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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this Circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CTF Services Limited**, you should at once hand this Circular together with the proxy form to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**周大福創建有限公司**

**CTF Services Limited**

*(incorporated in Bermuda with limited liability)*

**(stock code: 00659)**

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS  
AND  
NOTICE OF SGM**

**Independent Financial Adviser to  
the Independent Board Committee and the Independent Shareholders**



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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this Circular. A letter from the Board is set out on pages 10 to 35 of this Circular.

A letter from the Independent Board Committee is set out on pages 36 and 37 of this Circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 38 to 71 of this Circular.

A notice convening the SGM to be held as a hybrid meeting at the principal meeting place of Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 22 June 2026 at 11:00 a.m. is set out on pages 82 to 84 of this Circular.

Whether or not you are able to attend the SGM (or any adjourned meeting) in person physically or online, you are requested to complete and (a) return the proxy form in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submit the proxy form electronically through the Vistra eVoting Portal (<https://evoting.vistra.com/#/659>) as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person physically or online at the SGM (or any adjournment thereof) should you so wish and in such event, the proxy form shall be deemed to be revoked.

28 May 2026

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## CONTENT

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	<i>Page</i>
<b>Guidance for the SGM</b> .....	1
<b>Definitions</b> .....	4
<b>Letter from the Board</b> .....	10
<b>Letter from the Independent Board Committee</b> .....	36
<b>Letter from the Independent Financial Adviser</b> .....	38
<b>Appendix – General information</b> .....	72
<b>Notice of SGM</b> .....	82

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## GUIDANCE FOR THE SGM

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### ATTENDING THE SGM BY MEANS OF ELECTRONIC FACILITIES

The Company will conduct the SGM as a hybrid meeting using Vistra eVoting Portal, which allows Shareholders to participate in the SGM online in a convenient and efficient way from anywhere with an internet connection, in addition to the traditional physical attendance at the SGM. Shareholders participating in the SGM using the Vistra eVoting Portal will also be counted towards the quorum and they will be able to cast their vote and submit questions in written form to the SGM via their mobile phones, tablets or computers through the Vistra eVoting Portal.

The Vistra eVoting Portal permits a “split vote” on a resolution, in other words, a Shareholder casting his/her/its votes through the Vistra eVoting Portal does not have to vote all of his/her/its shares in the same way (“For” or “Against”). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the Vistra eVoting Portal are irrevocable once the votes have been cast.

Vistra eVoting Portal will be open for the registered Shareholders and non-registered Shareholders (see below for login details and arrangement) to log in from 10:30 a.m. on 22 June 2026 (i.e. approximately 30 minutes prior to the commencement of the SGM). Shareholders should allow ample time to check into Vistra eVoting Portal to complete the related procedures. Please refer to the Online Meeting User Guide in relation to the procedures of the online meeting at <https://evoting.vistra.com/#/659>.

Non-registered Shareholders (i.e. those shareholders whose Shares are held through a bank, a broker or a custodian or registered in the name of their nominees (together, the “**Intermediary**”)) can contact and instruct the Intermediary to appoint themselves as proxy or corporate representative to attend and vote at the SGM physically and at the same time request login details to attend and vote at the SGM using Vistra eVoting Portal.

**Login details for Registered Shareholders:** Details regarding the SGM arrangements including login details to access Vistra eVoting Portal are included in the Company’s notification letter to registered Shareholders for the SGM (the “**Shareholder Notification**”).

**Login details for Non-registered Shareholders:** Non-registered Shareholders who wish to attend and vote at the SGM using Vistra eVoting Portal should (1) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the SGM; and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the SGM arrangements including login details to access Vistra eVoting Portal will be sent by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 11:00 a.m. on Saturday, 20 June 2026 should reach out to the Company’s branch share registrar in Hong Kong for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using Vistra eVoting Portal. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

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## GUIDANCE FOR THE SGM

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**Registered Shareholders and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the SGM and do not disclose them to anyone else. Neither the Company nor its share registrar assumes any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.**

### VOTING AT THE SGM

In addition to the traditional method of completing voting papers, e-Voting system will be used at the SGM to enhance the efficiency in the poll counting process. For online voting at the SGM, Shareholders can refer to the Online Meeting User Guide by visiting <https://evoting.vistra.com/#/659> for details.

The submission of vote through the Vistra eVoting Portal using the login details will be conclusive evidence that the vote was cast by you as a Shareholder.

### QUESTIONS AT THE SGM

Shareholders attending the SGM using Vistra eVoting Portal will be able to submit questions relevant to the proposed resolutions online during the SGM. The Company will endeavour to address these questions at the SGM as the Chairman of the SGM at his/her sole discretion considers practicable in the circumstances.

### VOTING BY PROXY

Shareholders are encouraged to exercise their rights to attend and vote at the SGM. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. Shareholders shall submit their completed proxy forms well in advance of the SGM. Return of a completed form will not preclude Shareholders from attending and voting in person (whether physically or online) at the SGM or any adjournment thereof should they subsequently so wish, and in such event, the proxy form shall be deemed to be revoked.

**Submission of proxy forms for Registered Shareholders:** A proxy form for use at the SGM is enclosed with the print version of this Circular. A copy of the proxy form can also be accessed via and/or downloaded from the website of the Company ([www.ctfs.com.hk](http://www.ctfs.com.hk)), HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and Vistra eVoting Portal (<https://evoting.vistra.com/#/659>).

**The deadline to submit completed proxy forms is Saturday, 20 June 2026 at 11:00 a.m..** Completed proxy forms must be returned/submitted to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

In addition to the physical submission of the proxy form, registered Shareholders have the option to submit their proxy appointment electronically through the Vistra eVoting Portal from Friday, 29 May 2026 up to 11:00 a.m. on Saturday, 20 June 2026. Details regarding the submission of proxy forms electronically including login details to access the Vistra eVoting Portal are included in the Shareholder Notification.

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## GUIDANCE FOR THE SGM

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For online attendance at the SGM by proxy, registered Shareholders must provide a valid email address of their proxy (except when the Chairman of the SGM is appointed as their proxy) by inserting the email address into the proxy form. The email address so provided will be used by Tricor Investor Services Limited for sending the login details for voting at the SGM. Accordingly, registered Shareholders and their proxy should ensure that the email address provided will be appropriately secure for this purpose. If no email address is provided, their proxy cannot attend and vote online.

**Appointment of proxy by Non-registered Shareholders:** Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy to attend the SGM physically or online.

### **CONTACT DETAILS OF THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG**

If Shareholders have any queries relating to the SGM, please contact the Company's branch share registrar in Hong Kong during business hours (from 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong public holidays) as follows:

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong  
Telephone: (852) 2980 1333  
Email: [emeeting@vistra.com](mailto:emeeting@vistra.com)

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## DEFINITIONS

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*In this Circular, the following expressions have the meanings set out below unless the context otherwise requires:*

“Announcement”	the announcement of the Company dated 24 April 2026 regarding, among other things, the New Master Services Agreements, the Transactions contemplated thereunder and the related Annual Caps
“Annual Cap(s)”	the maximum aggregate annual transaction value in respect of all the Operational Services under each of the New Master Services Agreements (as the case may be)
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than a Saturday or Sunday or public holiday) on which banks are open for business in Hong Kong
“Chinese Mainland”	the People’s Republic of China and for the purpose of this Circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Circular”	this circular, including the appendix hereto
“Code on Takeovers and Mergers”	the Code on Takeovers and Mergers as amended from time to time and administered by the Securities and Futures Commission of Hong Kong
“Company”	CTF Services Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 00659) and held as to approximately 72.82% by CTF Enterprises and its subsidiaries as at the Latest Practicable Date
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“CTF Enterprises”	Chow Tai Fook Enterprises Limited, a company incorporated in Hong Kong with limited liability

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## DEFINITIONS

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“CTF Enterprises Group”	means (a) CTF Enterprises; (b) any other company which is its subsidiary or holding company or is a fellow subsidiary of any such holding company; and/or (c) any other company in the equity capital of which CTF Enterprises and such other companies referred to in (b) above taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and (d) the subsidiaries of such other companies referred to in (b) and (c) above, but excluding the NWD Group and the Group
“Director(s)”	director(s) of the Company
“DOO Effective Date”	1 July 2026, which is conditional upon the New DOO Master Services Agreement becoming unconditional as set out in the sub-paragraph headed “Condition” under the paragraph headed “2. New DOO Master Services Agreement” in the section headed “Letter from the Board” in this Circular
“Existing CTF Enterprises Master Services Agreement”	the master services agreement in relation to the provision of operational services entered into between the Company and CTF Enterprises on 28 April 2023 as disclosed in the announcement of the Company dated 28 April 2023
“Existing DOO Master Services Agreement”	the master services agreement in relation to the provision of Operational Services entered into between the Company and Mr. Doo on 28 April 2023 as disclosed in the announcement of the Company dated 28 April 2023 and the circular of the Company dated 5 June 2023
“Existing Master Services Agreement(s)”	the Existing NWD Master Services Agreement and/or the Existing DOO Master Services Agreement (as the case may be)
“Existing NWD Master Services Agreement”	the master services agreement in relation to the provision of Operational Services entered into between the Company and NWD on 28 April 2023 as disclosed in the announcement of the Company dated 28 April 2023 and the circular of the Company dated 5 June 2023

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## DEFINITIONS

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“FSE Lifestyle Services Limited”	FSE Lifestyle Services Limited, a company incorporated in the Cayman Islands with limited liability, the issued ordinary shares of which are listed on the main board of the Stock Exchange (stock code: 00331)
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board (which comprises Mr. Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Wai Chi Grace Fung, Mr. Wong Kwai Huen, Albert, Professor Chan Ka Keung, Ceajer and Ms. Ng Yuen Ting, Yolanda, all of whom are independent non-executive Directors) established to advise the Independent Shareholders with regard to the Transactions contemplated under each of the New NWD Master Services Agreement and the New DOO Master Services Agreement and the related Annual Caps
“Independent Financial Adviser” or “Optima Capital”	Optima Capital Limited, a corporation licensed to carry out Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Transactions contemplated under each of the New NWD Master Services Agreement and the New DOO Master Services Agreement and the related Annual Caps
“Independent Shareholders”	the Shareholders, other than CTF Enterprises and its associates (in relation to matters regarding the New NWD Master Services Agreement) or Mr. Doo and his associates (in relation to matters regarding the New DOO Master Services Agreement), as applicable, who do not have any material interest in the SGM CCT Matters to be considered at the SGM
“Latest Practicable Date”	20 May 2026, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained in this Circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix C3 to the Listing Rules
“Mr. Doo”	Mr. Doo Wai Hoi, William, being the father of Mr. William Junior Guilherme Doo, brother-in-law of Dr. Cheng Kar Shun, Henry and uncle of Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher. Except for Mr. Doo Wai Hoi, William, all of the aforesaid persons are Directors
“New CTF Enterprises Master Services Agreement”	the master services agreement in relation to the provision of operational services entered into between the Company and CTF Enterprises on 24 April 2026
“New DOO Master Services Agreement”	the master services agreement in relation to the provision of Operational Services entered into between the Company and Mr. Doo on 24 April 2026
“New Master Services Agreement(s)”	the New NWD Master Services Agreement and/or the New DOO Master Services Agreement (as the case may be)
“New NWD Master Services Agreement”	the master services agreement in relation to the provision of Operational Services entered into between the Company and NWD on 24 April 2026
“NWD”	New World Development Company Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 00017) and held as to approximately 45.24% by CTF Enterprises and its subsidiaries as at the Latest Practicable Date
“NWD Effective Date”	1 July 2026, which is conditional upon the New NWD Master Services Agreement becoming unconditional as set out in the sub-paragraph headed “Condition” under the paragraph headed “1. New NWD Master Services Agreement” in the section headed “Letter from the Board” in this Circular
“NWD Group”	NWD and its subsidiaries

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## DEFINITIONS

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“Operational Agreement(s)”	the individual agreement(s) in respect of the provision of any of the Operational Services which may from time to time be entered into between member(s) of the Group and member(s) of the NWD Group or the Services Group (as the case may be) pursuant to the relevant New Master Services Agreements
“Operational Services”	the services which are to arise or arise from the principal categories of services under each of the New Master Services Agreements (as more particularly set out under the paragraph headed “New Master Services Agreements” in the section headed “Letter from the Board” in this Circular) or, where the context requires, under each of the Existing Master Services Agreements
“Percentage Ratios”	the applicable percentage ratios (other than the profits and the equity capital ratios) under Rule 14.07 of the Listing Rules
“Services Group”	(1) Mr. Doo and his immediate family members (as defined under the Listing Rules) and (2) any company in the equity capital of which Mr. Doo and/or his immediate family member(s) (individually or together) is/are or will be directly or indirectly interested so as to exercise or control the exercise of more than 50% of the voting power at general meetings, or to control the composition of a majority of the board of directors, and the subsidiaries of such companies
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held as a hybrid meeting at the principal meeting place of Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 22 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the New NWD Master Services Agreement and the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps or where the context so admits, any adjournment of such special general meeting

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## DEFINITIONS

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“SGM CCT Matters”	the New NWD Master Services Agreement and the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	any entity which falls within the definition of “subsidiary” ascribed to it under the Listing Rules or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Transactions”	the transactions contemplated under the Existing Master Services Agreements and/or the New Master Services Agreements (as the case may be)
“US\$”	the United States dollar(s), the lawful currency of the United States of America
“%”	per cent.

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## LETTER FROM THE BOARD

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# 周大福創建有限公司 CTF Services Limited

*(incorporated in Bermuda with limited liability)*

**(stock code: 00659)**

### **Executive Directors:**

Dr. Cheng Kar Shun, Henry (*Chairman*)  
Mr. Cheng Chi Ming, Brian (*Co-Chief Executive Officer*)  
Mr. Ho Gilbert Chi Hang (*Co-Chief Executive Officer*)  
Mr. Lam Jim (*Chief Operating and Financial Officer*)  
Mr. Cheng Chi Leong, Christopher

### **Non-executive Directors:**

Mr. William Junior Guilherme Doo  
*(alternate Director to Mr. William Junior Guilherme Doo:  
Mr. Lam Wai Hon, Patrick)*  
Mr. Tsang On Yip, Patrick

### **Independent Non-executive Directors:**

Mr. Shek Lai Him, Abraham  
Mr. Lee Yiu Kwong, Alan  
Mrs. Oei Wai Chi Grace Fung  
Mr. Wong Kwai Huen, Albert  
Professor Chan Ka Keung, Ceajer  
Ms. Ng Yuen Ting, Yolanda

### **Registered office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### **Principal place of business in Hong Kong:**

21/F, NCB Innovation Centre  
888 Lai Chi Kok Road  
Cheung Sha Wan, Kowloon  
Hong Kong

28 May 2026

*To the Shareholders*

Dear Sir or Madam,

## **RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

### **INTRODUCTION**

As disclosed in the Announcement, members of the Group frequently enter into continuing connected transactions with members of each of the NWD Group and the Services Group in the ordinary course of business. In order to streamline the reporting, announcement, and if necessary, the Independent Shareholders' approval process of such continuing connected transactions, the Company had entered into the Existing NWD Master Services Agreement and the Existing DOO Master Services Agreement. References are made to (i) the announcements of the Company dated 28 April 2023 and 29 September 2025, and (ii) the circulars of the Company dated 5 June 2023 and 24 October 2025.

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## LETTER FROM THE BOARD

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The Existing Master Services Agreements (namely, the Existing NWD Master Services Agreement and the Existing DOO Master Services Agreement) will expire on 30 June 2026. The relevant parties to each of the Existing Master Services Agreements have agreed to continue with the arrangement under the relevant Existing Master Services Agreement after expiry of its term upon similar terms and/or conditions and covering similar scope of services as in the relevant Existing Master Services Agreement by entering into the relevant New Master Services Agreement.

The purpose of this Circular is to provide the Shareholders with, among other things, (i) further details relating to the SGM CCT Matters; (ii) the recommendations of the Independent Board Committee; (iii) the letter from the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the SGM.

### NEW MASTER SERVICES AGREEMENTS

#### 1. New NWD Master Services Agreement

Under the New NWD Master Services Agreement, each of the Company and NWD agrees to, and agrees to procure the members of the Group or the NWD Group to (to the extent practicable), engage relevant members of the NWD Group or the Group to provide the Operational Services to relevant members of the Group or the NWD Group (as the case may be) during the term of the New NWD Master Services Agreement.

Major terms of the New NWD Master Services Agreement are set out below:

Date	:	24 April 2026
Parties	:	(1) NWD (2) the Company
Duration	:	An initial term of three years commencing from the NWD Effective Date to 30 June 2029 (both days inclusive) unless terminated earlier in accordance with the New NWD Master Services Agreement.

Subject to compliance with the applicable Listing Rules at the relevant time, the New NWD Master Services Agreement may be renewed at the end of the initial term or subsequent renewal term for a successive period of three years thereafter (or such other period permitted under the Listing Rules) unless either party gives written notice to the other party not less than 30 Business Days before the end of the initial term or any subsequent renewal term to terminate the New NWD Master Services Agreement.

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## LETTER FROM THE BOARD

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- Condition : The New NWD Master Services Agreement shall be conditional on the passing of an ordinary resolution at the SGM by the Independent Shareholders to approve the New NWD Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps.
- Nature of Transactions/ Operational Services covered :
1. Contracting services – provision of services as main contractors, management contractors, project managers, subcontractors, suppliers or agents, building and general construction, civil engineering, building exterior and interior design, building maintenance and repair, renovation, refurbishment, development and redevelopment of buildings, properties and real estate, maintenance consultancy and other services, demolition, piling and foundation, building and property fitting out and decoration work, construction management, hiring, procurement and supply of plant, machinery, equipment and materials, electrical and mechanical engineering works, supply and installation of air conditioning, heating and ventilation systems, fire services systems, plumbing and drainage systems, lift repair and maintenance services, electrical systems and system design and consultancy, computer aided drafting services and related services;
  2. Facility management services – provision of convention and exhibition facilities, hospitality and related functions services, food and beverage catering services, provision of information technology services and related consultancy and advisory services;
  3. Property management services – property management, property sales and letting agency services, provision of car parking management and related services;
  4. Rental services – rental and licensing of the rights to use properties, spare spaces, car parking spaces and related services;
  5. Insurance and healthcare services – provision of insurance and related services, medical and healthcare services, rehabilitation and wellness and well-being enhancement and related services;

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## LETTER FROM THE BOARD

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6. Financial services – subject to compliance with applicable laws, regulations, regulatory approvals and all licensing requirements, the provision of a broad range of financial and investment-related services, and such ancillary or support services as may be incidental or conducive thereto;
7. Merchandising and procurement services – procurement services and general trading of merchandise;
8. Advertising services – advertising, branding, marketing, loyalty and rewards program and promotion-related services; and
9. Consultancy and advisory services relating to all the aforesaid services, and such other types of services as any member(s) of the NWD Group and any member(s) of the Group may agree upon from time to time in writing.

Pricing : Determined in the ordinary and usual course of business on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no less favourable to the Group than terms available to and/or from independent third parties, with reference to the pricing policy as described under the section headed "Operational Agreement(s) and pricing policies" below.

Payment Terms : The terms in relation to the time and method of payment will be stated in the relevant Operational Agreements and will be no less favourable to the Group than terms available to and/or from independent third parties.

### **2. New DOO Master Services Agreement**

Under the New DOO Master Services Agreement, each of the Company and Mr. Doo agrees to, and agrees to procure the members of the Group or the Services Group to (to the extent practicable), engage relevant members of the Services Group or the Group to provide the Operational Services to relevant members of the Group or the Services Group (as the case may be) during the term of the New DOO Master Services Agreement.

Major terms of the New DOO Master Services Agreement are set out below:

Date : 24 April 2026

Parties : (1) Mr. Doo  
(2) the Company

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## LETTER FROM THE BOARD

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Duration : An initial term of three years commencing from the DOO Effective Date to 30 June 2029 (both days inclusive) unless terminated earlier in accordance with the New DOO Master Services Agreement.

Subject to compliance with the applicable Listing Rules at the relevant time, the New DOO Master Services Agreement may be renewed at the end of the initial term or subsequent renewal term for a successive period of three years thereafter (or such other period permitted under the Listing Rules) unless either party gives written notice to the other party not less than 30 Business Days before the end of the initial term or any subsequent renewal term to terminate the New DOO Master Services Agreement.

Condition : The New DOO Master Services Agreement shall be conditional on the passing of an ordinary resolution at the SGM by the Independent Shareholders to approve the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps.

Nature of Transactions/Operational Services covered :

1. Contracting services – provision of services as main contractors, management contractors, project managers, subcontractors, suppliers or agents, building and general construction, civil engineering, building exterior and interior design, building maintenance and repair, renovation, refurbishment, development and redevelopment of buildings, properties and real estate, maintenance consultancy and other services, demolition, piling and foundation, building and property fitting out and decoration work, construction management, hiring, procurement and supply of plant, machinery, equipment and materials, electrical and mechanical engineering works, supply and installation of air conditioning, heating and ventilation systems, fire services systems, plumbing and drainage systems, lift repair and maintenance services, electrical systems and system design and consultancy, computer aided drafting services and related services;
2. Cleaning and landscaping services – general cleaning and housekeeping, waste management and disposal, external wall and window cleaning, clinical waste management, office and facility cleaning, pest control, recycling and environmental services, landscaping and plant maintenance, supply of plants and related services;

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## LETTER FROM THE BOARD

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3. Facility management services – provision of convention and exhibition facilities, hospitality and related functions services, food and beverage catering services, trading and supply, merchandise sourcing and related services;
4. Property management services – property management, property sales and letting agency services, pre-marketing consultancy services, technical services, provision of car parking management and related services;
5. Security, guarding and event servicing services – provision of services of security guards, event servicing, security services, security systems and technology (including installation and maintenance) services, security consultancy, armoured transit and vaulting security services, escort and surveillance security services, supply of security products and related services;
6. Rental services – rental and licensing of the rights to use properties, spare spaces, car parking spaces and related services;
7. Insurance services – provision of insurance, insurance brokerage and related services;
8. Financial services – subject to compliance with applicable laws, regulations, regulatory approvals and all licensing requirements, the provision of a broad range of financial and investment-related services, and such ancillary or support services as may be incidental or conducive thereto; and
9. Consultancy and advisory services relating to all the aforesaid services, and such other types of services as any member(s) of the Services Group and any member(s) of the Group may agree upon from time to time in writing.

Pricing : Determined in the ordinary and usual course of business on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no less favourable to the Group than terms available to and/or from independent third parties, with reference to the pricing policy as described under the section headed "Operational Agreement(s) and pricing policies" below.

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## LETTER FROM THE BOARD

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Payment : The terms in relation to the time and method of payment will  
Terms be stated in the relevant Operational Agreements and will be  
no less favourable to the Group than terms available to and/or  
from independent third parties.

### **Qualifications of engagement**

The engagement pursuant to each New Master Services Agreement is subject to the following qualifications:

- (a) the engagement applies to services required for businesses, projects and/or premises for which the relevant member(s) of the Group or the NWD Group or the Services Group (as the case may be) has/have the right to select providers of the relevant Operational Services or, alternatively, the provision of services under direct appointment, nominated subcontractor arrangement and designated partnership;
- (b) the engagement is not contrary to the terms of contracts governing the relevant businesses, projects and/or premises or any applicable laws, regulations or administrative directives promulgated by competent authorities to which the businesses, projects and/or premises of the relevant member(s) of the Group or the NWD Group or the Services Group (as the case may be) may relate; and
- (c) in the event that the provider of a particular Operational Service is required to be selected through auction or tender or other similar process, the engagement shall only become effective as and when the relevant member(s) of the Group or the NWD Group or the Services Group (as the case may be) has/have been selected as the service provider as a result of the relevant auction or tender or other similar process.

### **Operational Agreement(s) and pricing policies**

Pursuant to each New Master Services Agreement, member(s) of the Group and member(s) of the NWD Group or the Services Group (as the case may be) shall, from time to time, during the term of the relevant New Master Services Agreement, enter into separate Operational Agreement(s) in respect of the provision of the Operational Services provided that such separate agreement(s) shall always be subject to the relevant New Master Services Agreement.

The prices and terms of the Operational Agreement(s) with respect to the Operational Services shall be determined in the ordinary and usual course of business, on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no less favourable to the Group than terms available to and/or from independent third parties.

Subject to the general principle disclosed above, the pricing policy for the provision of each of the Operational Services pursuant to the New NWD Master Services Agreement is briefly described as follows:

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## LETTER FROM THE BOARD

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- (a) as regards the provision of contracting services: member(s) of the Group is typically engaged as a main contractor, management contractor, project manager, subcontractor, supplier or agent of a development project after being selected from participating tenderers in a tender process set up by member(s) of the NWD Group or through direct appointment by member(s) of the NWD Group:
- (i) where the member(s) of the Group participates in a tender or quotation with all bidders (including independent third parties in the market), the winning bid of which will be the one with the better price and terms or the recommended one with better technical knowhow and capability to complete the project in time and with quality, in accordance with the employer's tender procedure(s) on the condition that the bidder conformed to all the essential requirements (including but not limited to relevant experience, capability and historical working relationship) as set out in the bid invitation. In preparing for the submission of a tender or quotation, review meeting(s) of the relevant member of the Group will be held to perform a thorough analysis of the project specifications, and the cost and other data collected. In pricing a tender or quotation, the relevant member of the Group will also make references to its recent job quotations. Related market information will also be retrieved for reference. These measures/procedures are designed to ensure that the tender or quotation price (as well as the terms of the tender or quotation) to be offered by the Group is fair and reasonable and comparable to those offered by the Group to independent third parties, and are adhered to by the Group for all projects obtained by the Group through tender or quotation; and
  - (ii) where the engagement is through direct appointment by member(s) of the NWD Group, the consideration will be on a cost-plus basis (which could be varied according to the scale or, if applicable, the unique nature of the project agreed to be undertaken by the Group) agreed with member(s) of the NWD Group, which is in line with the basis for engagements by independent third parties for projects of similar nature and size. Likewise, the relevant member of the Group will perform a thorough analysis of the project specifications, the cost and other data collected, and other useful data retrieved from the Group's database for reference and assessment purpose. These procedures are adhered to by the Group for engagement through direct appointment;
- (b) as regards the provision of facility management services: on the basis of the prevailing market rate or at the rate no less favourable to the Group than any other third party by referencing to at least two quotations of similar services offered to/by independent third parties, subject to practical availability, with particular consideration to the uniqueness and proximity of the services provided, and the familiarity of such services to the advantage of the Group;
- (c) as regards the provision of property management services: on the basis of the prevailing market rate which could be varied according to the size or, if applicable, the unique nature of the property management project and/or the

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## LETTER FROM THE BOARD

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extent of services required and will be determined by conducting researches on the market comparables by referencing to at least two quotations of similar services offered to/by independent third parties, subject to practical availability, from time to time;

- (d) as regards the provision of rental services: by reference to a quote which is based on at least two comparative quote(s) obtained from independent third party(ies) in the market for similar property(ies), subject to practical availability, with comparable conditions including but not limited to location, usable space, available facilities, quality and rental period;
- (e) as regards the provision of insurance services: on the basis of meeting the target profitability requirement measured by profit margin. In delivering the cost basis for the group life insurance policy to be offered, the relevant member of the Group will consider, among other things, (i) the sum assured/risk exposure; (ii) the demographic of the insured profile (including but not limited to age, occupation and geographical location); (iii) the reinsurance terms; (iv) the expense on the insurance policy; (v) the relevant underwriting information; and (vi) the relevant insurance claims history of the insured entity. In delivering the cost basis for the group medical insurance policy to be offered, the relevant member of the Group will consider, among other things, (i) the benefit schedule; (ii) the relevant claims experience; (iii) the size of the portfolio and credibility of the data available; (iv) the expense on the insurance policy; and (v) the relevant underwriting information;
- (f) as regards the provision of financial services: by reference to the prevailing market rate for comparable services of a similar nature, scope and complexity, obtained from not less than two independent third party service providers (subject to practical availability), or at the rate no less favourable to the Group than those offered to independent third party, with particular consideration to the uniqueness and proximity of the services provided, and the familiarity of such services to the advantage of the Group;
- (g) as regards the provision of merchandising and procurement services and healthcare services: on the basis of the prevailing market rate by referencing to at least two quotations of similar products or services offered to/by independent third parties, subject to practical availability, with due consideration to, among other things, (i) the type, size, specifications and/or quantity or, if applicable, the unique nature of the services and/or goods in question; (ii) complexity of the services and level of expertise; (iii) transaction value, (iv) track record as to the condition and authenticity of the relevant merchandise and (v) delivery date of the goods and services, but in any event the price and terms shall be no less favourable to the Group as compared to those provided to or provided by any third party;
- (h) as regards the provision of advertising services: on the basis of the prevailing market rate or at the rate no less favourable to the Group than any other third party by referencing to at least two quotations of similar nature of services

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## LETTER FROM THE BOARD

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offered by independent third parties, subject to practical availability, with particular consideration to, among other things, the uniqueness and proximity of the services provided, the familiarity of the Group and the rationale and requirements behind the services provided, the price of comparable services obtainable from the market and the time of delivery; and

- (i) as regards the provision of consultancy and advisory services: on the basis of the prevailing market rate or at the rate no less favourable to the Group than any other third party by referencing to at least two quotations of similar nature of services offered by independent third parties, subject to practical availability, with particular consideration to, among other things, the uniqueness and proximity of the services provided, the familiarity of the Group and the rationale and requirements behind the services provided, the service specifications, the price of comparable services obtainable from the market and the time of delivery.

Subject to the general principle disclosed above, the pricing policy for the provision of each of the Operational Services pursuant to the New DOO Master Services Agreement is briefly described as follows:

- (a) as regards the provision of contracting services:
  - (i) the relevant member(s) of the Group may be engaged as a main contractor, management contractor, project manager, subcontractor, supplier or agent of a development project. There are three types of business arrangements for contracting services provided by members of the Services Group:
    - where a member of the Services Group is designated as a nominated subcontractor by the ultimate employer, consideration to such member of the Services Group will be ascertained by an independent professional quantity surveyor appointed by the ultimate employer;
    - where a member of the Group has the right to select subcontractor(s), consideration to such subcontractor(s) will be ascertained under the subcontracting procedures. Such member of the Group will obtain tenders or quotations from subcontractors (including members of the Services Group and independent third parties subject to practical availability and feasibility) from a list of pre-approved subcontractors (which is subject to periodic review and update by its management to ensure the subcontractors' quality standards) for services or products in similar times or quantities. If the price and terms offered by a member of the Services Group are equal to or better than those offered by the independent service providers, and having taken into account of their respective technical knowhow and capability to complete the project in time and with quality, such member of the Group may award the contract to such member of the Services Group;

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## LETTER FROM THE BOARD

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- for projects that require partnering with members of the Services Group in view of substantial consideration, trade secret and/or undisclosed commercial information, the member(s) of the Group, member(s) of the Services Group and independent third party subcontractors, subject to practical availability and feasibility, will participate in a tender in accordance with the Group's internal tender procedure(s) on the condition that the co-bidders conformed to all the essential requirements (including but not limited to relevant experience, capability and historical working relationship) as set out in the bid invitation. The winning bid will be the one with better price and terms or the recommended one with better technical knowhow and capability to complete the project in time and with quality; and
- (ii) where member(s) of the Group is engaged to provide project management services to member(s) of the Services Group through invitation to submit tender(s) or quotation(s) or direct appointment by member(s) of the Services Group, the Group will determine the pricing and contractual terms by reference to its standard engagement basis for independent third-party projects of similar nature and size. Such procedures include internal project cost assessment, reference to recent comparable third-party engagements and management review of the scope of services, manpower deployment and risk exposure prior to entering into the relevant Operational Agreement, to ensure that the terms and prices are no less favourable to the Group than those offered to independent third parties;
- (b) as regards the provision of cleaning and landscaping services: by reference to at least two comparable tenders or quotations of similar services obtained from independent third party(ies) in the market, subject to practical availability, or researches on the market comparables by the parties from time to time;
- (c) as regards the provision of facility management services: on the basis of the prevailing market rate or at the rate no less favourable to the Group than any other third party by referencing to at least two quotations of similar services offered to/by independent third parties, subject to practical availability, with particular consideration to the uniqueness and proximity of the services provided, and the familiarity of such services to the advantage of the Group;
- (d) as regards the provision of property management services or security, guarding and event servicing services:
- (i) on the basis of the prevailing market rate which could be varied according to the size or, if applicable, the unique nature of the property management project and/or the extent of services required and will be determined by conducting researches on the market comparables by referencing to at least two quotations of similar services offered by independent third parties, subject to practical availability, from time to time; or

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## LETTER FROM THE BOARD

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- (ii) by reference to at least two comparable quotations of similar services obtained from independent third party(ies) in the market, subject to practical availability, or researches on the market comparables by the parties from time to time;
- (e) as regards the provision of rental services: by reference to a quote which is based on at least two comparative quote(s) obtained from independent third party(ies) in the market for similar property(ies), subject to practical availability, with comparable conditions including but not limited to location, usable space, available facilities, quality and rental period;
- (f) as regards the provision of insurance services: on the basis of meeting the target profitability requirement measured by profit margin. In delivering the cost basis for the group life insurance policy to be offered, the relevant member of the Group will consider, among other things, (i) the sum assured/risk exposure; (ii) the demographic of the insured profile (including but not limited to age, occupation and geographical location); (iii) the reinsurance terms; (iv) the expense on the insurance policy; (v) the relevant underwriting information; and (vi) the relevant insurance claims history of the insured entity. In delivering the cost basis for the group medical insurance policy to be offered, the relevant member of the Group will consider, among other things, (i) the benefit schedule; (ii) the relevant claims experience; (iii) the size of the portfolio and credibility of the data available; (iv) the expense on the insurance policy; (v) the relevant underwriting information;
- (g) as regards the provision of financial services: by reference to the prevailing market rate for comparable services of a similar nature, scope and complexity, obtained from not less than two independent third party service providers (subject to practical availability), or at the rate no less favourable to the Group than those offered to independent third party, with particular consideration to the uniqueness and proximity of the services provided, and the familiarity of such services to the advantage of the Group; and
- (h) as regards the provision of consultancy and advisory services: on the basis of the prevailing market rate or at the rate no less favourable to the Group than any other third party by referencing to at least two quotations of similar nature of services offered by independent third parties, subject to practical availability, with particular consideration to, among other things, the uniqueness and proximity of the services provided, the familiarity of the Group and the rationale and requirements behind the services provided, the service specifications, the price of comparable services obtainable from the market and the time of delivery.

The profit margins adopted for the provision of contracting services on a cost-plus basis and insurance services priced with reference to a target profitability requirement are no less favourable to the Group than those offered to independent third-party customers.

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## LETTER FROM THE BOARD

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For contracting services engaged through direct appointment, the applicable cost-plus margin is determined by reference to the Group's prevailing cost structure and historical profit margins for projects of a similar nature and scale undertaken for independent third-party customers, taking into account project complexity, risk profile and resource requirements.

For insurance services, the target profitability requirement (measured by profit margin) is determined with reference to the Group's overall pricing framework for comparable insurance products provided to independent corporate customers, having regard to underwriting factors including risk exposure, claims history, reinsurance terms and administrative costs.

The Group has implemented internal review and approval procedures to ensure that such pricing terms are fair and reasonable, on normal commercial terms and consistent with those offered to independent third parties. For further details, please refer to the section headed "Internal Control Procedures" in this circular.

The term of each Operational Agreement shall be fixed. If the term of an Operational Agreement extends beyond 30 June 2029 (that is, the date on which the initial term of each of the New Master Services Agreements ends), the Company will comply with the applicable requirements under the Listing Rules at the relevant time.

In pricing its services to independent third party customers, the Group will take into consideration factors which are common or reasonable for providers of similar services such as market conditions, competition, profit margin, direct and indirect costing, opportunity cost, project duration and all relevant risk factors including client risk.

### **HISTORICAL AGGREGATE TRANSACTION VALUES**

Historical aggregate transaction values in respect of the Transactions for the financial years ended 30 June 2024 and 30 June 2025 and the six months ended 31 December 2025 are set out below, as well as the existing annual caps and utilisation rates of the existing annual caps in respect of the Transactions for the financial years ended 30 June 2024 and 30 June 2025 and the financial year ending 30 June 2026 are set out below:

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**LETTER FROM THE BOARD**

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**Existing NWD Master Services Agreement**

<b>Categories</b>	<b>Financial year ended 30 June 2024 <i>HK\$'million</i></b>	<b>Financial year ended 30 June 2025 <i>HK\$'million</i></b>	<b>Six months ended 31 December 2025 <i>HK\$'million</i></b>
<b>Historical aggregate transaction values (approximately)</b>			
Operational Services by members of the Group to members of the NWD Group	300.3	750.1	840.9
Operational Services by members of the NWD Group to members of the Group	64.5	56.5	10.4
<b>Total</b>	<b>364.8</b>	<b>806.6</b>	<b>851.3</b>
	<b>Financial year ended 30 June 2024 <i>HK\$'million</i></b>	<b>Financial year ended 30 June 2025 <i>HK\$'million</i></b>	<b>Financial year ending 30 June 2026 <i>HK\$'million</i></b>
<b>Existing annual caps</b>			
Operational Services by members of the Group to members of the NWD Group	1,099.0	1,972.0	2,991.0
Operational Services by members of the NWD Group to members of the Group	198.0	311.0	216.0
<b>Total</b>	<b>1,297.0</b>	<b>2,283.0</b>	<b>3,207.0</b>

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**LETTER FROM THE BOARD**

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	Financial year ended 30 June 2024	Financial year ended 30 June 2025	Financial year ending 30 June 2026
<b>Utilisation rates of the existing annual caps (approximately)</b>			
Operational Services by members of the Group to members of the NWD Group	27.3%	38.0%	28.1% <sup>(Note)</sup>
Operational Services by members of the NWD Group to members of the Group	32.6%	18.2%	4.8% <sup>(Note)</sup>

*Note:* The utilisation rate for the financial year ending 30 June 2026 is calculated based on (i) historical aggregate transaction value for the six months ended 31 December 2025 divided by (ii) the existing annual cap for the financial year ending 30 June 2026.

**Existing DOO Master Services Agreement**

Categories	Financial year ended 30 June 2024 <i>HK\$'million</i>	Financial year ended 30 June 2025 <i>HK\$'million</i>	Six months ended 31 December 2025 <i>HK\$'million</i>
<b>Historical aggregate transaction values (approximately)</b>			
Operational Services by members of the Group to members of the Services Group	1.4	6.2	0.6
Operational Services by members of the Services Group to members of the Group	<u>1,232.8</u>	<u>697.5</u>	<u>280.3</u>
<b>Total</b>	<b><u>1,234.2</u></b>	<b><u>703.7</u></b>	<b><u>280.9</u></b>

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## LETTER FROM THE BOARD

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	Financial year ended 30 June 2024 <i>HK\$'million</i>	Financial year ended 30 June 2025 <i>HK\$'million</i>	Financial year ending 30 June 2026 <i>HK\$'million</i>
<b>Existing annual caps</b>			
Operational Services by members of the Group to members of the Services Group	41.0	41.0	41.0
Operational Services by members of the Services Group to members of the Group	2,144.0	2,387.0	3,146.0
<b>Total</b>	<b>2,185.0</b>	<b>2,428.0</b>	<b>3,187.0</b>
	<b>Financial year ended 30 June 2024</b>	<b>Financial year ended 30 June 2025</b>	<b>Financial year ending 30 June 2026</b>

### Utilisation rates of the existing annual caps (*approximately*)

Operational Services by members of the Group to members of the Services Group	3.4%	15.1%	1.5% <sup>(Note)</sup>
Operational Services by members of the Services Group to members of the Group	57.5%	29.2%	8.9% <sup>(Note)</sup>

*Note:* The utilisation rate for the financial year ending 30 June 2026 is calculated based on (i) historical aggregate transaction value for the six months ended 31 December 2025 divided by (ii) the existing annual cap for the financial year ending 30 June 2026.

### ANNUAL CAPS

After taking into account historical transaction amounts (including annualised figures), secured ongoing projects, identified project pipeline, projected business growth of the Group and the counterparties, potential inflationary impact on labour and materials costs, and a reasonable contingency buffer to accommodate fluctuations in project size and timing, the Annual Caps in respect of the Transactions contemplated under each of the New Master Services Agreements for the financial years ending 30 June 2027, 30 June 2028 and 30 June 2029 will be proposed as below:

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## LETTER FROM THE BOARD

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### New NWD Master Services Agreement

Categories	Financial year ending 30 June 2027 <i>HK\$'million</i>	Financial year ending 30 June 2028 <i>HK\$'million</i>	Financial year ending 30 June 2029 <i>HK\$'million</i>
<b>Proposed annual caps</b>			
Operational Services by members of the Group to members of the NWD Group	2,126.0	3,410.0	3,400.0
Operational Services by members of the NWD Group to members of the Group	96.0	96.0	88.0
<b>Total</b>	<b>2,222.0</b>	<b>3,506.0</b>	<b>3,488.0</b>

A significant portion of the Annual Caps for the Operational Services provided by members of the Group to members of the NWD Group is related to the potential business growth of the Group's construction business which would give rise to the increase in the transaction values of contracting services, together with the provision of contracting services arising from certain ongoing and potential projects which include, but not limited to, various residential and commercial development projects, some of which relate to the potential developments of the Northern Metropolis and Sai Kung areas and are forecasted to commence in the financial years ending 30 June 2027 and 30 June 2028 and with significant work progress in the subsequent financial years due to the cyclical process of such projects.

The Annual Caps for the Operational Services provided by members of the NWD Group to members of the Group are mainly related to the provision of rental services, property management services and hospitality. The increase in the Annual Caps, as compared with the relevant historical transaction amounts, is expected for potential business growth of the Group mainly attributable to proposed leases and lease renewal of office spaces from NWD Group.

The historical utilisation rate of the Annual Caps for Operational Services provided by members of the NWD Group in the financial year ending 30 June 2026 to members of the Group was relatively low, primarily due to (i) when the annual caps were determined, the management had taken into account the possibility of centralised procurement of construction materials through the NWD Group, which ultimately did not materialise during the review period, and (ii) actual transactions relating to facility management and advertising expenditures were lower than the original estimates. The increase in the annual cap for the financial year ending 30 June 2027 when compared with the annualised amount for the financial year ending 30 June 2026 is primarily attributable to the expected increase in rental services during the financial year ending 30 June 2027 arising from the expected renewal of a lease agreement which will result in the recognition of right-of-use assets.

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## LETTER FROM THE BOARD

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### New DOO Master Services Agreement

Categories	Financial year ending 30 June 2027 <i>HK\$'million</i>	Financial year ending 30 June 2028 <i>HK\$'million</i>	Financial year ending 30 June 2029 <i>HK\$'million</i>
<b>Proposed annual caps</b>			
Operational Services by members of the Group to members of the Services Group	32.0	60.0	71.0
Operational Services by members of the Services Group to members of the Group	<u>2,825.0</u>	<u>2,668.0</u>	<u>2,982.0</u>
<b>Total</b>	<b><u>2,857.0</u></b>	<b><u>2,728.0</u></b>	<b><u>3,053.0</u></b>

The Annual Caps for the Operational Services provided by members of the Group to members of the Services Group are mainly related to the provision of contracting services and insurance services. The increase in the Annual Caps as compared with their relevant historical transaction values is mainly due to a secured construction project and the potential provision of other contracting services and potential insurance services for group life or medical policies by members of the Group to members of the Services Group.

The historical utilisation rate of the Annual Caps for Operational Services provided by members of the Group in the financial year ending 30 June 2026 to members of the Services Group was relatively low, primarily due to, when the annual caps were determined, the Group had initially planned to provide insurance services to the Services Group during the review period, but such plans did not materialize. The increase in the annual cap for the financial year ending 30 June 2027 when compared with the annualised amount for the financial year ending 30 June 2026 is primarily attributable to the expected increase in contracting services reflecting (i) a foundation and construction project that commenced in the second half of the financial year ending 30 June 2026; and (ii) a comparable amount for potential projects.

The significant increase in the proposed Annual Cap for the financial year ending 30 June 2028 in respect of Operational Services provided by members of the Group to members of the Services Group is primarily attributable to (i) the expected ramp-up of a construction project that commenced in the financial year ending 30 June 2026, the projected contract value of which is expected to be recognised in the financial year ending 30 June 2027, the financial year ending 30 June 2028 and the financial year ending 30 June 2029 in accordance with the progress of the project; and (ii) the assumption that a potential project of similar scale may arise during the financial year ending 30 June 2027 to the financial year ending 30 June 2029.

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## LETTER FROM THE BOARD

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A significant portion of the Annual Caps for the Operational Services provided by members of the Services Group to members of the Group is related to the provision of contracting services. The increase in the Annual Caps as compared with their relevant historical transaction values is mainly due to the potential business growth of the Group's construction business which would give rise to the increase in the transaction values of contracting services, together with the provision of contracting services arising from certain ongoing and potential projects which include, but not limited to, various government development projects as well as residential and commercial development projects. Existing ongoing sizeable projects include, but are not limited to, District Court Building at Caroline Hill Road, New Public Market in Tin Shui Wai and dedicated rehousing estate at Kwu Tung North Area 24.

As certain sizeable contracting projects have been or are expected to commence in the second half of the financial year ending 30 June 2026, the projected transaction amounts (being the aggregate of the actual amount and the forecasted amount for the six months ending 30 June 2026) of Operational Services provided by members of the Services Group to members of the Group was HK\$1,973.5 million, representing 62.7% utilisation of the annual cap for the financial year ending 30 June 2026.

Each of the Annual Caps of the Operational Services contemplated under each of the New Master Services Agreements has been determined by reference to:

- (a) the historical annual or annualised amounts in respect of the Operational Services provided by the relevant members of the Group to the relevant members of the NWD Group or the Services Group (as the case may be) and vice versa, during the past two and a half financial years; and
- (b) the projected annual or annualised amounts in respect of the Operational Services to be provided by the relevant members of the Group to the relevant members of the NWD Group or the Services Group (as the case may be) and vice versa, in the next three financial years, having taken into account:
  - the existing projects in progress which affect the demand of Operational Services by the Group, the NWD Group or the Services Group;
  - the estimated future demand for the Operational Services by the Group, the NWD Group or the Services Group (as the case may be) for the financial years ending 30 June 2027, 30 June 2028 and 30 June 2029 having regard to the upcoming projects expected to be undertaken;
  - the inflation factor (which may vary in nature and can be economic, labour and materials related or otherwise and will result in change in costs), if applicable. The inflation rate will be assessed by the Group by reference to or after taking into account such rate(s) available in public sources, such as the rate reported by the Hong Kong Census and Statistics Department;
  - the adjustments to cater for exceptional circumstances or other contingencies; and

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## LETTER FROM THE BOARD

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- on the principal assumptions that, for the duration of the projected period, (i) there will not be any adverse change or disruption in market conditions, operation and business environment or government policies which may materially affect the businesses of the Group, the NWD Group or the Services Group; and (ii) the service industries in which the Group operates will have steady growth.

**Shareholders and potential investors should note that the Annual Caps should not be construed as an assurance or forecast by the Company of the future revenues of the Group.**

### **REASONS FOR, AND BENEFITS OF, ENTERING INTO THE NEW MASTER SERVICES AGREEMENTS**

The Transactions contemplated under each of the New Master Services Agreements are expected to be recurring in nature and in the ordinary and usual course of business of the Group, as well as the NWD Group or the Services Group (as the case may be). The Operational Agreements to be entered into pursuant to each of the New Master Services Agreements will be agreed on an arm's length basis and on normal commercial terms.

The NWD Group and the Services Group, with profound experience in their respective areas of services, have demonstrated themselves as reliable services providers or customers of the Group over the years. Riding on this longstanding business relationship, the NWD Group and the Services Group are found to be trustworthy and professional partners of the Group. The Directors believe that the maintenance of the strategic business relationships with the NWD Group and the Services Group will not only allow the realisation of synergies and economies of scale but will also continue to bring sustainable contribution to the Group's profitability in the long run.

The Directors (including the independent non-executive Directors) are of the view that the terms of each of the New Master Services Agreements are on normal commercial terms or better, and, together with the proposed Annual Caps, are fair and reasonable, and the Transactions contemplated under each of the New Master Services Agreements are in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole.

### **INTERNAL CONTROL PROCEDURES**

To ensure that the New Master Services Agreements and the Transactions adhere to normal commercial terms and the amounts of the Transactions do not exceed the related Annual Caps, the Company has implemented the following internal control procedures:

- (1) **Operational Agreement review and assessment:** Prior to entering into any Operational Agreement under the scope of the relevant New Master Services Agreements, the relevant personnel of the Group will review and assess the terms of the relevant Operational Agreements to ensure that they are consistent with the principles and provisions set out in the relevant New Master Services Agreements. The pricing policies and other terms of the Operational Agreements will be

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## LETTER FROM THE BOARD

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determined by the relevant personnel of the Group on normal commercial terms, negotiated on an arm's length basis and on a basis no less favourable to the Group than those offered to or by independent third parties for comparable transactions, where applicable.

- (2) **Tendering process and quotations:** With regard to participation in tenders or provision of quotations for contracting services, members of the Group are required to follow the internal tender guidelines. These measures/procedures aim to ensure that the tender or quotation price and the terms of the tender or quotation to be offered by the Group are fair, reasonable and comparable to those offered by the Group to independent third parties. Where applicable, the Group will also take into account recent comparable tenders or quotations submitted to independent third-parties, the estimated costs, expected profit margin, project complexity, risk profile and resource requirements in determining the tender or quotation price.
- (3) **Transaction monitoring and reporting:** The finance department of the Group will consistently record and monitor the transaction amounts to ensure the applicable Annual Caps are not exceeded. Periodic reports, including lists of continuing connected transactions conducted during the reporting period and utilisation of the relevant Annual Caps, will be submitted to the Audit Committee for review.
- (4) **Annual review by internal audit function:** The group audit and risk assurance department of the Group will perform an annual review of the internal controls for the continuing connected transactions for the preceding financial year.
- (5) **Annual review by external auditor and independent non-executive Directors:** The Company's external auditor along with the independent non-executive Directors will perform an annual review of the continuing connected transactions for the preceding financial year in accordance with the Listing Rules.

### CONNECTION BETWEEN THE PARTIES INVOLVED AND LISTING RULES IMPLICATIONS

As at the Latest Practicable Date:

- CTF Enterprises together with its subsidiaries hold approximately 72.82% of the total issued share capital of the Company and is the holding company and substantial shareholder of the Company under the Listing Rules. As CTF Enterprises together with its subsidiaries hold approximately 45.24% of the total issued share capital of NWD, NWD is therefore considered to be a connected person of the Company.

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## LETTER FROM THE BOARD

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- Mr. Doo is the father of Mr. William Junior Guilherme Doo, brother-in-law of Dr. Cheng Kar Shun, Henry and uncle of Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher. Except for Mr. Doo, all of the aforesaid persons are Directors. Accordingly, Mr. Doo is a connected person of the Company under the Listing Rules.

Accordingly, each of the New Master Services Agreements constitutes continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As certain applicable Percentage Ratios and all the amounts of the maximum aggregate annual transaction value in respect of the Transactions contemplated under each of the New NWD Master Services Agreement and the New DOO Master Services Agreement are more than 5% and exceed HK\$10,000,000, respectively, the entering into of each of the New NWD Master Services Agreement and the New DOO Master Services Agreement is subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Rules 14A.36 and 14A.76(2) of the Listing Rules.

In the event that the relevant Annual Cap in respect of the relevant New Master Services Agreement will be exceeded or the relevant New Master Services Agreement will be renewed or materially varied in respect of the terms thereof, the Company will re-comply with the reporting, announcement and/or Independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules, where applicable.

### **ADDITIONAL INFORMATION REGARDING NWD, MR. DOO, THE SERVICES GROUP AND THE GROUP**

#### **NWD**

NWD and its subsidiaries are principally engaged in property development, property investment and investment in and/or operation of hotels and other strategic businesses.

#### **Mr. Doo**

Mr. Doo is the father of Mr. William Junior Guilherme Doo (a non-executive Director), brother-in-law of Dr. Cheng Kar Shun, Henry (the Chairman of the Company and an executive Director) and uncle of Mr. Cheng Chi Ming, Brian (an executive Director) and Mr. Cheng Chi Leong, Christopher (an executive Director).

#### **The Services Group**

The Services Group is principally engaged in the provision of services including: (i) property investment and development, property leasing, property and facility management; (ii) security, event servicing and guarding services; (iii) cleaning; (iv) landscaping; (v) provision of environmental management services, mechanical and electrical engineering services; (vi) trading of building materials; and (vii) insurance consultancy and brokerage.

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## LETTER FROM THE BOARD

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### The Group

The Group invests and operates a wide range of businesses predominantly in Hong Kong and the Chinese Mainland. Its core business includes toll roads, financial services, logistics, construction and facilities management.

### APPROVAL OF THE BOARD

Each of Dr. Cheng Kar Shun, Henry, Mr. Cheng Chi Ming, Brian and Mr. Ho Gilbert Chi Hang, each being a Director, is also a director of NWD.

Accordingly, Mr. Cheng Chi Ming, Brian (being the son of Dr. Cheng Kar Shun, Henry and the brother of Mr. Cheng Chi Leong, Christopher), Mr. Ho Gilbert Chi Hang, Mr. William Junior Guilherme Doo (being a Director, the nephew of Dr. Cheng Kar Shun, Henry and the cousin of Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher) and Mr. Tsang On Yip, Patrick (being a Director and whose spouse is a niece of Dr. Cheng Kar Shun, Henry and hence he is a cousin-in-law of Mr. Cheng Chi Ming, Brian, Mr. Cheng Chi Leong, Christopher and Mr. William Junior Guilherme Doo) abstained from voting on the resolutions approving the New NWD Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps at the relevant Board meeting.

Furthermore, Mr. Doo is the father of Mr. William Junior Guilherme Doo, brother-in-law of Dr. Cheng Kar Shun, Henry and uncle of Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher. Dr. Cheng Kar Shun, Henry is the chairman and non-executive director of FSE Lifestyle Services Limited, a member of the Services Group.

Accordingly, Mr. Cheng Chi Ming, Brian, Mr. William Junior Guilherme Doo and Mr. Tsang On Yip, Patrick abstained from voting on the resolutions approving the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps at the relevant Board meeting.

Dr. Cheng Kar Shun, Henry and Mr. Cheng Chi Leong, Christopher were not present at the aforesaid Board meeting of the Company and accordingly did not vote on the relevant resolutions approving the New Master Services Agreements, the Transactions contemplated thereunder and the related Annual Caps at the relevant Board meeting.

Save as disclosed above, no other Director is regarded as having a material interest in the New Master Services Agreements and the Transactions contemplated thereunder and hence no other Director is required under the Listing Rules to abstain from voting on the resolutions approving the New Master Services Agreements, the Transactions contemplated thereunder and the related Annual Caps at the relevant Board meeting.

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## LETTER FROM THE BOARD

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### SGM

The Company will convene and hold the SGM as a hybrid meeting at the principal meeting place of Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Monday, 22 June 2026 at 11:00 a.m. to consider, and if thought fit, approve the SGM CCT Matters. A notice of the SGM is set out on pages 82 to 84 of this Circular.

In order to determine the entitlement of the Shareholders to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both days inclusive) during which period no transfer of Shares will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 15 June 2026. The record date for determining the eligibility of the Shareholders to attend and vote at the SGM will be Monday, 22 June 2026.

The voting at the SGM will be taken by poll. In accordance with the Listing Rules, any Shareholder and its associates with material interests in the SGM CCT Matters (namely the New NWD Master Services Agreement and the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps) must abstain from voting on the resolutions to approve the SGM CCT Matters at the SGM.

At the SGM:

- CTF Enterprises together with its subsidiaries hold approximately 72.82% of the total issued share capital of the Company as at the Latest Practicable Date and is the holding company and substantial shareholder of the Company under the Listing Rules. In addition, CTF Enterprises together with its subsidiaries hold approximately 45.24% of the total issued share capital of NWD as at the Latest Practicable Date. CTF Enterprises and its associates shall abstain from voting on the resolution approving the New NWD Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps; and
- Mr. Doo and his associates, as applicable, shall abstain from voting on the resolution approving the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps.

After the conclusion of the SGM, the results of the poll will be released on the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ctfs.com.hk](http://www.ctfs.com.hk). A proxy form for use in connection with the SGM is also enclosed with the print version of this Circular. Whether or not you are able to attend the SGM (or any adjourned meeting) in person, you are requested to complete and (a) return the proxy form in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; or (b) submit the proxy form electronically through the Vistra eVoting Portal (<https://evoting.vistra.com/#/659>) as soon as possible and in any event not less than 48 hours

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## LETTER FROM THE BOARD

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before the time appointed for holding of the SGM (or any adjournment thereof). Completion and return of the proxy form will not preclude you from attending and voting in person physically or online at the SGM (or any adjournment thereof) should you so wish. In such event, the proxy form will be deemed to be revoked.

### RECOMMENDATIONS

The Independent Board Committee (comprising Mr. Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Wai Chi Grace Fung, Mr. Wong Kwai Huen, Albert, Professor Chan Ka Keung, Ceajer and Ms. Ng Yuen Ting, Yolanda, all of whom are independent non-executive Directors) has been formed and chaired by Mr. Lee Yiu Kwong, Alan to advise and provide recommendations to the Independent Shareholders in respect of the Transactions contemplated under each of the New NWD Master Services Agreement and the New DOO Master Services Agreement and the related Annual Caps.

Optima Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the SGM CCT Matters, and whether the entering into of the New NWD Master Services Agreement and the New DOO Master Services Agreement are in the ordinary and usual course of business of the Group and the terms thereof are normal commercial terms or better, whether the SGM CCT Matters are in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote.

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 36 and 37 of this Circular which contains its recommendations to the Independent Shareholders on the SGM CCT Matters; and (ii) the letter from the Independent Financial Adviser set out on pages 38 to 71 of this Circular which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the SGM CCT Matters and the principal factors and reasons considered by the Independent Financial Adviser in arriving at its advice.

The Independent Board Committee, having taken into account the reasons for and benefits of entering into the New Master Services Agreements and the Transactions contemplated thereunder, the basis for determining the Annual Caps and the advice of the Independent Financial Adviser, considers that the New NWD Master Services Agreement and the New DOO Master Services Agreement were entered into in the ordinary and usual course of business of the Group, and the terms of the New NWD Master Services Agreement and the New DOO Master Services Agreement are on normal commercial terms or better, and together with the related Annual Caps are fair and reasonable in so far as the Company and the Independent Shareholders are concerned, and the Transactions contemplated thereunder are in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the ordinary resolutions which will be proposed at the SGM relating to the SGM CCT Matters.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is drawn to the general information set out in the appendix to this Circular.

Yours faithfully,  
For and on behalf of the board of  
**CTF Services Limited**  
**Dr Cheng Kar Shun, Henry**  
*Chairman*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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*The following is a full text of the letter from the Independent Board Committee prepared for the purpose of inclusion in this Circular.*



# 周大福創建有限公司 CTF Services Limited

*(incorporated in Bermuda with limited liability)*

**(stock code: 00659)**

28 May 2026

*To the Independent Shareholders*

Dear Sir or Madam,

### **RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

We refer to the circular dated 28 May 2026 (the “**Circular**”) of which this letter forms part. Terms defined in the Circular have the same meanings when used herein unless the context otherwise requires.

We have been appointed to form the Independent Board Committee to consider the SGM CCT Matters (namely the New NWD Master Services Agreement and the New DOO Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps) and to advise the Independent Shareholders as to whether, in our opinion, the entering into of the New NWD Master Services Agreement and the New DOO Master Services Agreement are in the ordinary and usual course of business of the Group and the terms thereof are on normal commercial terms or better, and the SGM CCT Matters are fair and reasonable in so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Optima Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the SGM CCT Matters, and whether the entering into of the New NWD Master Services Agreement and the New DOO Master Services Agreement are in the ordinary and usual course of business of the Group and the terms thereof are normal commercial terms or better, and whether the SGM CCT Matters are in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote.

We wish to draw your attention to the letter from the Board as set out on pages 10 to 35 of the Circular which contains, among others, information on the SGM CCT Matters as well as the letter from the Independent Financial Adviser as set out on pages 38 to 71 of the Circular which contains its advice in respect of the SGM CCT Matters.

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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Having taken into account the reasons for and benefits of entering into the New Master Services Agreements and the Transactions contemplated thereunder, the basis for determining the Annual Caps and the advice of the Independent Financial Adviser, we consider that the New NWD Master Services Agreement and the New DOO Master Services Agreement were entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and the SGM CCT Matters are fair and reasonable, and in the ordinary and usual course of business of the Group in so far as the Company and the Independent Shareholders are concerned, and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed in the SGM in relation to the SGM CCT Matters.

Yours faithfully,

*Independent Board Committee*

**Mr. Lee Yiu Kwong, Alan** (*Chairman*)

**Mr. Shek Lai Him, Abraham**

**Mrs. Oei Wai Chi Grace Fung**

**Mr. Wong Kwai Huen, Albert**

**Professor Chan Ka Keung, Ceajer**

**Ms. Ng Yuen Ting, Yolanda**

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the text of a letter of advice from Optima Capital to the Independent Board Committee and the Independent Shareholders prepared for the purpose of inclusion in this circular.*



Suite 2101, 21/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

28 May 2026

*To: the Independent Board Committee and the Independent Shareholders*

Dear Sirs,

### RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

#### I. INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the New Master Services Agreements (i.e. the New NWD Master Services Agreement and the New DOO Master Services Agreement) and the respective transactions contemplated thereunder (including the respective Annual Caps) (the “**Continuing Connected Transactions**”). Details of the New Master Services Agreements and the Continuing Connected Transactions are set out in the letter from the Board (the “**Board Letter**”) contained in the circular of the Company to the Shareholders dated 28 May 2026 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless otherwise specified.

On 24 April 2026, the Company entered into (i) the New NWD Master Services Agreement with NWD in respect of the provision of the Operational Services by members of the Group to members of the NWD Group (the “**NWD Sales**”) and vice versa (the “**NWD Purchases**”) during the term of the New NWD Master Services Agreement; and (ii) the New DOO Master Services Agreement with Mr. Doo in respect of the provision of the Operational Services by members of the Group to members of the Services Group (the “**SG Sales**”) and vice versa (the “**SG Purchases**”) during the term of the New DOO Master Services Agreement.

CTF Enterprises together with its subsidiaries hold approximately 72.82% of the total issued share capital of the Company. CTF Enterprises is therefore a substantial shareholder of the Company and hence a connected person of the Company under the Listing Rules. CTF Enterprises together with its subsidiaries also hold approximately 45.24% of the total issued share capital of NWD. NWD is therefore considered to be a connected person of the Company. Mr. Doo is the father of Mr. William Junior Guilherme Doo, brother-in-law of Dr. Cheng Kar Shun, Henry and uncle of Mr. Cheng Chi Ming, Brian and Mr. Cheng Chi Leong, Christopher. Except for Mr. Doo, all of the aforesaid persons are Directors. Accordingly, Mr. Doo is a connected person of the Company under the Listing Rules. As

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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such, the New Master Services Agreements and the respective transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. In compliance with the requirements of the Listing Rules, the New Master Services Agreements and the Continuing Connected Transactions are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements pursuant to Chapter 14A of the Listing Rules.

The Company will seek the Independent Shareholders' approval for the New Master Services Agreements and the Continuing Connected Transactions at the SGM. The voting at the SGM will be taken by poll. In accordance with the Listing Rules, any Shareholder and its associates with material interests in the New Master Services Agreements and the Continuing Connected Transactions must abstain from voting on the resolutions to approve the New Master Services Agreements and the Continuing Connected Transactions at the SGM. Accordingly, CTF Enterprises, Mr. Doo and their respective associates, as applicable, shall abstain from voting on the resolutions to approve the New Master Services Agreements and the Continuing Connected Transactions at the SGM. To the Directors' best knowledge, information and belief having made all reasonable enquiries, save as disclosed above, no other Shareholder is required to abstain from voting at the SGM.

The Independent Board Committee (comprising Mr. Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Wai Chi Grace Fung, Mr. Wong Kwai Huen, Albert, Professor Chan Ka Keung, Ceajer and Ms. Ng Yuen Ting, Yolanda, all of whom are independent non-executive Directors) has been formed and chaired by Mr. Lee Yiu Kwong, Alan to advise the Independent Shareholders as to (i) whether the terms of the New Master Services Agreements and the Continuing Connected Transactions (including the respective Annual Caps) are fair and reasonable; and (ii) whether the Continuing Connected Transactions are on normal commercial terms or better, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole, and to give recommendation to the Independent Shareholders in respect of the voting on the resolutions to be proposed at the SGM. We, Optima Capital Limited, have been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

We are not associated or connected with the Company, NWD, Mr. Doo, their respective connected persons or associates. In the past two years, we had not acted as financial adviser for the Company, NWD, Mr. Doo or their respective core connected persons. As at the Latest Practicable Date, we did not have any relationship with or interest in the Company or any other party that could reasonably be regarded as affecting our independence. Apart from normal professional fees paid or payable to us in connection with our appointment, no arrangement exists whereby we will receive any fee or benefit from the Company, NWD, Mr. Doo, their respective connected persons or associates. Accordingly, we consider that we are eligible to give independent advice in respect of the New Master Services Agreements and the Continuing Connected Transactions pursuant to Rule 13.84 of the Listing Rules.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### II. BASIS OF OUR OPINION

In formulating our advice and recommendations, we have relied on the information and facts provided and the opinions expressed by the Directors and management of the Company (together, the “**Management**”) and have assumed that the information and facts provided and the opinions expressed to us are true, accurate and complete in all material respects at the time they were provided and expressed, and continue to be true, accurate and complete in all material respects up to the date hereof.

We have reviewed, among other things, (i) the New Master Services Agreements; (ii) the announcement of the Company dated 24 April 2026 in respect of the Continuing Connected Transactions; (iii) the circulars of the Company dated 5 June 2023 and 24 October 2025, respectively, in respect of, among other things, the Existing Master Services Agreements (i.e. the Existing NWD Master Services Agreement and the Existing DOO Master Services Agreement) and the respective transactions contemplated thereunder; (iv) the annual reports of the Company for the two financial years ended 30 June 2024 (the “**CTFS 2024 Annual Report**”) and 2025 (the “**CTFS 2025 Annual Report**”); (v) the interim report of the Company for the six months ended 31 December 2025 (the “**CTFS 2026 Interim Report**”); (vi) other relevant publicly available information; and (vii) the information contained in the Circular.

We have also sought and received confirmation from the Management that no material facts have been omitted from the information provided and the opinions expressed to us. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view and have no reason to believe that any material information has been withheld, nor doubt the truth or accuracy of the information provided. We have not, however, conducted any independent investigation into the business and affairs of the Group, the NWD Group and/or the Services Group, nor have we carried out any independent verification of the information provided.

### III. PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our advice with regard to the New Master Services Agreements and the Continuing Connected Transactions, we have taken into account the principal factors and reasons set out below:

#### 1. Principal businesses of the Group, the NWD Group and the Services Group

##### *1.1 Principal businesses of the Group*

The Group invests and operates in a wide range of businesses predominantly in Hong Kong and the Chinese Mainland. Its core business includes toll roads, financial services, logistics, construction and facility management.

The roads segment is principally engaged in the management of 13 toll road projects in the Chinese Mainland. The financial services segment is principally engaged in the insurance business operated by Chow Tai Fook Life Insurance Company Limited (“**CTF Life**”). The logistics segment is principally engaged in

## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

the operation of ATL Logistics Centre in Hong Kong and 11 premium logistics properties in the Chinese Mainland, as well as the investment in the operation of 13 rail container terminals in the Chinese Mainland. The construction segment is principally engaged in general contracting, construction management, civil engineering works, foundation works, provision of ready-mixed concrete and comprehensive electrical and mechanical engineering services. The facility management segment is principally engaged in the management of Hong Kong Convention and Exhibition Centre (“HKCEC”), Gleneagles Hospital Hong Kong and Kai Tak Sports Park.

Set out below is a breakdown of revenue and attributable operating profit (“AOP”) by business segment for the financial year ended 30 June 2024 (“FY2024”), the financial year ended 30 June 2025 (“FY2025”) and the six months period ended 31 December 2025 (“HY2026”) as extracted from the CTFS 2024 Annual Report, the CTFS 2025 Annual Report and the CTFS 2026 Interim Report:

<u>Revenue</u>	<b>FY2024</b>		<b>FY2025</b>		<b>HY2026</b>	
	<i>HK\$' mil</i>	<i>%</i>	<i>HK\$' mil</i>	<i>%</i>	<i>HK\$' mil</i>	<i>%</i>
Roads	2,807.0	10.6	2,778.7	11.4	1,415.2	11.0
Financial services	3,453.1	13.1	4,080.6	16.8	2,341.5	18.3
Logistics	160.9	0.6	142.1	0.6	58.1	0.5
Construction	17,265.2	65.3	15,359.0	63.3	8,240.4	64.2
Facility management	2,735.4	10.4	1,924.9	7.9	771.6	6.0
<b>Total</b>	<b>26,421.6</b>	<b>100.0</b>	<b>24,285.3</b>	<b>100.0</b>	<b>12,826.8</b>	<b>100.0</b>
<u>AOP</u>	<b>FY2024</b>		<b>FY2025</b>		<b>HY2026</b>	
	<i>HK\$' mil</i>	<i>%</i>	<i>HK\$' mil</i>	<i>%</i>	<i>HK\$' mil</i>	<i>%</i>
Roads	1,571.4	37.7	1,439.4	32.2	771.1	33.7
Financial services	964.9	23.2	1,242.1	27.8	728.8	31.9
Logistics	722.3	17.3	740.4	16.6	331.8	14.5
Construction	705.0	16.9	719.3	16.1	310.0	13.6
Facility management	228.3	5.5	88.5	2.0	42.8	1.9
Strategic investments	(24.5)	(0.6)	236.5	5.3	99.4	4.4
<b>Total</b>	<b>4,167.4</b>	<b>100.0</b>	<b>4,466.2</b>	<b>100.0</b>	<b>2,283.9</b>	<b>100.0</b>

*Note: Figures in brackets represent negative numbers.*

### 1.2 Principal businesses of the NWD Group

The NWD Group is principally engaged in property development, property investment and investment in and/or operation of hotels and other strategic businesses.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### *1.3 Principal businesses of the Services Group*

The Services Group is principally engaged in the provision of services including (i) property investment and development, property leasing, property and facility management; (ii) security, event servicing and guarding services; (iii) cleaning; (iv) landscaping; (v) provision of environmental management services, mechanical and electrical engineering services; (vi) trading of building materials; and (vii) insurance consultancy and brokerage.

## **2. Background of and reasons for the New Master Services Agreements**

### *2.1 The Existing Master Services Agreements*

As stated in the Board Letter, members of the Group frequently enter into continuing connected transactions with members of each of the NWD Group and the Services Group in the ordinary course of business. In order to streamline the reporting, announcement, and if necessary, the Independent Shareholders' approval process of such continuing connected transactions, the Company had entered into the Existing Master Services Agreements, details of which were set out in the announcement of the Company dated 28 April 2023 and the circular of the Company dated 5 June 2023, respectively. The Existing Master Services Agreements and the transactions contemplated thereunder (including the relevant annual caps for the three financial years ending 30 June 2026) were approved by the then Independent Shareholders at the special general meeting of the Company held on 26 June 2023.

Subsequently, as set out in the announcement of the Company dated 29 September 2025 and the circular of the Company dated 24 October 2025, respectively, the Board envisaged that (i) there would be an expected increase in the continuing connected transactions (in terms of volume and transaction values) in respect of the NWD Sales for the financial year ending 30 June 2026 (“**FY2026**”); and (ii) the relevant annual cap would not be sufficient. As such, the Board proposed to increase the relevant annual cap for the NWD Sales for FY2026. The proposal was approved by the then Independent Shareholders at the annual general meeting of the Company held on 18 November 2025.

The Existing Master Services Agreements will expire on 30 June 2026. The relevant parties to each of the Existing Master Services Agreements have agreed to continue with the arrangement under the relevant Existing Master Services Agreement after expiry of its term upon similar terms and/or conditions and covering similar scope of services as in the relevant Existing Master Services Agreement by entering into the relevant New Master Services Agreement. As such, the entering into of the New Master Services Agreements is a renewal of the Existing Master Services Agreements.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### *2.2 Commercial rationale for the New Master Services Agreements*

As stated in the Board Letter, the Continuing Connected Transactions are expected to be recurring in nature and in the ordinary and usual course of business of the Group, as well as the NWD Group or the Services Group (as the case may be). The Directors consider that the NWD Group and the Services Group have profound experience in their respective areas of services and have demonstrated themselves as reliable services providers or customers of the Group over the years. Riding on this longstanding business relationship, the Directors believe that the maintenance of the strategic business relationships with the NWD Group and the Services Group will not only allow the realisation of synergies and economies of scale but will also continue to bring sustainable contribution to the Group's profitability in the long run.

### *2.3 Historical transaction amounts*

We have reviewed the breakdown of the historical transaction amounts for transactions contemplated under the Existing Master Services Agreements. The NWD Sales for FY2024, FY2025 and HY2026 (the "**Review Period**") amounted to approximately HK\$300.3 million, HK\$750.1 million and HK\$840.9 million, respectively, representing approximately 1.1%, 3.1% and 6.6% of the total revenue of the Group for each of the Review Period, respectively. The NWD Sales during the Review Period mainly comprised contracting services, which accounted for approximately 75.2%, 91.2% and 96.8% of the total transaction amounts of the NWD Sales for each of the Review Period, respectively. Facility management services, property management services, rental services and insurance services altogether accounted for the remaining of approximately 24.8%, 8.8% and 3.2% of the total transaction amounts of the NWD Sales for each of the Review Period, respectively.

The NWD Purchases for each of the Review Period amounted to approximately HK\$64.5 million, HK\$56.5 million and HK\$10.4 million, respectively, representing approximately 0.3%, 0.3% and 0.1% of the total cost of sales of the Group for each of the Review Period, respectively. The NWD Purchases during the Review Period mainly comprised facility management services, property management services and rental services, which in aggregate accounted for approximately 73.2%, 84.4% and 73.9% of the total transactions amounts of the NWD Purchases for each of the Review Period, respectively. Healthcare services, merchandising and procurement services, advertising services, consultancy and advisory services altogether accounted for the remaining of approximately 26.8%, 15.6% and 26.1% of the total transaction amounts of the NWD Purchases for each of the Review Period, respectively.

The SG Sales for each of the Review Period amounted to approximately HK\$1.4 million, HK\$6.2 million and HK\$0.6 million, respectively, representing approximately 0.01%, 0.03% and 0.01% of the total revenue of the Group for each of the Review Period, respectively. The SG Sales during the Review Period

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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comprised contracting services, facility management services and property management services, which in aggregate accounted for the entire transaction amounts of the SG Sales for each of the Review Period, respectively.

The SG Purchases for each of the Review Period amounted to approximately HK\$1,232.8 million, HK\$697.5 million and HK\$280.3 million, respectively, representing approximately 6.2%, 4.0% and 3.0% of the total cost of sales of the Group for each of the Review Period, respectively. The SG Purchases during the Review Period mainly comprised contracting services, which accounted for approximately 87.3%, 76.8% and 65.3% of the total transaction amounts of the SG Purchases for each of the Review Period, respectively. Cleaning and landscaping services, property management services, security, guarding and event servicing services altogether accounted for the remaining of approximately 12.7%, 23.2% and 34.7% of the total transaction amounts of the SG Purchases for each of the Review Period, respectively.

### *2.4 Our view*

We understand from the Management that members of the Group have long-standing record in the provision of the Operational Services to, and receipt of such services from, members of the NWD Group and the Services Group. Members of the NWD Group, as one of Hong Kong's leading property developers and owners, are established clients and service providers of the Group. Members of the Services Group have likewise built strong reputations in their respective industries and possess valuable industry expertise, with clientele comprising listed companies and multinational corporations across various sectors. In light of their qualifications, experience, and established track records, the Management is of the view, and we concur, that both the NWD Group and the Services Group are capable and suitable parties for the continuing provision of the Operational Services.

Based on the historical transaction amounts during the Review Period, we note that the provision of the Operational Services to and by the NWD Group or the Services Group (as applicable) did not represent a significant proportion of the Group's revenue or cost of sales. We are not aware that the Existing Master Services Agreements or the New Master Services Agreements impose any obligation on the Group to provide or procure a committed volume of the Operational Services to or from the NWD Group and/or the Services Group, nor do they restrict the Group from providing or procuring similar services to or from independent third parties. Accordingly, we consider that entering into the New Master Services Agreements and the Continuing Connected Transactions would not result in the Group becoming unduly reliant on the NWD Group and/or the Services Group.

Having considered the principal businesses of the Group, the NWD Group and the Services Group, the background to and commercial rationale for the New Master Services Agreements as discussed above, as well as the nature of the Operational Services contemplated thereunder (as further described in the section

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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headed “3. Principal Terms of the New Master Services Agreements” below), we are of the view that the Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

### **3. Principal terms of the New Master Services Agreements**

#### ***3.1 The New NWD Master Services Agreement***

##### *3.1.1 Duration and nature of services*

Pursuant to the New NWD Master Services Agreement, each of the Company and NWD agrees to, and agrees to procure members of the Group or the NWD Group to (to the extent practicable), engage relevant members of the NWD Group or the Group to provide the Operational Services to relevant members of the Group or the NWD Group (as the case may be), for an initial term of three years commencing from 1 July 2026 to 30 June 2029 (both days inclusive). Subject to re-compliance with the applicable Listing Rules at the relevant time, the New NWD Master Services Agreement may be renewed at the end of the initial term or subsequent renewal term for a successive period of three years thereafter (or such other period permitted under the Listing Rules).

Members of the Group and members of the NWD Group shall, from time to time during the term of the New NWD Master Services Agreement, enter into separate Operational Agreements in respect of the provision of the relevant Operational Services provided that such separate agreements shall always be subject to the New NWD Master Services Agreement. The term of each Operational Agreement shall be fixed. If the term of an Operational Agreement extends beyond 30 June 2029 (that is, the date on which the initial term of the New NWD Master Services Agreement ends), the Company will re-comply with the applicable requirements under the Listing Rules at the relevant time.

The Operational Services contemplated under the New NWD Master Services Agreement will cover the following services:

1. *Contracting services* – provision of services as main contractors, management contractors, project managers, subcontractors, suppliers or agents, building and general construction, civil engineering, building exterior and interior design, building maintenance and repair, renovation, refurbishment, development and redevelopment of buildings, properties and real estate, maintenance consultancy and other services, demolition, piling and foundation, building and property fitting out and decoration work, construction management, hiring, procurement and supply of plant, machinery, equipment and materials, electrical and mechanical engineering works, supply and installation of air conditioning,

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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heating and ventilation systems, fire services systems, plumbing and drainage systems, lift repair and maintenance services, electrical systems and system design and consultancy, computer aided drafting services and related services;

2. *Facility management services* – provision of convention and exhibition facilities, hospitality and related functions services, food and beverage catering services, provision of information technology services and related consultancy and advisory services;
3. *Property management services* – property management, property sales and letting agency services, provision of car parking management and related services;
4. *Rental services* – rental and licensing of the rights to use properties, spare spaces, car parking spaces and related services;
5. *Insurance and healthcare services* – provision of insurance and related services, medical and healthcare services, rehabilitation and wellness and well-being enhancement and related services;
6. *Financial services* – subject to compliance with applicable laws, regulations, regulatory approvals and all licensing requirements, the provision of a broad range of financial and investment-related services, and such ancillary or support services as may be incidental or conducive thereto;
7. *Merchandising and procurement services* – procurement services and general trading of merchandise;
8. *Advertising services* – advertising, branding, marketing, loyalty and rewards program and promotion-related services; and
9. Consultancy and advisory services relating to all the aforesaid services, and such other types of services as any member(s) of the NWD Group and any member(s) of the Group may agree upon from time to time in writing.

### 3.1.2 *Prices and terms of services*

Pursuant to the New NWD Master Services Agreement, the prices and terms of the Operational Agreements with respect to the Operational Services shall be determined in the ordinary and usual course of business, on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no less favourable to the Group than terms available to and/or from independent third parties. A detailed description on the pricing policies of each category of the Operational Services is set out in the section headed "Operational Agreement(s) and pricing policies" in the Board Letter.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The terms in relation to the time and method of payment will be stated in the relevant Operational Agreements and will be no less favourable to the Group than terms available to and/or from independent third parties.

### *3.1.3 The NWD Sales*

As understood from the Management, the NWD Sales primarily comprise contracting services, with the remainder consisting of facility management services, property management services, rental services and insurance services.

As stated in the Board Letter, members of the Group may be engaged as a main contractor, management contractor, project manager, subcontractor, supplier or agent of a development project after being selected from participating tenderers in a tender process set up by members of the NWD Group or through direct appointment by members of the NWD Group:

- where the engagement is through direct appointment by members of the NWD Group, the consideration will be on a cost-plus basis (which could be varied according to the scale or, if applicable, the unique nature of the project agreed to be undertaken by the Group) agreed with members of the NWD Group, which is with reference to a target profitability requirement no less favourable to the Group than those offered to independent third parties and in line with the basis for engagements by independent third parties for projects of similar nature and size.

For this type of projects regardless of whether they involve connected persons or independent third parties, we are advised by the Management that members of the Group undertake a thorough analysis of the project specifications, including the collection of cost and other relevant data, as well as the retrieval of reference information from the Group's internal database for assessment purposes. Based on such analysis, a cost-plus percentage is determined. Senior management reviews and approves each engagement, including the proposed cost-plus percentage and the basis of its determination, to ensure that they are consistent with those adopted for engagements with independent third parties for projects of similar nature and scale.

Having considered the transaction amounts of contracting services provided by the Group to the NWD Group during the Review Period substantially constituted directly appointed projects, we have selected four sample transactions from the full list of contracting services provided by the Group to the NWD Group during the Review Period, and reviewed the relevant documents. Given the relative materiality of contracting services within the NWD Sales in terms of transaction amounts as compared with

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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other NWD Sales, and that the samples were selected by us independently on a random basis during the Review Period, we consider that the selected samples are fair and representative for the purpose of our assessment. Based on our review, we note that the Group has complied with its internal guidelines and procedures. We have also compared the prices and terms of these sample transactions with those of two comparable transactions with independent third parties of similar nature and scale during the Review Period, also selected on a random basis. We note that the prices and terms offered by the Group to the NWD Group are no less favourable to the Group than those offered to independent third parties.

- where the members of the Group participate in a tender or quotation with all bidders (including independent third parties in the market), the winning bid of which will be the one with the better price and terms or the recommended one with better technical knowhow and capability to complete the project in time and with quality, in accordance with the employer's tender procedures on the condition that the bidder conformed to all the essential requirements (including but not limited to relevant experience, capability and historical working relationship) as set out in the bid invitation. In preparing for the submission of a tender or quotation, review meetings of the relevant member of the Group will be held to perform a thorough analysis of the project specifications, and the cost and other data collected. In pricing a tender or quotation, the relevant member of the Group will also make references to its recent job quotations. Related market information will also be retrieved for reference. These measures/procedures are designed to ensure that the tender or quotation price (as well as the terms of the tender or quotation) to be offered by the Group is fair and reasonable and comparable to those offered by the Group to independent third parties, and are adhered to by the Group for all projects obtained by the Group through tender or quotation.

We understand from the Management that members of the Group are required to follow established internal tender guidelines which apply to all tenders of the Group, regardless of whether they involve connected persons or independent third parties, when preparing for and participating in tenders. We have reviewed the Group's internal tender guidelines, which set out the overall workflow of the tendering process, including the pre-tendering, tendering and post-tendering stages. The assessment criteria for determining whether to proceed with a tender invitation include, among others, the scale and nature of the project, the historical relationship with the relevant members of the NWD Group, and the Group's resource availability.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Having considered the transaction amounts of tender-based projects during the Review Period, we have selected two sample transactions from the full list of contracting services provided by the Group to the NWD Group during the Review Period, and reviewed the relevant documents. Given the relative materiality of contracting services within the NWD Sales in terms of transaction amounts as compared with other NWD Sales, and that the samples were selected by us independently on a random basis during the Review Period, we consider that the selected samples are fair and representative for the purpose of our assessment. Based on our review, we note that the Group has complied with its internal tender guidelines and procedures, as well as the relevant processes for preparing and pricing tenders. We have also compared the tender prices and terms of these sample transactions with those of two comparable transactions with independent third parties of similar nature and scale during the Review Period, also selected on a random basis. We note that the tender prices and terms offered by the Group to the NWD Group are no less favourable to the Group than those offered to independent third parties.

Having considered the transaction amounts of other NWD Sales, including facility management services, property management services, rental services and insurance services, and their relative materiality within the NWD Sales in terms of transaction amounts as compared with contracting services, we have selected one sample transaction for each category of these Operational Services during the Review Period, and reviewed the relevant documents. Given that the samples were selected by us independently on a random basis during the Review Period, we consider that they are fair and representative for the purpose of our assessment. We have compared the prices and terms of these transactions with at least two market comparables during the Review Period, or reviewed the underlying pricing basis. Based on our review, we note that the prices and terms offered by the Group to the NWD Group are no less favourable to the Group than the prevailing market levels and are consistent with the Group's internal pricing policies.

### *3.1.4 The NWD Purchases*

The NWD Purchases primarily comprise facility management services, property management services and rental services, with relatively smaller amounts attributable to healthcare services, merchandising and procurement services, advertising services and consultancy and advisory services.

The facility management services mainly involve hospitality and related functions services by members of the NWD Group. As stated in the Board Letter, the pricing for facility management services will be made on the basis of the prevailing market rate or at the rate no less favourable to the Group than any other third parties, by referencing to at least two quotations of similar services offered to/by independent third parties, subject to

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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practical availability, with particular consideration to the uniqueness and proximity of the services provided, and the familiarity of such services to the advantage of the Group.

The property management services mainly involve the provision of management services for office buildings and car parks by members of the NWD Group. As stated in the Board Letter, the pricing for property management services will be made on the basis of the prevailing market rate which could be varied according to the size or, if applicable, the unique nature of the property management project and/or the extent of services required and will be determined by conducting researches on the market comparables by referencing to at least two quotations of similar services offered to/by independent third parties, subject to practical availability, from time to time.

The rental services mainly involve leasing of properties owned by members of the NWD Group. As stated in the Board Letter, the pricing for rental services will be made by referencing to a quote which is based on at least two comparative quotes obtained from independent third parties in the market for similar properties, subject to practical availability, with comparable conditions including but not limited to location, usable space, available facilities, quality and rental period.

For facility management services, property management services and rental services, we have selected two sample transactions for each category of these Operational Services from the full list of such Operational Services provided by the NWD Group to the Group during the Review Period, and reviewed the relevant documents. Given their relative materiality within the NWD Purchases in terms of transaction amounts as compared with other NWD Purchases, and that the samples were selected by us independently on a random basis during the Review Period, we consider that the selected samples are fair and representative for the purpose of our assessment. Based on our review, we note that the Group has complied with the aforementioned procedures. We have also compared the prices and terms of these sample transactions with two quotations obtained from independent third parties or with at least two market comparables, selected on a random basis, during the Review Period, and, in particular for the facility management services relating to information technology services, reviewed the benchmark analysis on the full cost mark-up of certain comparable companies performed by an internationally renowned consulting firm. We note that the prices and terms offered by the NWD Group to the Group are no less favourable than prevailing market levels or those offered by independent third parties.

Having considered the transaction amounts of other NWD Purchases, including healthcare services, merchandising and procurement services, advertising services and consultancy and advisory services, and their relative materiality within the NWD Purchases in terms of transaction amounts as compared with facility management services, property management services

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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and rental services as discussed above, we have selected one sample transaction for each category of these Operational Services during the Review Period, and reviewed the relevant documents. Given that the samples were selected by us independently on a random basis during the Review Period, we consider that they are fair and representative for the purpose of our assessment. We have compared the prices and terms of these transactions with the prevailing market prices or quotations obtained from independent third parties (as the case may be), and note that the prices and terms offered by the NWD Group to the Group are no less favourable than prevailing market levels or those offered by independent third parties.

### **3.2 *The New DOO Master Services Agreement***

#### *3.2.1 Duration and nature of services*

Pursuant to the New DOO Master Services Agreement, each of the Company and Mr. Doo agrees to, and agrees to procure members of the Group or the Services Group to (to the extent practicable), engage relevant members of the Services Group or the Group to provide the Operational Services to relevant members of the Group or the Services Group (as the case may be), for an initial term of three years commencing from 1 July 2026 to 30 June 2029 (both days inclusive). Subject to re-compliance with the applicable Listing Rules at the relevant time, the New DOO Master Services Agreement may be renewed at the end of the initial term or subsequent renewal term for a successive period of three years thereafter (or such other period permitted under the Listing Rules).

Members of the Group and members of the Services Group shall, from time to time during the term of the New DOO Master Services Agreement, enter into separate Operational Agreements in respect of the provision of the relevant Operational Service(s) provided that such separate agreements shall always be subject to the New DOO Master Services Agreement. The term of each Operational Agreement shall be fixed. If the term of an Operational Agreement extends beyond 30 June 2029 (that is, the date on which the initial term of the New DOO Master Services Agreement ends), the Company will re-comply with the applicable requirements under the Listing Rules at the relevant time.

The Operational Services contemplated under the New DOO Master Services Agreement will cover the following services:

1. *Contracting services* – provision of services as main contractors, management contractors, project managers, subcontractors, suppliers or agents, building and general construction, civil engineering, building exterior and interior design, building maintenance and repair, renovation, refurbishment, development and redevelopment of buildings, properties and real estate, maintenance consultancy and other services, demolition, piling and

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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foundation, building and property fitting out and decoration work, construction management, hiring, procurement and supply of plant, machinery, equipment and materials, electrical and mechanical engineering works, supply and installation of air conditioning, heating and ventilation systems, fire services systems, plumbing and drainage systems, lift repair and maintenance services, electrical systems and system design and consultancy, computer aided drafting services and related services;

2. *Cleaning and landscaping services* – general cleaning and housekeeping, waste management and disposal, external wall and window cleaning, clinical waste management, office and facility cleaning, pest control, recycling and environmental services, landscaping and plant maintenance, supply of plants and related services;
3. *Facility management services* – provision of convention and exhibition facilities, hospitality and related functions services, food and beverage catering services, trading and supply, merchandise sourcing and related services;
4. *Property management services* – property management, property sales and letting agency services, pre-marketing consultancy services, technical services, provision of car parking management and related services;
5. *Security, guarding and event servicing services* – provision of services of security guards, event servicing, security services, security systems and technology (including installation and maintenance) services, security consultancy, armoured transit and vaulting security services, escort and surveillance security services, supply of security products and related services;
6. *Rental services* – rental and licensing of the rights to use properties, spare spaces, car parking spaces and related services;
7. *Insurance services* – provision of insurance, insurance brokerage and related services;
8. *Financial services* – subject to compliance with applicable laws, regulations, regulatory approvals and all licensing requirements, the provision of a broad range of financial and investment-related services, and such ancillary or support services as may be incidental or conducive thereto; and

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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9. Consultancy and advisory services relating to all the aforesaid services, and such other types of services as any member(s) of the Services Group and any member(s) of the Group may agree upon from time to time in writing.

### *3.2.2 Prices and terms of services*

Pursuant to the New DOO Master Services Agreement, the prices and terms of the Operational Agreements with respect to the Operational Services shall be determined in the ordinary and usual course of business, on normal commercial terms, negotiated on an arm's length basis and at prices and on terms no less favourable to the Group than terms available to and/or from independent third parties. A detailed description on the pricing policy of each type of the Operational Services is set out in the section headed "Operational Agreement(s) and pricing policies" in the Board Letter.

The terms in relation to the time and method of payment will be stated in the relevant Operational Agreements and will be no less favourable to the Group than terms available to and/or from independent third parties.

### *3.2.3 The SG Sales*

The SG Sales during the Review Period comprised contracting services, facility management services and property management services. Given that the transaction amounts for these services were relatively insignificant, we have selected one sample transaction, on a random basis, for each category of these Operational Services during the Review Period and reviewed the relevant documents. We have compared the prices and terms of these transactions with two market comparables, also selected on a random basis, or reviewed the underlying pricing basis. Based on our review, we note that the prices and terms offered by the Group to the Services Group are no less favourable to the Group than those offered to independent third parties or the prevailing market levels, and are consistent with the Group's internal pricing policies.

We are advised by the Management that there have been plans for members of the Group to provide insurance services to members of the Services Group as contemplated under the Existing DOO Master Services Agreement. While such plans did not materialise and, accordingly, no insurance services transactions were conducted during the Review Period, members of the Group intend to continue promoting the provision of insurance services to members of the Services Group in the coming years. We further understand that the proposed insurance services will involve the provision of group life or medical insurance services by members of the Group to members of the Services Group covering hospitalisation and day procedure benefits, and outpatient benefits, which are of the same nature as the insurance services provided by the Group to independent third parties. As stated in the Board Letter, the pricing of insurance services is determined

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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based on target profitability requirements that are no less favourable to the Group than those offered to independent third parties, as measured by profit margin with reference to the Group's overall pricing framework for comparable insurance products provided to independent corporate customers. In determining the cost basis for group life insurance policies, the relevant member of the Group takes into account, among other factors, (i) the sum assured or risk exposure; (ii) the demographic profile of the insured (including, but not limited to, age, occupation and geographical location); (iii) reinsurance terms; (iv) policy-related expenses; (v) relevant underwriting information; and (vi) the claims history of the insured entity. In delivering the cost basis for the group medical insurance policy to be offered, the relevant member of the Group will consider, among other things, (i) the benefit schedule; (ii) the relevant claims experience; (iii) the size of the portfolio and credibility of the data available; (iv) the expense on the insurance policy; and (v) the relevant underwriting information. We have obtained and reviewed two sample transactions of provision of similar group insurance to independent third parties, selected on a random basis during the Review Period, and note that the policy schedule set out the eligibility and class of insured employees, the schedule of benefits, the schedule of premium rates for different class of eligible employees and for each of the hospitalisation and day procedure benefits, and outpatient benefits. We understand from the Management that this established pricing policy applies to all insurance customers, and the determination of premiums of group medical insurance policies is based on the benefit schedule, relevant claims experience, expenses borne by the policy, and internally approved policy for profit margin in terms of gross written premium depending on the case size. As such, we consider the pricing policy of the proposed insurance services to the Services Group is consistent with those offered to independent third parties.

### *3.2.4 The SG Purchases*

The SG Purchases primarily comprise contracting services, with the remainder consisting of cleaning and landscaping services, property management services and security, guarding and event servicing services.

As stated in the Board Letter, relevant members of the Group may be engaged as a main contractor, management contractor, project manager, subcontractor, supplier or agent of a development project. There are three types of business arrangements for contracting services provided by members of the Services Group, as follows:

- where a member of the Services Group is designated as a nominated subcontractor by the ultimate employer, consideration to such member of the Services Group will be ascertained by an independent professional quantity surveyor appointed by the ultimate employer.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We have selected three sample transactions from the full list of projects in which members of the Services Group were appointed as nominated subcontractors during the Review Period, and reviewed the relevant documents, including valuations or certifications of work in progress prepared by independent professional quantity surveyors and the related payment monitoring schedules. Given the relative materiality of contracting services within the SG Purchases in terms of transaction amounts as compared with other SG Purchases, and that the samples were selected by us independently on a random basis during the Review Period, we consider that the selected samples are fair and representative for the purpose of our assessment. Based on our review, we note that the service fees for the relevant subcontracting works were assessed by independent professional quantity surveyors;

- where a member of the Group has the right to select subcontractors, consideration to such subcontractors will be ascertained under the subcontracting procedures. Such member of the Group will obtain tenders or quotations from subcontractors (including members of the Services Group and independent third parties subject to practical availability and feasibility) from a list of pre-approved subcontractors (which is subject to periodic review and update by its management to ensure the subcontractors' quality standards) for services or products in similar times or quantities. If the price and terms offered by a member of the Services Group are equal to or better than those offered by the independent service providers, and having taken account of their respective technical knowhow and capability to complete the project in time and with quality, such member of the Group may award the contract to such member of the Services Group.

We have reviewed the aforesaid list of pre-approved subcontractors capable of providing the relevant contracting services as at the Latest Practicable Date and note that only approximately 9.9% of them are members of the Services Group. Accordingly, we consider that the Group maintains a well-diversified subcontractor base, with a sufficient number of subcontractors available for selection, and does not rely solely on members of the Services Group. As advised by the Management, for projects involving substantial consideration, members of the Services Group participate in tenders alongside other bidders (including independent third parties), and selection is made based on the same criteria applied to all bidders in accordance with the Group's internal tender procedures.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We have selected three sample transactions from the full list of projects in which members of the Services Group were appointed through tender during the Review Period, and reviewed the relevant documents. Given the relative materiality of contracting services within the SG Purchases in terms of transaction amounts as compared with other SG Purchases, and that the samples were selected by us independently on a random basis during the Review Period, we consider that the selected samples are fair and representative for the purpose of our assessment. Based on our review, we note that the Group has complied with its internal tender guidelines and procedures, as well as the relevant process for selecting subcontractors. We have also compared the prices and terms of these sample transactions with at least two quotations obtained from pre-approved subcontractors of similar nature and scale, also selected on a random basis, during the Review Period. We note that the prices and terms offered by the Services Group to the Group are no less favourable to the Group than those offered by independent third parties; and

- for projects that require partnering with members of the Services Group in view of substantial consideration, trade secret and/or undisclosed commercial information, members of the Group, members of the Services Group and independent third party subcontractors, subject to practical availability and feasibility, will participate in a tender in accordance with the Group's internal tender procedures on the condition that the co-bidders conformed to all the essential requirements (including but not limited to relevant experience, capability and historical working relationship) as set out in the bid invitation. The winning bid will be the one with better price and terms or the recommended one with better technical knowhow and capability to complete the project in time and with quality.

As advised by the Management, such projects typically involve government-related developments (for example, the Vehicle Examination Centre at Tsing Yi, the District Court Building at Caroline Hill Road and the Immigration Headquarters at Tseung Kwan O), where the Group and the subcontractors (including members of the Services Group) are required to share their bidding details, including but not limited to their design documents and pricing information, for formulating the overall proposal for tender submission. In this context, members of the Services Group are effectively acting as a business partner to the Group. Given the sensitive and non-public nature of trade secrets and/or undisclosed commercial information, the sharing of bidding details with other unfamiliar subcontracting service providers may

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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prejudice the Group's competitive position in securing projects or tenders. Accordingly, it is important for the Group to engage long-standing and trusted partners for projects of this nature.

We have selected three sample transactions from the full list of partnering projects during the Review Period, and reviewed the relevant documents. Given the relative materiality of contracting services within the SG Purchases in terms of transaction amounts as compared with other SG Purchases, and that the samples were selected by us independently on a random basis during the Review Period, we consider that the selected samples are fair and representative for the purpose of our assessment. Based on our review, we note that the Group has complied with its internal guidelines and procedures. We have also compared the prices and terms of these sample transactions with those of two comparable transactions with independent third parties of similar nature and scale, also selected on a random basis, during the Review Period. We note that the prices and terms offered by the Services Group to the Group are no less favourable than those offered by independent third parties.

Having considered the transaction amounts of other SG Purchases, including cleaning and landscaping services, property management services and security, guarding and event servicing services, and their relative materiality within the SG Purchases in terms of transaction amounts as compared with the contracting services as discussed above, we have selected one sample transaction for each category of these Operational Services during the Review Period and reviewed the relevant documents. Given that the samples were selected by us independently on a random basis during the Review Period, we consider that they are fair and representative for the purpose of our assessment. We have compared the prices and terms of these transactions with quotations obtained from independent third parties of similar nature or with prevailing market rates, and note that the prices and terms offered by the Services Group to the Group are no less favourable than those offered by independent third parties or the prevailing market levels.

### **3.3 *Our view***

We note that certain Operational Services, including financial services provided to/by the NWD Group, and rental services, financial services, and consultancy or advisory services provided to/by the Services Group, have no historical transactions or projected amounts within the Annual Caps. After discussions with Management, we understand that these services are included in the New Master Services Agreements to provide operational flexibility should the need arise in the future in order to streamline the reporting, announcement and if necessary, the Independent Shareholders' approval process. In particular, as disclosed in the CTFS 2026 Interim Report, the Group has continued to expand its financial services segment to capture the growing demand for wealth management

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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solutions, and has intended to strengthen its financial services platform and broaden its product offerings. Accordingly, while there is currently no schedule regarding whether or when they will be undertaken, potential transactions may arise involving financial services provided by the Group to the NWD Group and/or the Services Group (as applicable). As disclosed in the Board Letter and as confirmed by the Management, these Operational Services, if undertaken, will adhere to the same principle as the other Operational Services discussed above, i.e. on prices and terms no less favourable to the Group than those available to or from independent third parties by referencing to at least two quotations of similar nature and scope of services offered by independent third parties (subject to practical availability).

Having considered that (i) the New Master Services Agreements stipulate that prices and terms under the Operational Agreements for the Operational Services will be determined in the ordinary and usual course of business, on normal commercial terms, on an arm's length basis, and at prices and on terms no less favourable to the Group than those available to or from independent third parties, which are consistent with the Existing Master Services Agreements; (ii) the historical transactions between the Group and the NWD Group or the Services Group (as applicable), as discussed above, consistently featured prices and terms no less favourable than those from independent third parties or prevailing market rates, indicating no undue influence from the connected relationship; (iii) the continuing connected transactions between the Group and the NWD Group or the Services Group (as applicable) have been conducted over many years, during which the Group has complied with the relevant Listing Rules requirements; and (iv) the New Master Services Agreements represent a renewal of the Existing Master Services Agreements, we are of the view that the terms of the New Master Services Agreements and the Continuing Connected Transactions are fair and reasonable, and the Continuing Connected Transactions are conducted in the ordinary and usual course of business of the Group, and are on normal commercial terms or better that are no less favourable to the Group than those available to/from independent third parties.

#### 4. The Annual Caps

##### 4.1 The NWD Sales Caps

The proposed NWD Sales Caps for each of the three financial years ending 30 June 2027 (“FY2027”), 2028 (“FY2028”) and 2029 (“FY2029”), respectively, are set out as follows:

	<b>FY2027</b>	<b>FY2028</b>	<b>FY2029</b>
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
NWD Sales Caps	2,126.0	3,410.0	3,400.0

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The NWD Sales Caps substantially comprise contracting services, which accounted for approximately 96.5%, 98.2% and 98.9% of the NWD Sales Caps for FY2027, FY2028 and FY2029, respectively. We have discussed with the Management and understand that the NWD Sales Caps in respect of the contracting services were determined with reference to the project schedule of secured projects and potential projects to be engaged with the NWD Group in the coming years with projected/estimated contract value to be recognised in accordance with the progress of each project. For other Operational Services which mainly include facility management services, property management services, rental services and insurance services, the NWD Sales Caps were determined having taken into account (i) the transaction amounts for subsisting contracts which will be continuing during FY2027, FY2028 and FY2029; (ii) the historical transaction amounts and expected growth rate; and (iii) the transaction amounts for potential contracts to be engaged.

Set out below are the existing annual caps for the NWD Sales under the Existing NWD Master Services Agreement (the “**Existing NWD Sales Caps**”), the historical actual NWD Sales for FY2024 and FY2025 and the projected NWD Sales for FY2026 (being the aggregate of the actual NWD Sales for HY2026 and the forecasted NWD Sales for the six months ending 30 June 2026):

	FY2024	FY2025	FY2026
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
Existing NWD Sales Caps	1,099.0	1,972.0	2,991.0
Actual/Projected NWD Sales	300.3	750.1	2,201.9
Change in actual/projected NWD Sales (as compared to the preceding financial year)	(33.9%)	149.8%	193.5%
Utilisation rates ( <i>Note</i> )	27.3%	38.0%	73.6%

*Note: The utilisation rates are calculated by dividing the actual/projected NWD Sales to the Existing NWD Sales Caps.*

As shown in the table above, the actual and projected NWD Sales have shown an increasing trend over the two financial years ending 30 June 2026, with a particularly significant increase expected for FY2026, mainly attributable to contracting services.

We note that the utilisation of the Existing NWD Sales Caps for FY2024 and FY2025 was lower than estimated. We understand from the Management that this was primarily related to contracting services provided by the Group’s construction segment, and was due to several factors. First, at the time when the annual caps were determined, the Company took into account the potential value of two to three projects which ultimately did not materialise. Second, following the change in the Company’s holding company from NWD to CTF Enterprises in November 2023, a joint venture project of NWD ceased to constitute a continuing connected transaction of the Company. Third, NWD’s disposal of its equity interest in Kai Tak Sports Park Limited in November 2024 resulted in subsequent contracting

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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services provided by the Group for that project no longer being regarded as a continuing connected transaction with the NWD Group (but instead with the CTF Enterprises Group).

We note that NWD Sales Cap for FY2027 is set at a level comparable to the projected NWD Sales for FY2026. We further note that the NWD Sales Caps increase by approximately 60.4% for FY2028 as compared to FY2027, and then remain at a comparable level for FY2029 as compared to FY2028. As advised by the Management, the increase in the NWD Sales Caps for FY2028 is primarily attributable to the expected increase in contracting services of approximately 63.2% for FY2028. The Group has prepared a project schedule setting out, among others, historical transaction amounts and estimated contract values on a project-by-project basis, categorised by Operational Services that have been or are expected to be provided to the NWD Group during the period from 1 July 2027 to 30 June 2029. Based on our review of the project schedule, we note that the projected transaction amounts for contracting services for FY2027 are (i) partly derived from the projected contract values of ongoing and secured projects which are scheduled to commence in FY2027 to be recognised in accordance with their respective progress; and (ii) partly derived from several potential projects, including but not limited to the potential developments in the Northern Metropolis and Sai Kung areas, which are currently expected to commence in FY2027 and FY2028, respectively. As for FY2028 and FY2029, we note that the projected transaction amounts for contracting services are primarily attributable to the aforementioned potential projects, with the expected contract values to be recognised in accordance with their respective expected project timelines.

We understand from the Management that the potential projects for contracting services and the respective projected transaction amounts have been estimated primarily with reference to the expected timing and scale of certain potential upcoming property development projects from the landbank of the NWD Group, which the Group has internally assessed and intended to participate in the tender or quotation process upon invitation. We have reviewed the interim report of NWD for the six months ended 31 December 2025 and note that, as at 31 December 2025, the NWD Group had a landbank with a total attributable gross floor area of approximately 6.95 million square feet in Hong Kong available for immediate development, of which approximately 3.18 million square feet was designated for property development use. The NWD Group also held an agricultural landbank with a total attributable land area of approximately 14 million square feet pending land use conversion in the New Territories, of which 12 million square feet are within the Northern Metropolis area.

We have further reviewed the Hong Kong Property Review 2025 published by the Rating and Valuation Department in April 2025, and note that Hong Kong's construction sector remains resilient despite 2024 property market challenges, with private residential completions rebounding to 24,261 units in 2024 from 13,852 units in 2023 and forecast at 20,862 units in 2025 and 20,098 units in 2026. According to the Long Term Housing Strategy Annual Progress Report 2025 published by the Housing Bureau in September 2025, the Hong Kong

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Government aims to provide a total housing supply of 420,000 units for the decade from 2026/27, with 70% of the units being public housing and the remaining 30% being private housing. Furthermore, according to the Construction Expenditure Forecast for Public and Private Sectors (2022/23 to 2031/32) updated by Construction Industry Council of Hong Kong in July 2023, total construction expenditure is forecasted to grow from approximately HK\$262.5 billion (being the mid-point of estimated range) for 2022/23 to approximately HK\$335.0 billion (being the mid-point of estimated range) for 2031/32. In light of the foregoing, supported by policy easing measures including the cancellation of all demand-side management measures on residential properties as announced in the 2024-25 Budget and the relaxation of standardised loan to-value and debt-servicing ratio limits to 70% for residential properties as announced in the 2024 Policy Address, the Management is of the view, and we concur, that the outlook for construction and contracting demand is positive with steady long-term growth potential, and that demand for contracting and related services is accordingly expected to increase steadily over the coming years.

As for other types of Operational Services, we have reviewed the relevant schedule provided by the Company and note that the amount mainly represents estimated transaction amounts for (i) rental services, which are broadly equivalent to the actual amounts recorded for FY2025; (ii) facility management services and property management services, which are determined based on existing service contracts expected to continue in the coming years; and (iii) insurance services, which are determined based on the existing insurance policies in place.

Based on the above, we are of the view that the NWD Sales Caps proposed by the Management for FY2027, FY2028 and FY2029 are fair and reasonable.

### ***4.2 The NWD Purchases Caps***

The proposed NWD Purchases Caps for each of FY2027, FY2028 and FY2029 are set out as follows:

	<b>FY2027</b>	<b>FY2028</b>	<b>FY2029</b>
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
NWD Purchases Caps	96.0	96.0	88.0

The NWD Purchases Caps primarily comprise (i) rental services, which accounted for approximately 44.2%, 42.2% and 34.5% of the NWD Purchases Caps for FY2027, FY2028 and FY2029, respectively; (ii) property management services, which accounted for approximately 10.5%, 11.0% and 14.5% of the NWD Purchases Caps for FY2027, FY2028 and FY2029, respectively; and (iii) an overall buffer of 20% on top of the estimated NWD Purchases for each of FY2027, FY2028 and FY2029, respectively. Other Operational Services comprise facility management services including hospitality and related functions services, healthcare services, merchandising and procurement services and advertising services. We have discussed with the Management and understand that the NWD

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Purchases Caps were determined with reference to (i) the historical transaction amounts and expected growth factor; and (ii) the transaction amounts for potential contracts to be entered into.

Set out below are the existing annual caps for the NWD Purchases under the Existing NWD Master Services Agreement (the “**Existing NWD Purchases Caps**”), the historical actual NWD Purchases for FY2024 and FY2025 and the projected NWD Purchases for FY2026 (being the aggregate of the actual NWD Purchases for HY2026 and the forecasted NWD Purchases for the six months ending 30 June 2026):

	<b>FY2024</b>	<b>FY2025</b>	<b>FY2026</b>
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
Existing NWD Purchases Caps	198.0	311.0	216.0
Actual/Projected NWD Purchases	64.5	56.5	38.2
Change in actual/projected NWD Purchases (as compared to the preceding financial year)	12.0%	(12.4%)	(32.4%)
Utilisation rates ( <i>Note</i> )	32.6%	18.2%	17.7%

*Note: The utilisation rates are calculated by dividing the actual/projected NWD Purchases to the Existing NWD Purchases Caps.*

As shown in the table above, the actual and projected NWD Purchases have shown a downward trend over the two financial years ending 30 June 2026. As advised by the Management, the decrease in NWD Purchases for FY2025 was mainly attributable to bringing certain information technology functions in-house by the Group, which were previously procured from a member of the NWD Group, upon NWD’s disposal of its controlling interest in the Group. The further decrease in NWD Purchases for FY2026 was primarily due to the absence of the acquisition of right-of-use asset related to the leasing of office premises during the financial year, as the right-of-use asset in respect of the office premises in use had already been recognised in FY2025 and the lease period continues to cover FY2026.

Besides, we note that the utilisation rates of the Existing NWD Purchases Caps for the Review Period were relatively low. As advised by the Management, this was mainly attributable to two factors. First, at the time when the annual caps were determined, the management took into account the possibility of centralised procurement of construction materials through the NWD Group but ultimately did not materialise, as no significant cost savings were identified during the Review Period. Second, actual transactions relating to facility management and advertising expenditures were below the original estimates. In light of the above, the Group has set out the proposed NWD Purchases Caps for these services taking into account the actual transaction levels during the Review Period and anticipated business growth.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We further note that the NWD Purchases Caps represent an increase of approximately 151.3% for FY2027 as compared to the projected NWD Purchases for FY2026. As advised by the Management, such increase is primarily attributable to (i) the expected increase in rental services during FY2027 mainly for the expected renewal of the aforementioned lease previously renewed in FY2025 and with longer lease period; and (ii) the inclusion of a 20% overall buffer on top of the estimated NWD Purchases. As for FY2028 and FY2029, the NWD Purchases Caps remained at the same level for FY2028 as compared to FY2027, and decrease by approximately 8.3% for FY2029 as compared to FY2028. As advised by the Management, the NWD Purchases Caps include the acquisition of right-of-use assets with lower market value which are expected to arise from (a) relocation of certain existing office premises in each of FY2028 and FY2029 in less prime area, and (b) the leasing of one new office premises of smaller size in FY2028.

We understand from the Management that the estimated value of the right-of-use assets is determined with reference to expected terms of leases and recent market transactions for properties of similar attributes including but not limited to location, usable space, available facilities, quality and rental period. In this regard, we have conducted a desktop search on the market comparables for the proposed leases, and note that the market comparables with similar attributes are broadly comparable to the estimated transaction amounts adopted in the Group's calculation.

In respect of property management services, we have reviewed the calculation prepared by the Group and note that the estimated transaction amounts were determined with reference to the historical transaction amounts during the Review Period, applying an expected growth factor ranging from 2.5% to 5% depending on the nature of the properties. We understand from the Management that the existing property management service contracts are expected to continue in the coming years. The growth factor takes into account inflation and potential increases in the cost of services to be borne by the Group. As the projected growth represents not more than HK\$3 million in each of FY2027, FY2028 and FY2029, respectively, we consider such growth to be moderate.

As for other types of Operational Services, we note that the remaining NWD Purchases Caps mainly represent transaction amounts for facility management services including hospitality and related functions services, healthcare services, merchandising and procurement services and advertising services, which are primarily to be incurred in connection with the business development, promotional and customer engagement activities of CTF Life in the ordinary and usual course of business. We have reviewed the calculation prepared by the Group and discussed with the Management, and understand that the NWD Purchases Caps for these types of Operational Services were determined with reference to actual transaction levels during the Review Period and anticipated business growth. As the projected growth for each type of these Operational Services represents not more than HK\$2 million in each of FY2027, FY2028 and FY2029, respectively, we consider such growth to be moderate.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Further, we are advised by the Management that an overall buffer of 20% has been applied to the NWD Purchases Caps for each of FY2027, FY2028 and FY2029, respectively, amounting to approximately HK\$15.9 million, HK\$15.9 million and HK\$14.6 million, respectively, to cater for potential demand for lease of office premises from the NWD Group and other exceptional circumstances and unforeseen contingencies. Such buffers for the NWD Purchases represent approximately 0.1% of the total cost of sales of the Group for FY2025. We consider the buffer to be moderate and it provides the Group with a reasonable level of flexibility to accommodate any unexpected increase in demand for the Operational Services provided by members of the NWD Group to members of the Group.

Based on the above, we are of the view that the NWD Purchases Caps proposed by the Management for FY2027, FY2028 and FY2029 are fair and reasonable.

### 4.3 The SG Sales Caps

	<b>FY2027</b>	<b>FY2028</b>	<b>FY2029</b>
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
SG Sales Caps	32.0	60.0	71.0

The SG Sales Caps primarily comprise (i) contracting services, which accounted for approximately 87.7%, 93.1% and 93.7% of the SG Sales Caps for FY2027, FY2028 and FY2029, respectively; and (ii) insurance services, which accounted for approximately 8.4%, 4.7% and 4.3% of the SG Sales Caps for FY2027, FY2028 and FY2029, respectively. We have discussed with the Management and understand that the SG Sales Caps in respect of the contracting services were determined with reference to (i) a foundation and construction project commenced in FY2026 (the “**Foundation Project**”), the projected contract value of which will be recognised in accordance with its project progress; and (ii) an assumption that a potential project of similar scale to the Foundation Project may arise during FY2027 to FY2029. For insurance services, the SG Sales Caps were determined based on the estimated insurance premium on the potential provision of group life or medical insurance services to the Services Group taking into account the Group’s preliminary assessment on the Services Group’s staff/employee profile. For other Operational Services including facility management services and property management services, the SG Sales Caps were determined having taken into account (a) the transaction amounts for subsisting services which are expected to be continuing during FY2027 to FY2029; and (b) the historical transaction amounts and expected growth rate.

Set out below are the existing annual caps for the SG Sales under the Existing DOO Master Services Agreement (the “**Existing SG Sales Caps**”), the historical actual SG Sales for FY2024 and FY2025 and the projected SG Sales FY2026 (being the aggregate of the actual SG Sales for HY2026 and the forecasted SG Sales for the six months ending 30 June 2026):

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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	FY2024	FY2025	FY2026
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
Existing SG Sales Caps	41.0	41.0	41.0
Actual/Projected SG Sales	1.4	6.2	5.6
Change in actual/projected SG Sales (as compared to the preceding financial year)	(12.5%)	342.9%	(9.7%)
Utilisation rates ( <i>Note</i> )	3.4%	15.1%	13.7%

*Note: The utilisation rates are calculated by dividing the actual/projected SG Sales to the Existing SG Sales Caps.*

As shown in the table above, the actual SG Sales for FY2024 and FY2025 and the projected SG Sales for FY2026 and the corresponding utilisation rates were relatively low. We understand from the Management that, at the time when the annual caps were determined, the Group had initially planned to provide insurance services to the Services Group during the Review Period, but such plans did not materialise. As a result, the SG Sales did not have any insurance services during the Review Period. Nevertheless, as advised by the Management, the Group will continue in pitching the Services Group to engage with the Group's insurance services and thus includes this assumption in the SG Sales Cap.

We note that the SG Sales Caps represent a significant increase of approximately 471.4% for FY2027 as compared to the projected SG Sales for FY2026, followed by further increases of approximately 87.5% for FY2028 and 18.3% for FY2029 as compared to the preceding financial year. Based on our review of the calculation prepared by the Group, we note that the increase in FY2027 is primarily attributable to the expected increase in contracting services of approximately 504.4%, comprising (i) the Foundation Project; and (ii) a comparable amount for potential projects. We understand from the Management that the Foundation Project was not expected at the time when the annual caps were determined. In this light, in order to accommodate any unforeseen projects that may arise during FY2027 to FY2029, the Management has therefore incorporated a buffer within the SG Sales Caps, equivalent to a potential project of similar scale to the Foundation Project. Having considered that this buffer amount is equivalent to the Foundation Project contract value and represents approximately 0.1% of the total revenue of the Group for FY2025, we consider such amount to be reasonable and moderate. The increases in the SG Sales Caps for FY2028 and FY2029 align with the expected increase in contracting services, taking into account the progressive recognition of higher sales values from the Foundation Project and the potential project.

As for facility management services and property management services, we have reviewed the relevant schedule provided by the Company and note that the proposed amounts are broadly equivalent to the actual amount recorded for FY2025.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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Based on the above, we are of the view that the SG Sales Caps proposed by the Management for FY2027, FY2028 and FY2029 are fair and reasonable.

#### 4.4 The SG Purchases Caps

	FY2027	FY2028	FY2029
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
SG Purchases Caps	2,825.0	2,668.0	2,982.0

The SG Purchases Caps substantially comprise contracting services primarily including provision of electrical and mechanical engineering services, which accounted for approximately 91.7%, 90.4% and 90.7% of the SG Purchases Caps for FY2027, FY2028 and FY2029, respectively. We have discussed with the Management and understand that the SG Purchases Caps in respect of the contracting services were determined with reference to the estimated progress of the secured contracting projects, as well as the estimated potential contracting projects to be awarded to and undertaken by members of the Services Group in the coming years. For other Operational Services which mainly include cleaning and landscaping services, property management services and security, guarding and event servicing services, the SG Purchases Caps were determined having taken into account (i) the transaction amounts of subsisting contracts which will continue during FY2027, FY2028 and FY2029; (ii) the historical transaction amounts and the expected growth rate; and (iii) the transaction amounts for potential contracts to be engaged.

Set out below are the existing annual caps for the SG Purchases under the Existing DOO Master Services Agreement (the “**Existing SG Purchases Caps**”), the historical actual SG Purchases for FY2024 and FY2025 and the projected SG Purchases for FY2026 (being the aggregate of the actual SG Purchases for HY2026 and the forecasted SG Purchases for the six months ending 30 June 2026):

	FY2024	FY2025	FY2026
	<i>HK\$' mil</i>	<i>HK\$' mil</i>	<i>HK\$' mil</i>
Existing SG Purchases Caps	2,144.0	2,387.0	3,146.0
Actual/Projected SG Purchases	1,232.8	697.5	1,973.5
Change in actual/projected SG Purchases (as compared to the preceding financial year)	(31.6%)	(43.4%)	182.9%
Utilisation rates ( <i>Note</i> )	57.5%	29.2%	62.7%

*Note: The utilisation rates are calculated by dividing the actual/projected SG Purchases to the Existing SG Purchases Caps.*

As shown in the table above, the actual SG Purchases for FY2024 and FY2025 decreased as compared to the preceding financial year. We have reviewed the breakdown of SG Purchases for the Review Period and note that such

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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decreases were mainly attributable to contracting services, such as plumbing and drainage works, electrical installation, and mechanical ventilation and air conditioning installation. As advised by the Management, certain contracting projects of the Group with the Services Group as subcontractors originally expected to proceed during FY2024 and FY2025 either had not been awarded to the Services Group or had been rescheduled. Accordingly, the rescheduled contracting services provided by the Services Group, which are highly dependent on the progress of the Group's contracting projects, were correspondingly deferred to FY2026 and beyond, resulting in lower transaction amounts for SG Purchases in FY2024 and FY2025 and a significant increase in the projected SG Purchases for FY2026.

We further note that the SG Purchases Caps represent an increase of approximately 43.1% for FY2027 as compared to the projected SG Purchases for FY2026, followed by a decrease of approximately 5.6% for FY2028 and a subsequent increase of approximately 11.8% for FY2029 as compared to the preceding financial year. Such movements are primarily attributable to fluctuations in the estimated transaction values for contracting services for FY2027 to FY2029, which are expected to increase by approximately 47.4% for FY2027, decrease by approximately 6.9% for FY2028, and increase by approximately 12.1% for FY2029. We understand from the Management that the significant increase in FY2027 is mainly attributable to the recognition of contract values of ongoing projects and the commencement of new projects subcontracted to the Services Group, while the slight decrease in FY2028 is due to the combined effects of project completions and timing of commencement of certain secured and potential projects. The subsequent increase in FY2029 takes into account the Group's anticipated project pipeline and progress schedule, with the progressive advancement of the secured and potential projects.

We have reviewed the project schedule prepared by the Group, and note that the estimated transaction values for contracting services for FY2028 and FY2029 are mainly attributable to electrical and mechanical engineering service fees in respect of certain potential public and private sector development projects in the market. As advised by the Management and discussed in the section headed "4.1 The NWD Sales Caps" above, demand for contracting and related services is expected to increase over the coming years, and engagement in provision of contracting services by the Group is accordingly expected to increase in this light. In line with this, the contracting services, including electrical and mechanical engineering services, to be subcontracted to the Services Group are expected to increase in tandem.

Other types of Operational Services, including cleaning and landscaping services, property management services and security, guarding and event servicing services, are primarily to be incurred in connection with the Group's facility management of HKCEC in the ordinary and usual course of business. We have reviewed the relevant schedule provided by the Company and note that the estimated transaction values were determined with reference to the historical

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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transaction amounts, as the services of which are expected to continue in FY2027, FY2028 and FY2029, respectively, with an assumed annual growth rate of not more than 10%.

The Hong Kong Government has implemented various support measures to promote the convention and exhibition industry, including but not limited to the Incentive Scheme for Recurrent Exhibitions launched in July 2023 and the Incentive Scheme for Recurrent Exhibitions 2.0 launched in July 2025. According to the Hong Kong Government's press releases dated 31 March 2026, it will continue to strongly support the development of the convention and exhibition industry in Hong Kong. As announced in the 2026-27 Budget, the Hong Kong Government will earmark HK\$100 million on a pilot basis to attract large-scale international exhibitions featuring new elements to Hong Kong through collaborations with relevant organisations. In this light, the Management anticipates, and we concur, that the demand for cleaning services, property management services and security, guarding and event servicing services to be provided by members of the Services Group to the Group will increase in line with the anticipated growth in the number of events to be held at HKCEC.

Based on the above, we are of the view that the SG Purchases Caps proposed by the Management for FY2027, FY2028 and FY2029 are fair and reasonable.

#### **4.5 Our view**

Taking into account the above, we are of the view that the NWD Sales Caps, NWD Purchases Caps, SG Sales Caps and SG Purchases Caps proposed by the Management for FY2027, FY2028 and FY2029 are fair and reasonable.

### **5. Internal control measures**

As stated in the Board Letter, to ensure that the New Master Services Agreements and the Continuing Connected Transactions adhere to normal commercial terms and the amounts of the Continuing Connected Transactions do not exceed the related Annual Caps, the Company has implemented the following internal control procedures:

- (1) *Operational Agreement review and assessment* – Prior to entering into any Operational Agreement under the scope of the relevant New Master Services Agreements, the relevant personnel of the Group will review and assess the terms of the relevant Operational Agreements to ensure that they are consistent with the principles and provisions set out in the relevant New Master Services Agreements. The pricing policies and other terms of the Operational Agreements will be determined by the relevant personnel of the Group on normal commercial terms, negotiated on an arm's length basis and on a basis no less favourable to the Group than those offered to or by independent third parties for comparable transactions, where applicable.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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- (2) *Tendering process and quotations* – With regard to participation in tenders or provision of quotations for contracting services, members of the Group are required to follow the internal tender guidelines. These measures/procedures aim to ensure that the tender or quotation price and the terms of the tender or quotation to be offered by the Group are fair, reasonable and comparable to those offered by the Group to independent third parties. Where applicable, the Group will also take into account recent comparable tenders or quotations submitted to independent third parties, the estimated costs, expected profit margin, project complexity, risk profile and resource requirements in determining the tender or quotation price.
- (3) *Transactions monitoring and reporting* – The finance department of the Group will consistently record and monitor the transaction amounts to ensure the applicable Annual Caps are not exceeded. Periodic reports, including lists of continuing connected transactions conducted during the relevant period and utilisation of the relevant Annual Caps, will be submitted to the Audit Committee for review.
- (4) *Annual review by internal audit function* – The group audit and risk assurance department of the Group will perform an annual review of the internal controls for the continuing connected transactions for the preceding financial year.
- (5) *Annual review by external auditor and independent non-executive Directors* – The Company’s external auditor along with the independent non-executive Directors will perform an annual review of the continuing connected transactions for the preceding financial year in accordance with the Listing Rules.

As discussed in the section headed “3. Principal Terms of the New Master Services Agreements” above, based on our review of the relevant documents for the sample transactions, we note that the transactions contemplated under the Existing Master Services Agreements have been conducted in accordance with the Group’s internal guidelines and procedures. We also observed that personnel with appropriate levels of authority within the Group are involved in the approval and/or review processes for such transactions.

In addition, we have reviewed the periodic reports prepared by the finance department and the annual review reports prepared by the internal audit department in respect of the transactions contemplated under the Existing Master Services Agreements. Based on our review, we note that the internal audit department concluded that a well-established management framework is in place, with adequate and effective controls to monitor those transactions and to ensure compliance with the requirements and principles set out in Chapter 14A of the Listing Rules, as well as the pricing policies under the Existing Master Services Agreements.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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We note that as disclosed in the CTFS 2024 Annual Report and the CTFS 2025 Annual Report, the auditor of the Company has performed procedures in respect of the Existing Master Services Agreements in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 (Revised) “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The auditor issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group pursuant to Rule 14A.56 of the Listing Rules for each of FY2024 and FY2025.

Furthermore, we also note that the independent non-executive Directors have reviewed and confirmed that the transactions contemplated under the Existing Master Services Agreements for each of FY2024 and FY2025 were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Whilst our scope of work as an independent financial adviser does not include a review of the effectiveness of the internal control measures of the Group, we are of the view that based on our work described above and having regard to the nature of the Continuing Connected Transactions, the internal control measures of the Group are appropriate to ensure that the Continuing Connected Transactions will be conducted on normal commercial terms and to safeguard the interests of the Company and the Shareholders as a whole.

#### IV. OPINION AND RECOMMENDATION

Having taken into account the above principal factors and reasons, we consider that (i) the terms of the New Master Services Agreements and Continuing Connected Transactions (including the respective Annual Caps) are fair and reasonable; and (ii) the Continuing Connected Transactions are on normal commercial terms or better, in the ordinary and usual course of business of the Group, and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve the New Master Services Agreements and the Continuing Connected Transactions (including the Annual Caps).

Yours faithfully,  
for and on behalf of

**OPTIMA CAPITAL LIMITED**

**Ng Ka Po**

**Lo Chi Pang**

*Managing Director, Corporate Finance    Director, Corporate Finance*

*Mr. Ng Ka Po is a responsible officer of Optima Capital and a licensed person registered with the Securities and Futures Commission to carry out type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO. Mr. Ng has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*Mr. Lo Chi Pang is a representative of Optima Capital and a licensed person registered with the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. Mr. Lo has over 10 years of experience in corporate finance.*

## 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 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.

## 2. DIRECTORS' INTERESTS IN SECURITIES

As at the Latest Practicable Date, the Directors had the following interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were 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 a Director or the chief executive of the Company would be taken or deemed to have under such provisions of the SFO) or were recorded in the register kept by the Company pursuant to Section 352 of the SFO; or were notified to the Company and the Stock Exchange pursuant to the Model Code:

### 2.1 Long position in shares

	Number of shares				Approximate percentage to the total issued shares of the relevant company as at the Latest Practicable Date
	Personal interest	Family interests	Corporate interests	Total	
<b>The Company</b> (Ordinary shares HK\$1.00 each)					
Mr William Junior Guilherme Doo	–	138,525 <sup>(1)</sup>	–	138,525	0.003%
<i>Associated corporation:</i>					
<b>Chow Tai Fook Jewellery Group Limited (“CTFJ”)</b> (Ordinary shares)					
Dr Cheng Kar Shun, Henry	21,635,200	450,000 <sup>(2)</sup>	400,000 <sup>(3)</sup>	22,485,200	0.228%

*Notes:*

- (1) The shares were held by the spouse of Mr William Junior Guilherme Doo.
- (2) The shares were held by the spouse of Dr Cheng Kar Shun, Henry.
- (3) The shares were held by a company wholly owned by Dr Cheng Kar Shun, Henry.

**2.2 Long position in underlying shares – share options**

As at the Latest Practicable Date, the following Directors had personal interests in options to subscribe for the Shares:

*(i) 2025 share options*

Name	Date of grant	Vesting period/ exercisable period	Number of share options outstanding as at the Latest Practicable Date	Exercise price per Share HK\$
Dr Cheng Kar Shun, Henry	24 January 2025	<i>(Note 1)</i>	13,615,713	6.784
Mr Cheng Chi Ming, Brian	24 January 2025	<i>(Note 1)</i>	9,220,075	6.784
Mr Ho Gilbert Chi Hang	24 January 2025	<i>(Note 1)</i>	9,220,075	6.784
Mr Lam Jim	24 January 2025	<i>(Note 1)</i>	7,183,008	6.784
Mr Cheng Chi Leong, Christopher	24 January 2025	<i>(Note 1)</i>	8,530,806	6.784
Mr William Junior Guilherme Doo	24 January 2025	<i>(Note 1)</i>	953,973	6.784
Mr Tsang On Yip, Patrick	24 January 2025	<i>(Note 1)</i>	953,973	6.784
Mr Shek Lai Him, Abraham	24 January 2025	<i>(Note 1)</i>	2,042,390	6.784
Mr Lee Yiu Kwong, Alan	24 January 2025	<i>(Note 1)</i>	2,042,390	6.784
Mrs Oei Wai Chi Grace Fung	24 January 2025	<i>(Note 1)</i>	2,042,390	6.784
Mr Wong Kwai Huen, Albert	24 January 2025	<i>(Note 1)</i>	2,042,390	6.784
Professor Chan Ka Keung, Ceajer	24 January 2025	<i>(Note 1)</i>	2,042,390	6.784
Ms Ng Yuen Ting, Yolanda	24 January 2025	<i>(Note 1)</i>	2,042,390	6.784

*Note 1:*

Details of the vesting schedule are as follows:

- (i) 20% of the share options granted were vested on 24 January 2026 and are exercisable from 24 January 2026 to 23 January 2035;
- (ii) 30% of the share options granted will be vested on 24 January 2027 and are exercisable from 24 January 2027 to 23 January 2035; and

- (iii) 50% of the share options granted will be vested on 24 January 2028 and are exercisable from 24 January 2028 to 23 January 2035.

(ii) *2026 share options*

Name	Date of grant	Vesting period/ exercisable period	Number of share options outstanding as at the Latest Practicable Date	Exercise price per Share HK\$
Dr Cheng Kar Shun, Henry	19 January 2026	(Note 2)	13,615,800	8.39
Mr Cheng Chi Ming, Brian	19 January 2026	(Note 2)	9,220,200	8.39
Mr Ho Gilbert Chi Hang	19 January 2026	(Note 2)	9,220,200	8.39
Mr Lam Jim	19 January 2026	(Note 2)	8,978,900	8.39
Mr Cheng Chi Leong, Christopher	19 January 2026	(Note 2)	8,530,900	8.39
Mr William Junior Guilherme Doo	19 January 2026	(Note 2)	954,000	8.39
Mr Tsang On Yip, Patrick	19 January 2026	(Note 2)	954,000	8.39
Mr Shek Lai Him, Abraham	19 January 2026	(Note 2)	2,042,400	8.39
Mr Lee Yiu Kwong, Alan	19 January 2026	(Note 2)	2,042,400	8.39
Mrs Oei Wai Chi Grace Fung	19 January 2026	(Note 2)	2,042,400	8.39
Mr Wong Kwai Huen, Albert	19 January 2026	(Note 2)	2,042,400	8.39
Professor Chan Ka Keung, Ceajer	19 January 2026	(Note 2)	2,042,400	8.39
Ms Ng Yuen Ting, Yolanda	19 January 2026	(Note 2)	2,042,400	8.39

*Note 2:*

Details of the vesting schedule are as follows:

- (i) 20% of the share options granted will be vested on 19 January 2027 and are exercisable from 19 January 2027 to 18 January 2036;
- (ii) 30% of the share options granted will be vested on 19 January 2028 and are exercisable from 19 January 2028 to 18 January 2036; and
- (iii) 50% of the share options granted will be vested on 19 January 2029 and are exercisable from 19 January 2029 to 18 January 2036.

### 2.3 CTFJ – share awards

As at the Latest Practicable Date, under the share award scheme of CTFJ, the Company's associated corporation, Dr Cheng Kar Shun, Henry, a Director, had personal interest in unvested awards for ordinary shares of CTFJ. Details of the share awards granted by CTFJ to the Director are as follows:

<b>Number of share awards</b>	<b>Date of grant</b>	<b>Date of vesting</b>
335,600	10 August 2023, at nil consideration	1 July 2026, subject to fulfilment of performance targets and other requirements
854,400	7 October 2024, at nil consideration	1 July 2027, subject to fulfilment of performance targets and other requirements
399,200	1 September 2025, at nil consideration	1 July 2028, subject to fulfilment of performance targets and other requirements

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares or debentures of the Company and any of its associated corporations as defined in the SFO which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or were recorded in the register kept by the Company pursuant to Section 352 of the SFO; or were notified to the Company and the Stock Exchange pursuant to the Model Code.

### 3. SUBSTANTIAL SHAREHOLDERS' INTEREST IN SECURITIES

As at the Latest Practicable Date, so far as is known to any Director or the chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company under Section 336 of the SFO:

	Number of shares				Approximate percentage to the total issued shares of the Company as at the Latest Practicable Date
	Beneficial interest	Corporate interests	Other interests	Total	
Cheng Yu Tung Family (Holdings) Limited	–	3,349,223,301 <sup>(1)</sup>	–	3,349,223,301	73.35%
Cheng Yu Tung Family (Holdings II) Limited	–	3,349,223,301 <sup>(2)</sup>	–	3,349,223,301	73.35%
Chow Tai Fook Capital Limited (“CTFC”)	–	3,349,223,301 <sup>(3)</sup>	–	3,349,223,301	73.35%
Chow Tai Fook (Holding) Limited (“CTFH”)	–	3,349,223,301 <sup>(4)</sup>	–	3,349,223,301	73.35%
CTF Enterprises	106,737,866	3,218,271,685 <sup>(5)</sup>	–	3,325,009,551	72.82%
Century Acquisition Limited (“CAL”)	3,185,271,420	265 <sup>(6)</sup>	33,000,000 <sup>(7)</sup>	3,218,271,685	70.48%

*Notes:*

- (1) Cheng Yu Tung Family (Holdings) Limited held approximately 48.98% direct interest in CTFC and was accordingly deemed to have an interest in the Shares deemed to be interested by CTFC.
- (2) Cheng Yu Tung Family (Holdings II) Limited held approximately 46.65% direct interest in CTFC and was accordingly deemed to have an interest in the Shares deemed to be interested by CTFC.
- (3) CTFC held approximately 90.52% direct interest in CTFH and was accordingly deemed to have an interest in the Shares deemed to be interested by CTFH.
- (4) CTFH held 100% direct interest in CTF Enterprises and was accordingly deemed to have an interest in the Shares interested by or deemed to be interested by CTF Enterprises. CTFH also held 99.90% direct interest in Chow Tai Fook Nominee Limited (“CTFN”) and was accordingly deemed to have an interest in the 24,213,750 Shares interested by CTFN.
- (5) CTF Enterprises held 100% direct interest in CAL and was accordingly deemed to have an interest in the Shares interested by CAL.
- (6) Financial Concepts Investment Limited (“FCIL”), an indirect subsidiary of CAL, held 265 Shares and CAL was accordingly deemed to have an interest in the Shares interested by FCIL.
- (7) 33,000,000 Shares were lent and delivered to UBS AG, London Branch by CAL.
- (8) All the interests stated above represented long positions.

Save as disclosed above, as at the Latest Practicable Date and so far as is known to any Director or the chief executive of the Company, no other person (other than the Directors or chief executive of the Company whose interests in shares, underlying shares and debentures of the Company or any of its associated corporations are set out on pages 72 to 75 of this Circular) was interested (or deemed to be interested) or had a short position in

the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### 4. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, pursuant to Rule 8.10(2) of the Listing Rules, the following Directors are considered to have interests in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group, pursuant to the Listing Rules as set out below:

Name	Entity whose business is considered to compete or likely to compete with the businesses of the Group	Description of business of the entity which is considered to compete or likely to compete with the businesses of the Group	Nature of interest of the director in the entity
Dr Cheng Kar Shun, Henry	CTF Enterprises group of companies	Facilities management, food and beverage operations, investment in healthcare business and financial services	Director
	FSE Lifestyle Services Limited group of companies	Carpark management and electrical and mechanical engineering	Director
	NWD group of companies	Facilities management, food and beverage operations and strategic investment	Director
Mr Cheng Chi Ming, Brian	NWD group of companies	Facilities management, food and beverage operations and strategic investment	Director
Mr Ho Gilbert Chi Hang	CTF Enterprises group of companies	Facilities management, food and beverage operations, investment in healthcare business and financial services	Director

Name	Entity whose business is considered to compete or likely to compete with the businesses of the Group	Description of business of the entity which is considered to compete or likely to compete with the businesses of the Group	Nature of interest of the director in the entity
	NWD group of companies	Facilities management, food and beverage operations and strategic investment	Director
Mr Cheng Chi Leong, Christopher	CTF Enterprises group of companies	Facilities management, food and beverage operations, investment in healthcare business and financial services	Director
Mr William Junior Guilherme Doo	FSE Holdings Limited group of companies	Carpark management and electrical and mechanical engineering	Director
Mr Lam Wai Hon, Patrick	FSE Holdings Limited group of companies	Carpark management and electrical and mechanical engineering	Director
Mr Tsang On Yip, Patrick	CTF Enterprises group of companies	Facilities management, food and beverage operations, investment in healthcare business and financial services	Director
	UMP Healthcare Holdings Limited group of companies	Investment in healthcare business	Director

As the Board is independent of the boards of the abovementioned entities and none of the above Directors can control the Board, the Group is capable of carrying on its businesses independently of, and at arm's length from the businesses of these entities.

## 5. ADDITIONAL DISCLOSURE OF INTERESTS

As at the Latest Practicable Date:

- (a) none of the Directors was materially interested in any contract or arrangement subsisting at the date of this Circular which was significant in relation to the businesses of the Group;

- (b) none of the Directors had entered, or proposed to enter, into a service contract with any member of the Group which was not determinable by the relevant member of the Group within one year without payment of compensation, other than statutory compensation;
- (c) Dr Cheng Kar Shun, Henry, Mr Cheng Kar Shing, Peter, Mrs Sun Cheng Lai Ha, Cecilia and Mrs Doo Cheng Sau Ha, Amy, collectively hold a majority interest in each of Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited which in turn indirectly control CTFH.

The Group had entered into the following transactions with associates of CTFH, since 30 June 2025:

- On 7 November 2025, a wholly owned subsidiary of the Company completed the acquisition of 13.05% shareholding interest in uSmart Inlet Group Ltd (“uSmart”), a technology-driven financial services provider for an aggregate consideration of US\$39,150,000. CTFH indirectly held (through its subsidiaries) an aggregate of approximately 10.85% in uSmart and was thus a substantial shareholder of uSmart under the Listing Rules. In addition, Mr Cheng Chi Ming Brian, a Director, held 1% shares in uSmart and was also a director of the board of uSmart. Details of such acquisition were set out in the announcements of the Company dated 18 March 2025 and 7 November 2025.
- Agreements regarding the letting of office premises by the Group to CTF Enterprises Group at a monthly rental of HK\$4,969 and the letting of office premises by CTF Enterprises Group to the Group at an aggregate monthly rental of HK\$281,055. These transactions are covered under the Existing CTF Enterprises Master Services Agreement and will be covered under the New CTF Enterprises Master Services Agreement, and are contemplated under the respective annual caps approved by the Directors.
- Agreements regarding the letting of office premises by NWD Group to the Group at an aggregate monthly rental of HK\$224,088. These transactions are covered under the Existing NWD Master Services Agreement and are contemplated under the annual purchase caps approved at the special general meeting of the Company held on 26 June 2023, and will be covered under the New NWD Master Services Agreement, subject to the passing of an ordinary resolution at the SGM by the Independent Shareholders to approve the New NWD Master Services Agreement, the Transactions contemplated thereunder and the related Annual Caps.

Save as disclosed in this Circular, as at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been, since 30 June 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), 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; and

- (d) the following Directors were also directors of the companies as listed below which had interests or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

<b>Name of common director</b>	<b>Name of company</b>
Dr Cheng Kar Shun, Henry	Cheng Yu Tung Family (Holdings) Limited
Dr Cheng Kar Shun, Henry	Cheng Yu Tung Family (Holdings II) Limited
Dr Cheng Kar Shun, Henry	CTFC
Dr Cheng Kar Shun, Henry	CTFH
Dr Cheng Kar Shun, Henry	CTF Enterprises
Mr Ho Gilbert Chi Hang	CTF Enterprises
Mr Cheng Chi Leong, Christopher	CTF Enterprises
Mr Tsang On Yip, Patrick	CTFH
Mr Tsang On Yip, Patrick	CTF Enterprises
Mr Tsang On Yip, Patrick	CAL

## 6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, there was no material adverse change in the financial or trading position of the Group since 30 June 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up.

## 7. QUALIFICATION AND CONSENT OF EXPERT

Optima Capital is a corporation licensed to carry out Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO.

Optima Capital has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its letter and references to its name, in the form and context in which it appears.

As at the Latest Practicable Date, Optima Capital did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, Optima Capital did not have any direct or indirect interest in any assets which had been since 30 June 2025 (the date to which the latest published audited consolidated financial statements of the Group were made up), acquired, 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.

## **8. MISCELLANEOUS**

The English text of this Circular and the proxy form shall prevail over the Chinese text in the event of any inconsistency.

## **9. DOCUMENTS ON DISPLAY**

Copies of the following documents will be published on HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ctfs.com.hk](http://www.ctfs.com.hk) for display for a period of not less than fourteen (14) days before the date of the SGM and will be made available for inspection at the SGM:

- (a) the Existing Master Services Agreements;
- (b) the New Master Services Agreements;
- (c) the letter of recommendations from the Independent Board Committee to the Independent Shareholders, the text of which is set out in the section headed "Letter from the Independent Board Committee" in this Circular;
- (d) the letter of advice from Optima Capital to the Independent Board Committee and the Independent Shareholders, the text of which is set out in the section headed "Letter from the Independent Financial Adviser" in this Circular; and
- (e) the written consent of Optima Capital referred to in the paragraph headed "7. Qualification and Consent of Expert" in this appendix.

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## NOTICE OF SGM

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# 周大福創建有限公司 CTF Services Limited

*(incorporated in Bermuda with limited liability)*

**(stock code: 00659)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of CTF Services Limited (the “**Company**”) will be held as a hybrid meeting with a combination of an in-room meeting at the principal meeting place of Meeting Room N101 (Expo Drive Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong and an online virtual meeting via electronic facilities on Monday, 22 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing each of the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. “**THAT** the New NWD Master Services Agreement dated 24 April 2026 entered into between NWD and the Company (a copy of which has been produced to the meeting marked “**A**” and initialled by the Chairman of the meeting for identification purpose), pursuant to which the Company and NWD each agrees to, and agrees to procure that members of the Group or the NWD Group (to the extent practicable), engage relevant members of the NWD Group or the Group to provide certain operational services as more particularly set out in the “Letter from the Board” in the circular of the Company dated 28 May 2026 (the “**Circular**”) to relevant members of the Group or the NWD Group, the transactions contemplated under the New NWD Master Services Agreement, and the proposed annual caps in respect of the transactions contemplated under the New NWD Master Services Agreement for each of the financial years ending 30 June 2027, 30 June 2028 and 30 June 2029 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed, and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to execute all agreements and documents and to take all steps for and on behalf of the Company whatever he or she or they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution).”
2. “**THAT** the New DOO Master Services Agreement dated 24 April 2026 entered into between Mr. Doo and the Company (a copy of which has been produced to the meeting marked “**B**” and initialled by the Chairman of the meeting for identification purpose), pursuant to which the Company and Mr. Doo each agrees to, and agrees to procure that members of the Group or the Services Group (to the

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## NOTICE OF SGM

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extent practicable), engage relevant members of the Services Group or the Group to provide certain operational services as more particularly set out in the “Letter from the Board” in the Circular to relevant members of the Group or the Services Group, the transactions contemplated under the New DOO Master Services Agreement, and the proposed annual caps in respect of the transactions contemplated under the New DOO Master Services Agreement for each of the financial years ending 30 June 2027, 30 June 2028 and 30 June 2029 as more particularly set out in the “Letter from the Board” in the Circular be and are hereby approved, ratified and/or confirmed, and the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to execute all agreements and documents and to take all steps for and on behalf of the Company whatever he or she or they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the above matter (terms defined in the Circular have the same meanings when used in this resolution).”

By order of the board of  
**CTF Services Limited**  
**Tang Wai Yau**  
*Company Secretary*

Hong Kong, 28 May 2026

*Notes:*

1. The Meeting will be a hybrid meeting. Registered shareholders may attend the Meeting either (a) in person; or (b) online through the Vistra eVoting Portal with the personalised login and access code provided by the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, by post. Registered shareholders attending the Meeting through the Vistra eVoting Portal will be able to vote and submit questions online. For non-registered shareholders whose Shares are held by banks, brokers, custodians or HKSCC Nominees Limited who wish to attend the Meeting online, they should consult their banks, brokers, custodians or HKSCC Nominees Limited (as the case may be) for the necessary arrangements and the personalised login and access code will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited.
2. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if he is a holder of two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting (or any adjournment thereof) (as the case may be).
4. Completion and return of the proxy form will not preclude you from attending and voting at the Meeting (or any adjournment thereof) and in such event, the proxy form shall be deemed to be revoked.
5. In addition to the physical submission of the proxy form, registered shareholders have the option to submit their proxy appointment electronically through the Vistra eVoting Portal (<https://evoting.vistra.com/#/659>) from Friday, 29 May 2026 up to 11:00 a.m. on Saturday, 20 June 2026. Details regarding the submission of proxy forms electronically including login details to access the Vistra eVoting Portal are included in the Company’s notification letter to registered shareholders dated 28 May 2026.

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## NOTICE OF SGM

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6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting personally or by proxy, that one of the registered holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. In order to determine the entitlement of the members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both days inclusive) during which period no transfer of shares of the Company will be registered. All properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 15 June 2026. The record date for determining the eligibility of the shareholders to attend and vote at the SGM will be Monday, 22 June 2026.
8. Voting on the above resolutions will be taken by poll.
9. If a tropical cyclone warning signal number 8 or above or a black rainstorm warning signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is in force in Hong Kong at any time between 7:00 a.m. and 11:00 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date and/or time as determined by the Company. The Company will publish an announcement on its corporate website ([www.ctfs.com.hk](http://www.ctfs.com.hk)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify members of the Company of the date, time and location of the rescheduled meeting.
10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
11. The “**Guidance for the SGM**” set out in the Circular shall form part of this notice.
12. As at the date of this notice, (a) the executive Directors are Dr. Cheng Kar Shun, Henry, Mr. Cheng Chi Ming, Brian, Mr. Ho Gilbert Chi Hang, Mr. Lam Jim and Mr. Cheng Chi Leong, Christopher; (b) the non-executive Directors are Mr. William Junior Guilherme Doo (alternate director to Mr. William Junior Guilherme Doo: Mr. Lam Wai Hon, Patrick) and Mr. Tsang On Yip, Patrick; and (c) the independent non-executive Directors are Mr. Shek Lai Him, Abraham, Mr. Lee Yiu Kwong, Alan, Mrs. Oei Wai Chi Grace Fung, Mr. Wong Kwai Huen, Albert, Professor Chan Ka Keung, Ceajer and Ms. Ng Yuen Ting, Yolanda.