



DOYEN INTERNATIONAL HOLDINGS LIMITED

東銀國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 668)

Executive Directors:

Mr. Lo Siu Yu (Chairman)

Mr. Cho Chun Wai

Non-executive Directors:

Ms. Sun Lin

Mr. Pan Chuan

*Registered office and principal place of
business in Hong Kong:*

Suite 2206, 22nd Floor

Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

Independent non-executive Directors:

Mr. Chan Ying Kay

Mr. Leung Kin Hong

Mr. Wang Jin Ling

20 December 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF
DOYEN INTERNATIONAL HOLDINGS LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 673 OF THE COMPANIES ORDINANCE;
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES OF
DOYEN INTERNATIONAL HOLDINGS LIMITED**

INTRODUCTION

Galaxy Bond (i.e. the Offeror), having security interests (as lender of the Debt) over 785,373,018 Shares (representing approximately 61.64% of the entire issued share capital of the Company) held by the MS Shareholders (i.e. Money Success, Full Brilliant, Sino Consult, Mr. Lo and Ms. Chiu (each being one of the Offeror Concert Parties)), proposed to privatise the Company. In view of this, the Offeror and the Company jointly announce that, on 23 August 2024, the Offeror requested that the Board put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 673 of the Companies Ordinance.

THE PROPOSAL

If the Proposal is approved and implemented:

- (a) all the Scheme Shares in issue on the Scheme Record Date will be cancelled and extinguished on the Effective Date in exchange for the Cancellation Price of HK\$0.350 in cash for each Scheme Share cancelled and extinguished (pursuant to the MS Irrevocable Undertakings, each of the MS Shareholders has undertaken that (i) upon the Scheme being effective; and (ii) if the Offeror decides to set-off the Debt on a dollar-for-dollar basis with the sum equivalent to the Cancellation Price of HK\$0.350 for each MS Scheme Share cancelled and extinguished, each of the MS Shareholders shall agree to such alternative arrangement. Galaxy Bond (i.e. the Offeror) subsequently confirmed its intention to set-off the Debt);
- (b) on the Effective Date, the issued share capital of the Company will be reduced by the cancellation and extinguishment of the Scheme Shares in issue on the Scheme Record Date and, immediately after such cancellation, extinguishment and reduction, the issued share capital of the Company will be restored to the amount immediately prior to such cancellation, extinguishment and reduction by the issue by the Company to the Offeror of such number of new Shares (credited as fully-paid by applying the reserve created as a result of such cancellation, extinguishment and reduction) as is equal to the number of the Scheme Shares cancelled and extinguished on the Effective Date;
- (c) the Company will be owned as to 100.00% by Galaxy Bond and Mr. Xue in aggregate; and
- (d) the listing of the Shares on the Stock Exchange will be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules.

Upon the Scheme becoming effective, the Cancellation Price will be paid to the Remaining Scheme Shareholders whose names appear on the register of members of the Company on the Scheme Record Date as soon as possible but in any event within seven (7) Business Days following the Effective Date. Upon the Scheme becoming effective, with respect to the MS Shareholders, the Offeror will set-off the Debt on a dollar-for-dollar basis with the sum equivalent to the Cancellation Price of HK\$0.350 for each MS Scheme Share as soon as possible but in any event within seven (7) Business Days following the Effective Date.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and the Scheme, and to give you notices of the Court Meeting and of the EGM (together with proxy forms in relation thereto). Your attention is also drawn to (i) the letter from the Independent Board Committee set out on pages 33 to 34 of this Scheme Document; (ii) the letter from the Independent Financial Adviser set out on pages 35 to 66 of this Scheme Document; (iii) the Explanatory Statement set out on pages 67 to 100 of this Scheme Document; and (iv) the terms of the Scheme set out in Appendix IV to this Scheme Document.

Subject to the Conditions described in the section headed “Conditions of the Proposal” in the Explanatory Statement on pages 77 to 81 of this Scheme Document being fulfilled or waived, as applicable, the proposed privatisation of the Company will be implemented by way of the Scheme between the Company and the Scheme Shareholders.

THE SCHEME

Cancellation Price

Under the Scheme, the Scheme Shares in issue on the Scheme Record Date will be cancelled and extinguished on the Effective Date and, in consideration therefor, each Scheme Shareholder will be entitled to receive the Cancellation Price of HK\$0.350 in cash for each Scheme Share cancelled and extinguished (save that pursuant to the MS Irrevocable Undertakings and Galaxy Bond’s subsequent confirmation, upon the Scheme being effective, the Offeror will set-off the Debt on a dollar-for-dollar basis with the sum equivalent to the Cancellation Price of HK\$0.350 for each MS Scheme Share cancelled and extinguished).

If (a) after the Latest Practicable Date, any dividend, distribution and/or return of capital is announced, declared, made and/or paid in respect of the Shares; and (b) the record date to be announced by the Board for determining the entitlements to such dividend, distribution and/or return of capital (as the case may be) falls on a day which is on or before the Effective Date, the Shareholders whose names appear on the register of members of the Company on such record date will be entitled to such dividend, distribution and/or return of capital (as the case may be).

As at the Latest Practicable Date, (i) the Company had not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company did not intend to announce, declare and/or pay any dividend, distribution or other return of capital before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

The Cancellation Price of HK\$0.350 represents:

- (a) a premium of approximately 4.48% over the closing price of HK\$0.335 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a premium of approximately 3.55% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the first 60 trading days up to and including the Resumption Day of approximately HK\$0.338 per Share;
- (c) a premium of approximately 4.48% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the first 30 trading days up to and including the Resumption Day of approximately HK\$0.335 per Share;
- (d) a premium of approximately 5.74% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the first 10 trading days up to and including the Resumption Day of approximately HK\$0.331 per Share;

- (e) a premium of approximately 7.03% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the first five trading days up to and including the Resumption Day of approximately HK\$0.327 per Share;
- (f) a premium of approximately 9.38% over the closing price of HK\$0.32 per Share as quoted on the Stock Exchange on 3 September 2024, being the Resumption Day;
- (g) a premium of approximately 78.57% over the closing price of HK\$0.196 per Share as quoted on the Stock Exchange on 23 August 2024, being the Last Trading Day;
- (h) a premium of approximately 81.35% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day of approximately HK\$0.193 per Share;
- (i) a premium of approximately 82.29% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day of approximately HK\$0.192 per Share;
- (j) a premium of approximately 81.35% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day of approximately HK\$0.193 per Share;
- (k) a premium of approximately 86.17% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last 60 trading days up to and including the Last Trading Day of approximately HK\$0.188 per Share;
- (l) a premium of approximately 131.79% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last 120 trading days up to and including the Last Trading Day of approximately HK\$0.151 per Share;
- (m) a premium of approximately 92.31% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last 180 trading days up to and including the Last Trading Day of approximately HK\$0.182 per Share;
- (n) a premium of approximately 89.19% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last 360 trading days up to and including the Last Trading Day of approximately HK\$0.185 per Share;
- (o) a discount of approximately 39.55% to the unaudited consolidated net asset value attributable to owners of the Company of approximately HK\$0.579 per Share as at 30 June 2024 (which is calculated based on the unaudited consolidated net asset value attributable to owners of the Company of approximately HK\$737,879,000 as at 30 June 2024 and 1,274,038,550 Shares in issue as at 30 June 2024);

- (p) a discount of approximately 41.57% to the audited consolidated net asset value attributable to owners of the Company of approximately HK\$0.599 per Share as at 31 December 2023 (which is calculated based on the audited consolidated net asset value attributable to owners of the Company of approximately HK\$763,246,000 as at 31 December 2023 and 1,274,038,550 Shares in issue as at 31 December 2023); and
- (q) a discount of approximately 39.34% to the adjusted unaudited consolidated net asset value attributable to owners of the Company per Share of approximately HK\$0.577 as at 30 June 2024, which the adjusted unaudited consolidated net asset value attributable to the owners of the Company per Share as at 30 June 2024 is set out under the section headed “6. Property interest and adjusted net asset value” in Appendix I to this Scheme Document.

The Cancellation Price was determined on a commercial basis after taking into account, among other things, the historical financial performance and business prospects of the Group, the financial information of the Group, the recent market prices and trading volume of the Shares traded on the Stock Exchange, and the property interests and adjusted unaudited consolidated net asset value attributable to owners of the Company based on the property valuation report set out in Appendix II to this Scheme Document.

Although there is a discount to each of the (i) audited consolidated net asset value attributable to owners of the Company as at 31 December 2023; (ii) unaudited consolidated net asset value attributable to owners of the Company as at 30 June 2024; and (iii) adjusted unaudited consolidated net asset value attributable to owners of the Company as at 30 June 2024, the Directors consider the Cancellation Price to be fair and reasonable and in the interest of the Company and the Shareholders as a whole as: (i) the Cancellation Price represents a premium of approximately 78.57% to 131.79% over the closing prices or average closing prices of the Shares for different periods up to and including the Last Trading Day; and (ii) during the Relevant Period, the Shares have been traded in discount to the net asset value per Share. As the Shares are publicly and freely tradeable, the trading of Shares at a discount to the net asset value per Share suggests that the market and investors do not solely value the Shares based on the net asset value per Share but taking into account various other factors, such as the business and financial performance and future prospects of the Group.

Highest and lowest Share prices

During the six-month period ended on and including the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.205 on 4 June 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.074 on 17 April 2024.

During the six-month period ended on and including the Last Trading Day and up to the Latest Practicable Date, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.345 on 23, 24, 25 and 28 October 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.074 on 17 April 2024.

The Cancellation Price has been determined on an arm's length commercial basis after taking into account, among other things, the recent and historical trading prices of the Shares, the publicly available financial information of the Group with reference to other privatisation transactions in Hong Kong in recent years.

The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of such statement, the Offeror will not be allowed to increase the Cancellation Price.

Shareholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

Assuming that the Scheme becomes effective on 3 March 2025, cheques for entitlements under the Scheme will be despatched to the Remaining Scheme Shareholders whose names appear on the register of members of the Company on the Scheme Record Date as soon as possible but in any event within seven (7) Business Days following the Effective Date and accordingly, the cheques are expected to be despatched by ordinary post on or before 12 March 2025. All such cheques will be posted by ordinary post at the risk of the persons entitled thereto and none of the Offeror, the Offeror Concert Parties, the Company, Somerley, the Independent Financial Adviser, the Company's share registrar and their respective ultimate beneficial owners, directors, officers, agents and associates and any other person involved in the Proposal and the Scheme will be responsible for any loss or delay in transmission.

IRREVOCABLE UNDERTAKINGS

MS Irrevocable Undertakings

On 2 September 2024, each of (i) Money Success; (ii) Full Brilliant; (iii) Sino Consult; and (iv) Mr. Lo and Ms. Chiu jointly, entered into the MS Irrevocable Undertakings in favour of the Offeror, pursuant to which each of Money Success, Full Brilliant, Sino Consult, Mr. Lo and Ms. Chiu has irrevocably and unconditionally undertaken to the Offeror, amongst other things, that they/ it shall exercise the voting rights in respect of their respective IU Shares at the EGM to vote in favour of the relevant resolutions to approve the Proposal. Each of Money Success, Full Brilliant, Sino Consult, Mr. Lo and Ms. Chiu has also undertaken in the relevant MS Irrevocable Undertakings, amongst others, that:

- (1) they/it shall not and shall ensure that the registered holder(s) of the Shares (if applicable) not to enter into any agreement or other document which would prevent themselves/itself from exercising the voting rights in respect of the IU Shares in the resolutions relating to the Proposal in accordance with the MS Irrevocable Undertakings;

- (2) they/it shall not take any action or make any statement which may delay, frustrate or otherwise render the Proposal ineffective, or which may otherwise be detrimental to the success of the Proposal; and
- (3) notwithstanding the fact that Galaxy Bond shall make payment to each Scheme Shareholder of the Cancellation Price of HK\$0.350 in cash for each Scheme Share cancelled and extinguished, each of the MS Shareholders has undertaken that (i) upon the Scheme being effective; and (ii) if the Offeror decides to set-off the Debt on a dollar-for-dollar basis with the sum equivalent to the Cancellation Price of HK\$0.350 for each MS Scheme Share cancelled and extinguished, each of the MS Shareholders shall agree to such alternative arrangement.

Each of the MS Irrevocable Undertakings is unconditional.

The obligations of each of Money Success, Full Brilliant, Sino Consult, Mr. Lo and Ms. Chiu under the relevant MS Irrevocable Undertakings shall terminate if (a) the Proposal lapses or is withdrawn (including if any of the Conditions are not fulfilled or (where applicable) waived on or before the Long Stop Date); or (b) the Offeror and each of Money Success, Full Brilliant, Sino Consult, Mr. Lo and Ms. Chiu mutually agree to terminate it in writing.

As at the Latest Practicable Date:

- (a) Money Success is the holder of 670,373,018 Shares, representing approximately 52.62% of the issued share capital of the Company;
- (b) Full Brilliant is the holder of 30,000,000 Shares, representing approximately 2.35% of the issued share capital of the Company;
- (c) Sino Consult is the holder of 60,000,000 Shares, representing approximately 4.71% of the issued share capital of the Company; and
- (d) Mr. Lo and Ms. Chiu are the joint holders of 25,000,000 Shares, representing approximately 1.96% of the issued share capital of the Company.

As at the Latest Practicable Date, the IU Shares held by Money Success, Full Brilliant, Sino Consult and Mr. Lo and Ms. Chiu jointly, in aggregate, comprise 785,373,018 Shares in total, representing approximately 61.64% of the issued Shares and approximately 67.35% of the Scheme Shares.

Other Irrevocable Undertakings

On 27 September 2024, each of (i) Baoli International; (ii) Jin Hua; and (iii) Prime Eternal entered into the Other Irrevocable Undertakings in favour of the Offeror pursuant to which each of Baoli International, Jin Hua and Prime Eternal has irrevocably and unconditionally undertaken to the Offeror, amongst other things, that it shall exercise (or procure the registered owner(s) of their respective IU Shares (if applicable) to exercise (in

person or via its proxy)) all voting rights attached to their respective IU Shares at the Court Meeting and the EGM to vote in favour of the relevant resolutions to approve the Proposal as set out in the Joint Announcement.

Each of Baoli International, Jin Hua and Prime Eternal has also undertaken in the Other Irrevocable Undertakings, amongst others, that:

- (1) it shall not, and shall ensure that the registered holder(s) of their respective IU Shares (if applicable) not to, sell, transfer, charge all or any of their respective IU Shares or encumber, create or grant any option or lien over or otherwise dispose of (or permit any action to be taken in relation thereto) any of their respective IU Shares or any interest therein prior to the Court Meeting and the EGM;
- (2) it shall not, and shall ensure that the registered holder(s) of their respective IU Shares (if applicable) not to, enter into any agreement or other document which would prevent itself from exercising the voting rights in respect of their respective IU Shares in the resolutions relating to the Proposal in accordance with their respective Other Irrevocable Undertakings; and
- (3) it shall not take any action or make any statement which may delay, frustrate or otherwise render the Proposal ineffective, or which may otherwise be detrimental to the success of the Proposal.

Each of the Other Irrevocable Undertakings is unconditional.

The obligations of each of Baoli International, Jin Hua and Prime Eternal under their respective Other Irrevocable Undertakings shall terminate if (a) the Proposal lapses or is withdrawn (including if any of the Conditions is not fulfilled or (where applicable) waived on or before the Long Stop Date); or (b) the Offeror and either of Baoli International, Jin Hua and Prime Eternal mutually agree to terminate their respective Other Irrevocable Undertaking in writing.

As at the date of the Latest Practicable Date:

- (a) Baoli International is the holder of 140,000,000 Shares, representing approximately 10.99% of the issued share capital of the Company;
- (b) Jin Hua is the holder of 70,000,000 Shares, representing approximately 5.49% of the issued share capital of the Company; and
- (c) Prime Eternal is the holder of 39,980,000 Shares, representing approximately 3.14% of the issued share capital of the Company.

As at the Latest Practicable Date, the IU Shares held by Baoli International, Jin Hua and Prime Eternal, in aggregate, comprise 249,980,000 Shares in total, representing approximately 19.62% of the issued Shares, approximately 21.44% of the Scheme Shares, approximately 65.67% of the Remaining Scheme Shares and approximately 65.67% of the Independent Scheme Shares.

Pursuant to Note 5 of the definition of “acting in concert” in the Takeovers Code, the giving of an irrevocable undertaking will not, of itself and in the absence of any other factor, lead to the presumption that the shareholder is acting in concert with that offeror. As each of Baoli International, Jin Hua and Prime Eternal (i) will only receive the Cancellation Price; and (ii) will not receive other incentives as a result of the signing of their respective Other Irrevocable Undertakings, each of them were not considered to be Offeror Concert Parties.

CONFIRMATION OF FINANCIAL RESOURCES

Subsequent to the entering of the MS Irrevocable Undertakings by each of the MS Shareholders, Galaxy Bond (i.e. the Offeror) confirmed its intention that upon the Scheme being effective, the MS Scheme Shares in issue on the Scheme Record Date will be cancelled and extinguished on the Effective Date in exchange for setting-off the Debt on a dollar-for-dollar basis with the sum equivalent to the Cancellation Price of HK\$0.350 for each MS Scheme Share. Upon the Scheme being effective, the Offeror and the MS Shareholders will enter into a settlement agreement in agreed form to formalise the terms of partial settlement of the Debt.

As at the Latest Practicable Date, there are 1,166,038,550 Scheme Shares in issue. Out of such 1,166,038,550 Scheme Shares, (i) the MS Scheme Shares (i.e. 785,373,018 Shares) are to be cancelled and extinguished in consideration for the partial settlement of the Debt in the sum of HK\$274,880,556.30 equivalent to the Cancellation Price of HK\$0.350 per MS Scheme Share; and (ii) the Remaining Scheme Shares (i.e. 380,665,532 Shares) are to be cancelled and extinguished in consideration for the Cancellation Price of HK\$0.350 in cash per Remaining Scheme Share.

Assuming that no further Shares will be issued by the Company on or before the Scheme Record Date, the Proposal will involve the cancellation and extinguishment of 380,665,532 Remaining Scheme Shares in exchange for the payment by the Offeror to each Remaining Scheme Shareholder of the Cancellation Price of HK\$0.350 in cash for each Remaining Scheme Share cancelled and extinguished. The total amount of cash required to implement the Proposal in full would be HK\$133,232,936.20.

The Offeror intends to finance the entire cash amount required to implement the Proposal in full through (i) its internal resources; and/or (ii) the Financing provided by the Lender to the Offeror.

Based on the Offeror’s internal resources and the principal amount of the Financing being solely utilised towards the payment of the Cancellation Price in respect of the Remaining Scheme Shares, Somerley, the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror for satisfying their obligations in respect of the full implementation of the Proposal.

CONDITIONS OF THE PROPOSAL

The Proposal is, and the Scheme will become effective and binding on the Company and all the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions set out in the section headed “Conditions of the Proposal” in the Explanatory Statement on pages 77 to 81 of this Scheme Document.

WARNING

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived (as applicable). Accordingly, the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors are advised to exercise extreme caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

This Scheme Document is not intended to, and does not, constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote, approval or acceptance in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. The Proposal will be made solely through this Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote on the Proposal. Any approval or other response to the Proposal should be made only on the basis of information in this Scheme Document and the individual circumstances of the Shareholder making the decision. The availability of the Proposal to persons who are citizens, residents or nationals of a jurisdiction other than Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or resided or of which they are citizens. Persons who are citizens, residents or nationals of a jurisdiction other than Hong Kong should inform themselves about, and observe, any applicable legal, regulatory or tax requirements of the relevant jurisdictions in which they are located or resided or of which they are citizens and, where necessary, seek their own legal advice.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date:

- (a) there are 1,274,038,550 Shares in issue;
- (b) save for the MS Scheme Shares (i.e. the aggregate 785,373,018 Shares, which are beneficially owned by the MS Shareholders) in which it was deemed to have security interests over, the Offeror does not legally or beneficially own, control or have direction over any Shares;

- (c) Mr. Xue (being one of the Offeror Concert Parties) beneficially owns, controls and has direction over 108,000,000 Shares (representing approximately 8.48% of the entire issued share capital of the Company as at the Latest Practicable Date). Such 108,000,000 Shares will not form part of the Scheme Shares, will not be cancelled upon the Scheme becoming effective, and will not be voted at the Court Meeting;
- (d) the MS Shareholders (i.e. Money Success, Full Brilliant, Sino Consult and Mr. Lo and Ms. Chiu (each being one of the Offeror Concert Parties)), together, own, control and have direction over 785,373,018 Shares (representing approximately 61.64% of the entire issued share capital of the Company as at the Latest Practicable Date). Galaxy Bond has security interests over such 785,373,018 Shares (i.e. the MS Scheme Shares) as at the Latest Practicable Date. Such MS Scheme Shares will form part of the Scheme Shares, will be cancelled upon the Scheme becoming effective, but will not be voted at the Court Meeting. As consideration for cancelling and extinguishing the MS Scheme Shares beneficially owned by each of the MS Shareholders, the Debt of HK\$274,880,556.30 will be offset at the Cancellation Price of HK\$0.350 per MS Scheme Share;
- (e) Mr. Cho Chun Wai (being one of the Offeror Concert Parties), an executive Director, owns, controls, and has direction over 10,000 Shares (representing a negligible percentage of the entire issued share capital of the Company as at the Latest Practicable Date). Such 10,000 Shares will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective but will not be voted at the Court Meeting. As consideration for cancelling and extinguishing such Remaining Scheme Shares, Mr. Cho Chun Wai will receive the Cancellation Price of HK\$0.350 in cash for each Remaining Scheme Share cancelled and extinguished;
- (f) save for the Shares held by each of (i) Mr. Xue; (ii) Money Success; (iii) Full Brilliant; (iv) Sino Consult; (v) Mr. Lo and Ms. Chiu; and (vi) Mr. Cho Chun Wai, the Offeror Concert Parties do not legally or beneficially own, control, or have direction over any Shares;
- (g) the Independent Scheme Shareholders beneficially own, control, or have direction over 380,655,532 Shares (representing approximately 29.88% of the entire issued share capital of the Company as at the Latest Practicable Date). The Shares held by the Independent Scheme Shareholders will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective, and the Independent Scheme Shareholders will be entitled to vote at the Court Meeting. As consideration for cancelling and extinguishing such Scheme Shares, the Independent Scheme Shareholders will receive the Cancellation Price of HK\$0.350 in cash for each Remaining Scheme Share cancelled and extinguished;
- (h) the Remaining Scheme Shareholders beneficially own, control, or have direction over, 380,665,532 Shares (representing approximately 29.88% of the entire issued share capital of the Company as at the Latest Practicable Date). Such Shares comprise: (i) the Shares in issue as at the Latest Practicable Date which are held or beneficially owned by Mr. Cho Chun Wai (being one of the Offeror Concert

Parties); and (ii) the Shares in issue as at the Latest Practicable Date which are held or beneficially owned by the Independent Scheme Shareholders as at the Latest Practicable Date;

- (i) the Scheme Shareholders beneficially own, control, or have direction over, 1,166,038,550 Shares (representing approximately 91.52% of the entire issued share capital of the Company as at the Latest Practicable Date). Such Shares comprise: (i) the MS Scheme Shares; and (ii) the Remaining Scheme Shares;
- (j) there are no convertible securities, warrants or options in respect of the Shares held, controlled or directed by the Offeror or the Offeror Concert Parties;
- (k) neither the Offeror nor the Offeror Concert Parties has entered into any outstanding derivatives in respect of the securities of the Company;
- (l) neither the Offeror nor the Offeror Concert Parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company; and
- (m) none of the Offeror or the Offeror Concert Parties had dealt for value in the Shares during the Relevant Period.

As at the Latest Practicable Date, the Company does not have any share scheme and the Company has no intention to adopt any share scheme.

Assuming that: (a) no further Shares will be issued by the Company on or before the Scheme Record Date; and (b) there is no change in the shareholding of the Company before the Scheme becoming effective, the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of the Proposal is set out below:

| | As at the Latest Practicable Date | | Immediately upon completion of the Proposal | |
|--|--------------------------------------|---------------|--|---------------|
| | No. of Shares | Approximate % | No. of Shares ⁶ | Approximate % |
| Offeror | | | | |
| Galaxy Bond ¹ | - | - | 1,166,038,550 | 91.52 |
| Sub-total | - | - | 1,166,038,550 | 91.52 |
| Offeror Concert Parties (the Shares of which do not form part of the Scheme Shares) | | | | |
| Mr. Xue ¹ | 108,000,000 | 8.48 | 108,000,000 | 8.48 |
| Sub-total | 108,000,000 | 8.48 | 108,000,000 | 8.48 |
| Offeror Concert Parties (the Shares of which form part of the Scheme Shares) | | | | |
| Money Success ² | 670,373,018 | 52.62 | - | - |
| Full Brilliant ² | 30,000,000 | 2.35 | - | - |
| Sino Consult ² | 60,000,000 | 4.71 | - | - |
| Mr. Lo and Ms. Chiu ² | 25,000,000 | 1.96 | - | - |
| Mr. Cho Chun Wai ³ | 10,000 | 0.00 | - | - |
| Sub-total | 785,383,018 | 61.64 | - | - |
| Others | | | | |
| Independent Scheme Shareholders ⁴ | 380,655,532 | 29.88 | - | - |
| Sub-total | 380,655,532 | 29.88 | - | - |
| Total number of Shares in issue | 1,274,038,550 | 100.00 | 1,274,038,550 | 100.00 |
| Total number of Scheme Shares⁵ | 1,166,038,550 | 91.52 | - | - |

Notes:

1. The Shares held by the Offeror and Mr. Xue (being one of the Offeror Concert Parties), will not form part of the Scheme Shares, will not be cancelled upon the Scheme becoming effective and will not be entitled to vote at the Court Meeting.
2. The Shares held by each of the MS Shareholders (each being one of the Offeror Concert Parties) (i.e. the MS Scheme Shares) will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective but will not be voted at the Court Meeting. As consideration for cancelling and

extinguishing such MS Scheme Shares owned by each of the MS Shareholders, the Offeror and the MS Shareholders have agreed to partially offset the Debt in the sum of HK\$274,880,556.30 equivalent to the Cancellation Price of HK\$0.350 for each MS Scheme Share cancelled and extinguished.

3. The Shares held by Mr. Cho Chun Wai (being one of the Offeror Concert Parties and an executive Director) will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective but will not be voted at the Court Meeting. As consideration for cancelling and extinguishing such Remaining Scheme Shares, Mr. Cho Chun Wai will receive the Cancellation Price of HK\$0.350 in cash for each Remaining Scheme Share cancelled and extinguished.
4. The Shares held by the Independent Scheme Shareholders will form part of the Scheme Shares and will be cancelled upon the Scheme becoming effective. The Independent Scheme Shareholders will be entitled to vote at the Court Meeting. As consideration for cancelling and extinguishing such Remaining Scheme Shares, the Independent Scheme Shareholders will receive the Cancellation Price of HK\$0.350 in cash for each Remaining Scheme Share cancelled and extinguished.
5. The Scheme Shares comprise: (a) the Shares in issue on the Scheme Record Date which are held or beneficially owned by the MS Shareholders; (b) the Shares in issue on the Scheme Record Date which are held or beneficially owned by Mr. Cho Chun Wai (being one of the Offeror Concert Parties); and (c) the Shares in issue on the Scheme Record Date which are held or beneficially owned by the Independent Scheme Shareholders.
6. Upon the Scheme becoming effective, the issued share capital of the Company will be reduced by the cancellation and extinguishment of the Scheme Shares and, immediately after such cancellation, extinguishment and reduction, the issued share capital of the Company will be restored to the amount immediately prior to such cancellation, extinguishment and reduction by the issue by the Company to the Offeror of such number of new Shares (credited as fully-paid by applying the reserve created as a result of such cancellation, extinguishment and reduction) as is equal to the number of the Scheme Shares cancelled and extinguished on the Effective Date.

IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Scheme is not approved or the Proposal lapses, the shareholding structure of the Company as at the Latest Practicable Date as set out in the table above shall remain unchanged (assuming that there is no other change in the shareholding structure of the Company from the Latest Practicable Date and up to the date on which the Scheme is not approved or the Proposal lapses). Accordingly, the Company will continue to be able to maintain sufficient public float in the Shares as required under Rule 8.08 of the Listing Rules in the event that the Proposal or the Scheme lapse.

REASONS FOR AND BENEFITS OF THE PROPOSAL

Please refer to the section headed "Reasons for and benefits of the Proposal" in the Explanatory Statement on pages 76 to 77 of this Scheme Document for details.

INFORMATION ON THE OFFEROR, MR. XUE AND THE GROUP

Please refer to the section headed “Information on the Offeror and Mr. Xue” and “Information on the Group” in the Explanatory Statement on pages 87 to 88 of this Scheme Document for details.

FINANCIAL ADVISER TO THE OFFEROR

The Offeror has appointed Somerley as their financial adviser in connection with the Proposal.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising: (a) Mr. Pan Chuan (non-executive Director); (b) Ms. Sun Lin (non-executive Director); (c) Mr. Chan Ying Kay (independent non-executive Director); (d) Mr. Leung Kin Hong (independent non-executive Director); and (e) Mr. Wang Jin Ling (independent non-executive Director), has been established by the Board in accordance with Rule 2.1 of the Takeovers Code to make recommendations to the Independent Scheme Shareholders as to: (i) whether the terms of the Proposal and the Scheme are, or are not, fair and reasonable; and (ii) whether to vote in favour of the Scheme at the Court Meeting and the EGM.

THE INDEPENDENT FINANCIAL ADVISER

Lego Corporate Finance Limited has been appointed by the Company, with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code, to advise the Independent Board Committee as to: (a) whether the terms of the Proposal and the Scheme are, or are not, fair and reasonable; and (b) voting by the Independent Scheme Shareholders at the Court Meeting and the EGM.

OVERSEAS SCHEME SHAREHOLDERS

If you are an Overseas Scheme Shareholder, your attention is drawn to the section headed “Overseas Scheme Shareholders” in the Explanatory Statement on pages 88 to 90 of this Scheme Document.

THE HYBRID COURT MEETING AND THE EGM

The Court has directed that the Court Meeting be convened for the purpose of considering and, if thought fit, approving the Scheme (with or without modification).

Immediately following the conclusion of the Court Meeting, the EGM will be held for the purpose of considering and, if thought fit, passing (a) the special resolution to approve and give effect to the reduction of the issued share capital of the Company on the Effective Date by the cancellation and extinguishment of the Scheme Shares in issue on the Scheme Record Date; and (b) the ordinary resolution to approve and give effect to, immediately after such cancellation, extinguishment and reduction, the restoration of the issued share capital of the Company to the amount immediately prior to such cancellation, extinguishment and

reduction by the issue by the Company to the Offeror of such number of new Shares (credited as fully-paid by applying the reserve created as a result of such cancellation, extinguishment and reduction) as is equal to the number of the Scheme Shares so cancelled and extinguished.

All Shareholders whose names appear in the register of members of the Company as at the Record Date will be entitled to attend the Court Meeting, but only the Independent Scheme Shareholders will be entitled to vote at the Court Meeting. Baoli International, the holder of 140,000,000 Shares (representing approximately 10.99% of the issued share capital of the Company), Jin Hua, the holder of 70,000,000 Shares (representing approximately 5.49% of the issued share capital of the Company), and Prime Eternal, the holder of 39,980,000 Shares (representing approximately 3.14% of the issued share capital of the Company) have irrevocably undertaken to vote in favour of the resolution to approve the Scheme at the Court Meeting. The (i) 108,000,000 Shares (representing approximately 8.48% of the entire issued share capital of the Company as at the Latest Practicable Date) held by Mr. Xue; (ii) the 785,373,018 Shares (representing approximately 61.64% of the entire issued share capital of the Company as at the Latest Practicable Date) held by the MS Shareholders; and (iii) the 10,000 Shares (representing a negligible percentage of the entire issued share capital of the Company as at the Latest Practicable Date) held by Mr. Cho Chun Wai will not be voted at the Court Meeting.

All Shareholders whose names appear in the register of members of the Company as at the Record Date will be entitled to attend and vote at the EGM. The MS Shareholders, Baoli International, Jin Hua and Prime Eternal have irrevocably undertaken that they will vote in favour of the resolutions to be proposed at the EGM. Mr. Cho Chun Wai, an executive Director, has indicated that he will vote in favour of the resolutions to be proposed at the EGM. Mr. Xue, being the sole director of the Offeror, intends to vote in favour of the resolutions to be proposed at the EGM.

Hybrid meeting arrangement

The Court Meeting and the EGM will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the Court Meeting and the EGM, the Overseas Scheme Shareholders (in the case of the Court Meeting) or Overseas Shareholders (in the case of the EGM) as at the Record Date have the option of attending, participating and voting in the Court Meeting and/or the EGM (as the case may be) through online access by visiting the website at http://meetings.computershare.com/Doyen_CM2025 and http://meetings.computershare.com/Doyen_EGM2025, respectively (the “**Online Platform**”).

Overseas Scheme Shareholders as at the Record Date participating in the Court Meeting and Overseas Shareholders as at the Record Date participating in the EGM using the Online Platform will also be counted towards the quorum and will also be able to cast their votes, and submit questions and comments relevant to the proposed resolutions through the Online Platform. Overseas Shareholders choosing physical attendance at the Court Meeting and/or the EGM should not access the Online Platform to exercise their voting rights and should use the physical voting papers provided thereat to cast your votes at the Court Meeting or the EGM (as the case may be).

Please note that the choice of physical attendance or online attendance through the Online Platform would not affect the right of the Overseas Shareholders to appoint the Chairman of the Court Meeting and the Chairman of the EGM, respectively, as your proxy to exercise your voting rights at the Court Meeting or the EGM (as the case may be). However, in the event that you choose to attend the physical Court Meeting or physical EGM (as the case may be) or use the Online Platform and vote at the relevant meeting after having lodged your proxy forms, the returned proxy forms shall be deemed to have been revoked by operation of law.

For further details on the hybrid court meeting arrangements for Overseas Scheme Shareholders and Overseas Shareholders, please refer to the notes to the notice of Court Meeting and notice of the EGM.

For enquiries, please contact Computershare in person, by phone or online form, contact details of which are as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Website: www.computershare.com/hk/contact

For the purpose of exercising your right to vote at the Court Meeting and the EGM, you are requested to read carefully the sections headed "Shareholding structure of the Company" and "Hybrid Court Meeting and EGM" in the Explanatory Statement on pages 82 to 85 and pages 93 to 96 of this Scheme Document, the actions to be taken as set out in "Actions to be taken" of this Scheme Document, and the notices of the Court Meeting and the EGM as set out in Appendix V and Appendix VI respectively to this Scheme Document.

WITHDRAWAL OF LISTING OF THE SHARES ON THE STOCK EXCHANGE

Upon the Scheme becoming effective, all the Scheme Shares in issue on the Scheme Record Date will be cancelled and extinguished and the share certificates in respect of such Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange, in accordance with Rule 6.15(2) of the Listing Rules, with effect after one (1) clear Business Day following the Effective Date.

Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares on the Stock Exchange and the day on which the Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective. An indicative expected timetable in relation to the Proposal is included in the "Expected timetable" section of this Scheme Document.

IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. If the Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

As the Proposal and the Scheme are recommended by the Independent Board Committee and the Independent Financial Adviser, the Company and the Offeror have agreed that: (a) all costs, fees, charges and expenses of any professional adviser engaged or to be engaged by the Offeror (including Somerley Group) will be borne by the Offeror; (b) all costs, fees, charges and expenses of any professional adviser engaged or to be engaged by the Company (including the Independent Financial Adviser) will be borne by the Company; and (c) all other costs, fees, charges and expenses in relation to the Proposal and the Scheme will be shared between the Company and the Offeror in equal shares.

ACTIONS TO BE TAKEN

The actions which you are required to take in relation to the Proposal are set out in “Actions to be taken” of this Scheme Document and the section headed “Actions to be taken” in the Explanatory Statement on pages 97 to 98 of this Scheme Document.

RECOMMENDATION

Mr. Lo (the joint holder of 25,000,000 Shares), an executive Director, beneficially owns Money Success (the holder of 670,373,018 Shares), Full Brilliant (the holder of 30,000,000 Shares) and Sino Consult (the holder of 60,000,000 Shares); and Mr. Cho Chun Wai, an executive Director, beneficially holds 10,000 Shares. Each of Mr. Lo and Mr. Cho Chun Wai were considered to have a material interest in the Proposal and the Scheme, and was required to and has abstained from voting on the Board resolutions relating to the Proposal and the Scheme. Save as disclosed above, there is no other Director who has a material interest in the Proposal and the Scheme and no other Director was required to abstain from voting on the Board resolutions in relation to the Proposal and the Scheme.

The Independent Financial Adviser has advised the Independent Board Committee that it considers the terms of the Proposal and the Scheme are fair and reasonable so far as the Independent Scheme Shareholders are concerned and in the interest of the Company and the Shareholders as a whole, and recommends the Independent Board Committee to advise (i) the Independent Scheme Shareholders to vote in favour of the resolution to approve the Scheme at the Court Meeting; and (ii) the Shareholders to vote in favour of the resolution(s) in respect of the Scheme at the EGM.

The Independent Board Committee, having considered the terms of the Proposal and the Scheme, and having taken into account the opinion of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the terms of the Proposal and the Scheme are fair and reasonable so far as the Independent Scheme Shareholders are concerned and recommends the Independent Scheme Shareholders to vote in favour of the Scheme at the Court Meeting and the Shareholders to vote in favour of the resolution(s) in respect of the Scheme at the EGM.

Your attention is drawn to the recommendation of the Independent Financial Adviser to the Independent Board Committee, in respect of the Proposal and the Scheme as set out in the "Letter from the Independent Financial Adviser" as set out on pages 35 to 66 this Scheme Document. Your attention is also drawn to the recommendation of the Independent Board Committee in respect of the Proposal and the Scheme as set out in the "Letter from the Independent Board Committee" as set out on pages 33 to 34 this Scheme Document.

REGISTRATION AND PAYMENT

Your attention is drawn to the section headed "Registration and payment" in the Explanatory Statement set out on pages 91 to 93 of this Scheme Document.

TAXATION EFFECTS AND LIABILITIES


Scheme Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of the Proposal and the Scheme. It is emphasised that none of the Offeror, the Offeror Concert Parties, the Company, Somerley, the Independent Financial Adviser, their respective ultimate beneficial owners, directors, officers, agents and associates and any other person involved in the Proposal or the Scheme accepts any responsibility for any taxation effects on, or liabilities of, any person as a result of the Proposal or the Scheme.

Your attention is drawn to the section headed "Taxation and independent advice" in the Explanatory Statement set out on page 100 of this Scheme Document.

ADDITIONAL INFORMATION

Your attention is drawn to the Letter from the Independent Board Committee and Letter from the Independent Financial Adviser, as set out on pages 33 to 34 and pages 35 to 66 respectively of this Scheme Document, the Explanatory Statement as set out on pages 67 to 100 of this Scheme Document, the appendices to this Scheme Document, including but not limited to the terms of the Scheme as set out in Appendix IV to this Scheme Document, the notice of the Court Meeting as set out in Appendix V to this Scheme Document and the notice of the EGM as set out in Appendix VI to this Scheme Document. In addition, a pink form of proxy for the Court Meeting and a white form of proxy for the EGM are enclosed with this Scheme Document.

Yours faithfully,
By Order of the Board
Doyen International Holdings Limited


Lo Siu Yu
Chairman