
CRC Bluesky Limited ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
China Resources Inc. ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
China Resources Company Limited ⁽³⁾	Interest in controlled corporation	151,895,000(L)	18.99%
Jacobson Group Treasury Limited ⁽⁴⁾	Beneficial owner	56,590,000(L)	7.07%
Jacobson Pharma Group (BVI) Limited ⁽⁴⁾	Interest in controlled corporation	56,590,000(L)	7.07%
Jacobson Pharma Corporation Limited ⁽⁴⁾	Interest in controlled corporation	56,590,000(L)	7.07%
Kingshill Development Limited ⁽⁴⁾	Interest in controlled corporation	56,590,000(L)	7.07%
Kingshill Development Group Inc. ⁽⁴⁾	Interest in controlled corporation	56,590,000(L)	7.07%
Sum Kwong Yip, Derek ⁽⁴⁾	Founder of a discretionary trust who can influence how the trustee exercises discretion	56,590,000(L)	7.07%
UBS Trustees (B.V.I.) Limited ⁽⁴⁾	Trustee	56,590,000(L)	7.07%

Notes:

1. The letter “L” denotes the person’s long position in such Shares.
2. These interested in Shares are registered in the name of Tycoon Empire, a company wholly-owned by Mr. Wong Ka Chun Michael. Ms. Ngai Sze Kei is the spouse of Mr. Wong Ka Chun Michael. By virtue of the provisions in Part XV of the SFO, Ms. Ngai Sze Kei is deemed to be interested in all the Shares which Mr. Wong Ka Chun Michael is interested in or is deemed to be interested in.
3. These interests in Shares are held by China Resources Pharmaceutical Retail Group Limited, a company wholly owned by China Resources Pharmaceutical Group Limited (“CR Pharma”) (stock code: 3320.hk). Based on the notices of disclosure of interests dated 8 July 2024 of China Resources Pharmaceutical Retail Group Limited, CR Pharma and China Resources Company Limited filed with

the Stock Exchange in relation to the Company, CR Pharma is owned as to approximately 53.40% by CRH (Pharmaceutical) Limited and Commotra Company Limited, each wholly-owned by China Resources (Holdings) Company Limited, which is wholly-owned by CRC Bluesky Limited, which in turn is wholly-owned by China Resources Inc., which in turn is wholly-owned by China Resources Company Limited. By virtue of the provisions of Part XV of the SFO, each of CR Pharma, CRH (Pharmaceutical) Limited, Commotra Company Limited, China Resources (Holdings) Company Limited, CRC Bluesky Limited, China Resources Inc. and China Resources Company Limited is deemed to be interested in all the Shares held by China Resources Pharmaceutical Retail Group Limited.

4. These interests in Shares are held by Jacobson Group Treasury Limited, a wholly-owned subsidiary of Jacobson Pharma Group (BVI) Limited, which in turn is a wholly-owned subsidiary of Jacobson Pharma Corporation Limited (“**Jacobson Pharma**”) (stock code: 2633.hk), in which 43.98% of the issued share capital of Jacobson Pharma is owned by Kingshill Development Limited, a wholly-owned subsidiary of Kingshill Development Group Inc., which in turn is wholly-owned by UBS Trustees (B.V.I.) Limited, the trustee of The Kingshill Trust, a discretionary trust established by Mr. Sum Kwong Yip, Derek (as the settlor) with Mr. Sum Kwong Yip, Derek and his family members as the discretionary beneficiaries. By virtue of the provisions of Part XV of the SFO, each of Jacobson Pharma Group (BVI) Limited, Jacobson Pharma, Kingshill Development Limited, Kingshill Development Group Inc., Mr. Sum Kwong Yip, Derek and UBS Trustees (B.V.I.) Limited is deemed to be interested in all the Shares held by Jacobson Group Treasury Limited.

Save as disclosed in this circular, as at the Latest Practicable Date, so far as is known to the Directors, there was no other person who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or was recorded in the register required to be kept by the Company under section 336 of the SFO.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors nor their respective close associates had any business which competes or may compete with the business of the Group.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

5. INTERESTS IN CONTRACT OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors was materially interested in contract or arrangement subsisting which was significant in relation to the business of the Group, nor had any Director had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2023, the date to which the latest published audited consolidated financial statements of the Group were made up.

6. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business of the Company) have been entered into by members of the Group within two years immediately preceding the date of the Announcement and up to the Latest Practicable Date which are or may be material:

- (1) (a) the sale and purchase agreement dated 28 April 2023 entered into between Million Effort Investment Limited (“**Million Effort**”), an indirect wholly-owned subsidiary of the Company, as purchaser and Coming Wealth Inc. (“**Seller**”) in relation to the acquisition by Million Effort from the Seller of the shares representing 12% of the existing issued share capital of Hong Ning Hong Limited for an aggregate consideration of HK\$9,120,000; (b) the deed dated 28 April 2023 entered into between the Seller and Million Effort in respect of the grant of a put option by Million Effort in favour of the Seller; and (c) the deed dated 28 April 2023 entered into between the Seller and Million Effort in respect of the grant of a call option by the Seller in favour of Million Effort, further details of each of which are set out in the announcement of the Company dated 28 April 2023;
- (2) the SP Agreement, being the agreement for the sale and purchase of shares dated 7 July 2023 entered into by and among Dynasty Garden, the Company and ECF in relation to, among other things, the disposal by Dynasty Garden of 51% of the issued shares of CWA to ECF at a consideration of HK\$130,000,000, further details of which are set out in the announcements of the Company dated 7 July 2023, 27 July 2023 and 3 October 2023 and the circular of the Company dated 26 October 2023;
- (3) the master sale and purchase agreement dated 15 December 2023 entered into between the Company and CR Care Company Limited (“**CR Care**”) in relation to sale and purchase of certain products sold by the Group and certain products sold by CR Care for a term commencing on 1 January 2024 and ending on 31 December 2026 under a proposed annual cap for the goods to be sold for the three years ending 31 December 2026 of HK\$38,000,000, HK\$40,500,000 and HK\$43,000,000 respectively and proposed annual cap of goods to be purchased for the three years ending 31 December 2026 of HK\$3,500,000, HK\$4,000,000 and HK\$5,000,000 respectively, further details of which are set out in the announcement of the Company dated 15 December 2023;

- (4) the tenancy agreement dated 15 December 2023 entered into between TGL as tenant and Mr. Wong as landlord in relation to the leasing of certain premises situated at Wah Wai Centre, Nos. 38-40 Au Pui Wan Street, Shatin, New Territories for a term commencing on 1 January 2024 to 31 December 2026 (both days inclusive) at a rent of HK\$297,000.00 per month (inclusive of rates, Government rent and management charges), further details of which are set out in the announcement of the Company dated 15 December 2023; and
- (5) the Guarantees and Security.

8. CORPORATE INFORMATION OF THE COMPANY

The registered office of the Company is situated at Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The principal place of business in Hong Kong of the Company is situated at Room 14, 8/F, Wah Wai Centre, 38-40 Au Pui Wan Street, Shatin, New Territories, Hong Kong.

The Hong Kong branch share registrar of the Company is Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

The company secretary of the Company is Mr. Cheung Yuk Chuen, who is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

9. DOCUMENTS ON DISPLAY

Copies of the Guarantees and Security will be published on the Stock Exchange website (www.hkexnews.hk) and the Company's website (www.tycoongroup.com.hk) for a period of 14 days commencing from the date of this circular.