
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Classified Group (Holdings) Limited**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

**MAJOR TRANSACTION
IN RELATION TO THE TENANCY AGREEMENT**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 8 of this circular.

The transaction being the subject matter of this circular has been approved by written Shareholder’s approval pursuant to the GEM Listing Rules and this circular is being despatched to the Shareholders for information only.

References to time and dates in this circular are to Hong Kong time and dates.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Classified Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on GEM (stock code: 8232)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules)
“Landlord”	Sun Kwok Bun Development Company Limited
“Latest Practicable Date”	25 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	The People’s Republic of China
“Premises”	Shop No. 87, 1/F and 2/F storeroom of Richland Garden, 138 Wu Chui Road, Tuen Mun, New Territories, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Shareholders”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“THAC”	THAC Group (BVI) Limited, a limited company incorporated in the British Virgin Islands, the Controlling Shareholder holding 39,291,625 shares of the Company, representing approximately 70.5% of the issued shares of the Company as at the Latest Practicable Date
“Tenancy Agreement”	the tenancy agreement dated 27 August 2025 entered into between the Tenant and the Landlord in respect of the lease of the Premises
“The Pawn”	The Pawn Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company, being the tenant under the Tenancy Agreement
“%”	per cent

LETTER FROM THE BOARD

Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

Executive Directors:

Mr. KWOK Chun Kwan (*Chairman*)

Mr. CHAN Benson

Ms. HO Helen Kayee

Registered office:

Cricket Square,

Hutchins Drive P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. WONG Ho Shing Samon

Ms. CHAN Sheung Yu Iris

Mr. LAU Kelly

Head office and principal place of business

in Hong Kong:

2/F Cheung Tak Industrial Building

30 Wong Chuk Hang Road

Wong Chuk Hang

Hong Kong

28 November 2025

To the Shareholders

Dear Sir/Madam,

MAJOR TRANSACTION IN RELATION TO THE TENANCY AGREEMENT

INTRODUCTION

Reference is made to the announcement of the Company dated 27 August 2025 whereby the Board announced that The Pawn Limited as Tenant entered into the Tenancy Agreement with the Landlord in relation to the tenancy of the Premises for the operation of a Chinese restaurant.

The purpose of this circular is to provide you with, among other things, further information of the Tenancy Agreement and the transaction contemplated thereunder and other information as required under the GEM Listing Rules.

LETTER FROM THE BOARD

THE TENANCY AGREEMENT

Date:	27 August 2025
Landlord:	Sun Kwok Bun Development Company Limited
Tenant:	The Pawn Limited
Premises:	Shop No. 87, 1/F, Richland Shopping Arcade, 138 Wu Chui Road, Tuen Mun, New Territories, Hong Kong
Usage:	Operation of Chinese restaurant
Lease term:	6 years commencing on 16 August 2025 and ending on 15 August 2031 (both days inclusive), with an option to extend for an additional three years by the Tenant. Such option to renew shall be exercised at least 180 days before the expiry date of the fixed term by the Tenant by giving notice in writing to the Landlord.

If the Tenant exercises the option to renew the lease before expiry of the fixed term, the Company will assess the notifiable transaction implications of the renewal and comply with the applicable requirements under Chapter 19 of the GEM Listing Rules.

Rent:	The monthly rent payable shall consist of either the base rent or the turnover rent.
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The monthly base rent shall be (i) HK\$248,000 from 16 August 2025 to 15 August 2028; and (ii) HK\$268,000 from 16 August 2028 to 15 August 2031 to be paid in advance on the 7th day of each and every calendar month. The aggregate amount of the base rent covering the entire lease term under the Tenancy Agreement is approximately HK\$18.1 million for a fixed term of 6 years.

For any month in which the turnover is HK\$3.6 million or above, the rent payable will be the higher of the applicable base rent or 8% of that month's turnover. The base rent is paid in advance and any turnover rent top-up (being the excess of 8% over the base rent, if applicable) is paid in arrears, and the Tenant must report the prior month's turnover to the Landlord by the 7th day of each month.

The Tenant is responsible for rent and rates, management and air-conditioning fees and all periodic charges and expenses for the maintenance upkeep, lighting, cleaning, operating and servicing of the property during the term.

LETTER FROM THE BOARD

- Rent-free period: 2 months (the 2nd, and 13th month of the term)
- Deposit: Approximately HK\$1.02 million payable upon the execution of the Tenancy Agreement and shall be increased by HK\$60,000 during the 4th year of the lease term. The deposit shall be refundable without interest within 30 days after the lease expiry or earlier termination pursuant to the terms and conditions of the Tenancy Agreement.

The payment of the rent will be funded by the internal resources of the Group.

THE RIGHT-OF-USE ASSET

The aggregate value (unaudited) of the right-of-use asset to be recognised by the Group under the Tenancy Agreement is approximately HK\$16.8 million which is the present value of lease payments throughout the lease term under the Tenancy Agreement, discounted using the increment borrowing rate and adjustment to fair value at initial recognition of refundable rental deposit and provision for reinstatement costs in accordance with HKFRS 16. Incremental borrowing rate of the lease liability is determined with reference to the prevailing interest rate of the Group's external borrowings.

It is expected that the right-of-use assets will be depreciated over the estimated useful life of 72 months on a straight-line basis, resulting in an average monthly depreciation amount of approximately HK\$230,000. Lease liabilities amounting to approximately HK\$15.7 million will be recognised by the Group in the consolidated statement of financial position and will decrease upon the settlement of lease payments to the Landlord.

Save as the abovementioned, the Directors consider that entering into the Tenancy Agreement will not have any material effect on the total assets, total liabilities and earnings of the Group.

INFORMATION ON THE PARTIES

The Landlord

The Landlord is a company with limited liability incorporated in Hong Kong and is principally engaged in property investment.

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries:

- (i) the Landlord has a broad shareholder base of 31 shareholders, with its single largest shareholder, Ambassador Catering Enterprises Limited, holding a 55.2% interest, and each of the next two largest shareholders holding a 5.7% interest;

LETTER FROM THE BOARD

- (ii) the single largest shareholder of Ambassador Catering Enterprises Limited is Yeung Shing Land Investment Company Limited, whose ultimate beneficial owner is Mr. Hui Kin Wah Kenneth; and
- (iii) each of the foregoing parties, and the Landlord, are Independent Third Parties.

The Tenant

The Tenant is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company. The Tenant is principally engaged in the business of restaurant operation.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENT

The Group is principally engaged in the restaurant operations business in Hong Kong. The Pawn Limited is an indirect wholly-owned subsidiary of the Company, focusing on restaurant operations in the region. The Board is of the view that entering into the Tenancy Agreement presents a significant opportunity for the Group to expand its restaurant network, aligning with its overall business development strategy.

The terms of the Tenancy Agreement, including the base rent and the turnover rent rate percentages, were determined after arm's length negotiations between the parties and with reference to (i) prevailing market rents for similar properties in the area, and (ii) the Group's existing and historical tenancies for its other restaurants. The Company obtained quotations from an independent real estate agent for comparable premises in the vicinity, which indicated a market range of approximately HK\$42 to HK\$114 per sq.ft. per month. Against these market references, the agreed base rent of HK\$14 per sq.ft. per month is below the market range. In addition, the Group's existing and historical restaurant tenancies generally carry turnover rent rates of approximately 10% to 13%. In this context, the agreed 8% turnover rent rate is below the Group's internal portfolio benchmarks and remains within customary practice for restaurant leases.

The Directors therefore consider that the terms of the Tenancy Agreement are fair and reasonable, and the transaction contemplated thereunder is on normal commercial terms, in the ordinary and usual course of business and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

In accordance with HKFRS 16 "Leases", the Group will recognise right-of-use assets in the consolidated financial statements of the Group in connection with the tenancy of the Premises. Accordingly, the lease transactions under the Tenancy Agreement will be regarded as acquisition of assets by the Group for the purpose of the GEM Listing Rules.

LETTER FROM THE BOARD

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the aggregated value of the right-of-use of the Premises under the Tenancy Agreement exceed 25% but are less than 100%, the transaction contemplated thereunder constitutes a major transaction of the Company and is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution(s) for approving the Tenancy Agreement and the transaction contemplated thereunder if the Company was required to convene a general meeting for the approval of the Tenancy Agreement and the transaction contemplated thereunder.

The Company has obtained a written approval from THAC, being the controlling Shareholder holding 39,291,625 shares of the Company, representing approximately 70.5% of the issued shares of the Company as at the Latest Practicable Date, for the Tenancy Agreement and the transaction contemplated thereunder in lieu of holding a general meeting of the Company under Rule 19.44 of the GEM Listing Rules. Accordingly, no general meeting of the Company shall be convened to approve the Tenancy Agreement and the transaction contemplated thereunder.

RECOMMENDATION

The Board (including the Independent non-executive Directors) considers that the entering into of the Tenancy Agreement, the terms of the Tenancy Agreement and the transaction contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Although a general meeting will not be convened by the Company to approve the Tenancy Agreement, if such a general meeting were to be convened by the Company, the Board would recommend the Shareholders vote in favor of the resolutions to approve the Tenancy Agreement.

REASONS FOR NON-COMPLIANCE WITH THE LISTING RULES

Pursuant to Rule 19.41(a) of the GEM Listing Rules, the Company is required to despatch to the Shareholders a Circular containing, among other things, details of the Tenancy Agreement on or before 17 September 2025, being 15 Business Days after publication of the announcement in relation to the Tenancy Agreement. The Company failed to despatch the Circular in a timely manner which constituted a non-compliance with the GEM Listing Rules.

The Directors would like to stress that the Company has every intention to comply with the GEM Listing Rules and the delay arose during a period of management transition. Planning and preparation for the Circular were not completed as quickly as expected, including coordinating inputs and arranging adviser and Board reviews.

LETTER FROM THE BOARD

In order to ensure on-going compliance with the GEM Listing Rules and to prevent any recurrence of late despatch, the Company has issued a memorandum to the Board and the management of the Company in November 2025, setting out the applicable requirements under the GEM Listing Rules, establishing clearer internal timelines and responsibilities for circular preparation and despatch, and, where appropriate, consulting its legal advisers, financial advisers and/or the Stock Exchange on compliance matters.

GENERAL

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

For and on behalf of the Board
Classified Group (Holdings) Limited
KWOK Chun Kwan
Chairman and Executive Director

A. FINANCIAL INFORMATION OF THE GROUP

Details of the financial information of the Group for the years ended 31 December 2022, 2023, and 2024, and the six months ended 30 June 2025 are disclosed in the following documents which have been published and are available on the websites of the Stock Exchange and the Company. Please refer to the hyperlinks as stated below:

- the annual report of the Company for the year ended 31 December 2022 published on 31 March 2023 (pages 49 to 115)
(<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0331/2023033103295.pdf>)
- the annual report of the Company for the year ended 31 December 2023 published on 29 April 2024 (pages 51 to 105)
(<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0429/2024042903865.pdf>)
- the annual report of the Company for the year ended 31 December 2024 published on 29 April 2025 (pages 48 to 99)
(<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0429/2025042902818.pdf>)
- the interim report of the Company for the six months ended 30 June 2025 published on 29 August 2025 (pages 5 to 21)
(<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0908/2025090800753.pdf>)

B. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 September 2025, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this Circular, the Group had outstanding indebtedness of approximately HK\$25.58 million as follows,

Amounts due to former directors

As at 30 September 2025, the Group had amounts due to former directors of approximately HK\$8.51 million. The balance is unsecured, unguaranteed and interest-free.

Amount due to former related company

As at 30 September 2025, the Group had amount due to former related company of approximately HK\$1.25 million. The balance is unsecured, unguaranteed and interest-free.

Lease liabilities

As at 30 September 2025, the Group had unsecured and unguaranteed lease liabilities of approximately HK\$15.82 million.

Save as aforesaid, and apart from intra-group liabilities and normal trade payables in the ordinary course of business, the Group did not have any other debt securities issued and outstanding, or authorised or otherwise created but unissued, loans or any term loans (secured, unsecured, guaranteed or otherwise), any other borrowings or indebtedness in the nature of borrowing including bank overdrafts and any liabilities under acceptances (other than normal trade bills), acceptance credits or hire purchase commitments (guaranteed, unguaranteed, secured or otherwise), mortgages, charges, other contingent liabilities or guarantees, as at 30 September 2025.

C. WORKING CAPITAL

The Directors, after due and careful enquiry and taking into account the present financial resources available to the Group including internally generated funds and cash flow from operations, are of the opinion that, the Group has sufficient working capital for its present requirements for at least 12 months from the date of this circular. The Company has obtained the relevant confirmation as required under Rule 19.66(13) of the GEM Listing Rules.

D. MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up.

E. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The business environment of the food and beverage industry in Hong Kong remains challenging, dynamic, and competitive. Pressure from rising food costs, rental expenses, utilities expenses and labour costs is enduring, which further squeezed our profit margin. Against the backdrop of economic uncertainty, customers are more budget conscious and price sensitive to the amounts they spend on dining out and the revenues of our restaurants were weaker than expected. The management believes the difficult situation may continue, which will adversely affect the food and beverage industry and the Group's business performance.

Nevertheless, the Group has implemented cost-saving measures including but not limited to minimising the staff costs of our restaurants, negotiating with our suppliers for purchasing discounts and adopting certain sales stimulating measures including but not limited to increasing marketing efforts and expanding the take-away product line, to partially offset the aforesaid adverse impacts.

Operating in such a difficult macroeconomic environment, we need to be agile, flexible and adaptive. We will embrace changes with flexible marketing strategies and efficient operational discipline, continue to reshape our business model and make decisions necessary to enhance the profitability of the Group.

For the six months ended 30 June 2025, the Group's unaudited turnover was approximately HK\$17.0 million (30 June 2024: HK\$17.8 million), representing a decrease of approximately 4.3% as compared with the last corresponding period. The decrease in revenue for the six months ended 30 June 2025 was mainly due to the impact of changing patterns of spending by consumers and the closure of a restaurant upon expiry of its tenancy agreement in May 2025.

The loss attributable to owners of the Company was approximately HK\$3.0 million for the six months ended 30 June 2025 (30 June 2024: HK\$3.0 million), which is in line with last year same period although there were net gain on disposal of property, plant and equipment of around HK\$0.77 million, HK\$0.18 million reinstatement expenses and the closure of a loss making restaurant upon expiry of its tenancy agreement.

1. RESPONSIBILITY STATEMENT

This circular, 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 regarding the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of directors and the chief executives in the Shares, underlying Shares and debentures of the Company and its associated corporations

Save as disclosed below, as at the Latest Practicable Date, and so far as the Directors are aware, none of the Directors or chief executives and their respective associates had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as entered in the register of the Company required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors.

Name	Capacity	Number of Shares held	Approximate percentage of shareholding
KWOK Chun Kwan	Interest of a controlled corporation ⁽¹⁾	39,291,625	70.5%
HO Helen Kayee	Interest of spouse ⁽²⁾	39,291,625	70.5%

Note:

(1) These Shares are held by THAC Group (BVI) Limited, which is 53% owned by KWOK Chun Kwan. By virtue of the SFO, KWOK Chun Kwan is deemed to be interested in all the Shares held by THAC Group (BVI) Limited.

(2) HO Helen Kayee is the spouse of KWOK Chun Kwan and she is deemed to be interested in all the Shares in which KWOK Chun Kwan is interested by virtue of the SFO.

(b) Interests and short positions of substantial shareholders and other persons in the shares and underlying shares of the Company

As at the Latest Practicable Date, the following persons/entities (other than the Directors or chief executive of the Company) had or were deemed to have interests or short positions in the shares, the underlying shares and debentures of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company or any other member of the Group:

Name	Capacity	Number of Shares held	Approximate percentage of shareholding
THAC Group (BVI) Limited	Beneficial owner	39,291,625 ⁽³⁾	70.5%

Note:

- (3) On 31 October 2025, THAC Group (BVI) Limited had disposed of an aggregate of 3,000,000 shares, representing approximately 5.4% of the total number of shares in issue to three independent third parties in order to restore the minimum public float of the Company. For details, please refer to Company's announcement dated 31 October 2025.

(c) Director's interests in substantial shareholders

KWOK Chun Kwan and HO Helen Kayee, being the executive directors of the Company, are directors of THAC, a substantial shareholder of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or an employee of a company which had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholders of the Company and their respective close associates (as defined under the GEM Listing Rules), was interested in any business which competes or is likely to compete either directly or indirectly with the business of the Group (as would be required to be disclosed under the GEM Listing Rules if each of them were a controlling shareholder).

In particular, the Board has specifically considered the position of THAC as a controlling shareholder and the positions of Mr. Kwok Chun Kwan and Ms. Ho Helen Kayee, who serve as executive Directors of the Company and directors of THAC, which is also engaged in restaurant operations in Hong Kong.

Based on its assessment, the Board considers there is no competing business or interest due to the clear geographic separation and customer catchment. The Group currently operates two Western-style restaurants and is expanding into a new Chinese restaurant in Tuen Mun that is primarily banquet-focused. THAC does not operate any Western-style restaurants or any banquet-focused restaurants within Tuen Mun or its primary catchment area. Accordingly, there is no material overlap in location, cuisine positioning or customer base and, consequently, no direct competition. On this basis, the Board considers that there is no competing business or interest between the Group and THAC that would conflict with the interests of the Group, and will continue to monitor the position for any changes.

4. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

5. DIRECTORS' SERVICE CONTRACTS

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

6. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

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

No Director was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

7. MATERIAL CONTRACTS

No contracts outside the ordinary course of business carried on by the Group had been entered into by the Group within the two years immediately preceding the date of this circular and up to the Latest Practicable Date which are or may be material.

8. GENERAL

- (i) The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (ii) The principal place of business of the Company in Hong Kong is located at 2/F, Cheung Tak Industrial Building, 30 Wong Chuk Hang Road, Wong Chuk Hang, Hong Kong.
- (iii) The company secretary of the Company is Ms. Leung Yin Fai. Ms. Leung has been has been a fellow member of the Chartered Association of Certified Accountants in the United Kingdom since September 1995, a fellow member of CPA Australia since May 2004 and an associate member of the Hong Kong Institute Certified Public Accountants since September 1990.
- (iv) The Cayman Islands principal share registrar and transfer office is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (v) The Hong Kong share registrar and transfer office is Union Registrars Limited, whose address is Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.
- (vi) The audit committee of the Company was established in accordance with Rule 5.28 of the GEM Listing Rules and in compliance with paragraph C.3 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the audit committee include, among others, to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, and handling any questions of their resignation or dismissal of that auditor reviewing the Group's financial statements and the annual, interim and quarterly financial reports, to review the Group's financial and accounting policies and practices and to review the Group's financial controls, and risk management and internal control system. The audit committee currently consists of three independent non-executive directors, namely Mr. WONG Ho Shing Samson ("**Mr. Wong**"), Ms. CHAN Sheung Yu Iris ("**Ms. Chan**") and Mr. LAU Kelly ("**Mr. Lau**"). The audit committee is chaired by Mr. Wong.

Mr. Wong, aged 40, was appointed as an independent non-executive director of the Company on 30 September 2025. Mr. Wong has extensive experience in financial markets and business management. Mr. Wong was admitted as a Fellow of the Institute of Public Accountants on 2 September 2020 (with fellow advancement certified on 12 October 2020) and was awarded the Fellow Certified Management Accountant (FCMA) designation by The Institute of Certified Management Accountants in July 2020. He has also been admitted as an international affiliate of the Hong Kong Institute of Certified Public Accountants since March 2021. Mr. Wong has served in management positions at various multinational and local enterprises, overseeing departments including human resources, administration, finance, legal, and operations. His industry experience spans finance, food and beverage, real estate development and property management, e-commerce and big data, as well as beauty and health medicine.

Ms. Chan, aged 38, was appointed as an independent non-executive director of the Company on 30 September 2025. Ms. Chan has over 10 years of experience in auditing and financial fields. She has been serving as an independent non-executive director of Prosperity Group International Limited (a company listed on the Stock Exchange with stock code: 1421) since December 2024, DreamEast Group Limited (a company listed on the Stock Exchange with stock code: 593) since January 2024 and GBA Group Limited (a company listed on the Stock Exchange with stock code: 261) since July 2023. And previously served as an independent non-executive director for WS-SK Target Group Limited (a company listed on the Stock Exchange with stock code: 8427). Ms. Chan is currently the Chief Financial Officer of Kindness and Welfare Chairty Limited since March 2023. Ms. Chan currently serves as an Audit Services Consultant for the Hong Kong Audit Management Institute. She has previously held positions as a member of the Lung Tong Area Committee under the Home Affairs Department of the HKSAR Government, and as a member of the Advisory Panel on Television and Radio Broadcasting for the Communications Authority (OFCA) of Hong Kong.

Mr. Lau, aged 46, was appointed as an independent non-executive director of the Company on 30 September 2025. Mr. Lau has worked with the Hong Kong Police Force for twelve years between December 1998 and July 2010, receiving commendations from Secretary of Civil Service and Secretary of Home Affairs for highly rated performances during his tenure. Mr. Lau mainly worked at the Police Headquarters in Public Relations strategies and Criminal Investigations. Mr. Lau has been trained as a detective specializing in the fields of commercial crime and financial investigations. Mr. Lau is currently an INED for Pinestone Capital Limited, a company listed on the Main Board of the Stock Exchange (stock code: 804) from September 2022. Mr. Lau is also an advisor to EYT3, a private company proactively in the field of cyber security detection and response, AML investigation and data-analytics from October 2022. Mr. Lau is also an advisor to the financial services team

at Forvis Mazars in Hong Kong from June 2024. Forvis Mazars is a leading global professional services network across 100 countries providing an unmatched client experience, delivering audit & assurance, tax, advisory and consulting services across the globe.

- (vii) This circular is prepared in both English and Chinese. In the event of inconsistency, the English text shall prevail over its Chinese text unless otherwise specified.

9. DOCUMENTS ON DISPLAY

Copy of the Tenancy Agreement will be published on the websites of the Company (<http://www.classifiedgroup.com.hk/>) and the Stock Exchange (www.hkexnews.hk) for a period of 14 days from the date of this circular (inclusive).