
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "15. Documents Registered by the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents or any other document(s) referred to above.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC and you should consult a stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

This Prospectus appears for information purposes only and does not constitute an invitation or offer to the Shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.



環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED

環球戰略集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8007)

**RIGHTS ISSUE ON THE BASIS OF
FOUR (4) RIGHTS SHARES
FOR EVERY ONE (1) SHARE HELD ON
THE RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS**

Underwriter to the Rights Issue



Rifa Securities Limited

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this Prospectus.

Dealings in the Rights Shares in nil-paid form are expected to take place from Friday, 27 June 2025 to Monday, 7 July 2025 (both days inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Friday, 27 June 2025 to Monday, 7 July 2025 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These certain events are set out in the section headed "Termination of the Underwriting Agreement" of this Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 10 July 2025. The procedures for acceptance and payment for the Rights Shares are set out in the paragraph headed "Procedures for acceptance and payment or transfer" of this Prospectus.

25 June 2025

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Announcement”	the announcement of the Company dated 15 November 2024 in relation to, among other things, the Share Consolidation, the Rights Issue, and the closure of register of members
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday and a day on which “extreme conditions” is announced by the Government of Hong Kong or a tropical cyclone warning no. 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Circular”	the circular of the Company dated 27 May 2025 in relation to, among other things, the Share Consolidation and the Rights Issue
“Company”	Global Strategic Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8007)
“connected persons”	has the same meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“controlling shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF(s)”	the form(s) of application for excess Rights Shares to be issued in connection with the Rights Issue
“EGM”	the extraordinary general meeting of the Company convened and held on 11 June 2025 at which, among other things, the Share Consolidation, the Rights Issue and the Underwriting Agreement were approved by the Independent Shareholders;
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the same meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of HKSCC”	the terms and conditions regulating the use of HKSCC’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholder(s)”	any Shareholder(s) who are not required to abstain from voting at the EGM under the GEM Listing Rules

DEFINITIONS

“Independent Third Party(ies)”	any persons or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquires, are third parties independent of and not connected with the Company and its connected persons (or any of their respective associate)
“Last Trading Day”	Friday, 15 November 2024, being the last trading day of the Shares on the Stock Exchange immediately prior to the publication of the Announcement
“Latest Practicable Day”	Thursday, 19 June 2025, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information herein
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 10 July 2025 or such later time or date as may be determined by the Company, being the latest time for acceptance of, and payment for, the Rights Shares and application for and payment for the excess Rights Shares as described in the Prospectus Documents
“Latest Time for Termination”	4:00 p.m. on Friday, 11 July 2025 or such later time or date for the termination of the Underwriting Agreement
“Macau”	the Macau Special Administrative Region of the PRC
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Board considers necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Old Share(s)”	the then ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) for the Rights Shares to be issued to the Qualifying Shareholders in respect of their entitlements the Rights Issue

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this Prospectus only, excludes Hong Kong, Macau and Taiwan
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus, PAL and EAF
“Prospectus Posting Date”	Wednesday, 25 June 2025 or such other date as may be agreed by the Company, being the expected date the Prospectus Documents will be made available and/or sent (as the case may be) to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Tuesday, 24 June 2025 or such other date as may be determined by the Company, being the date by reference to which the Shareholders’ entitlements to the Rights Issue are to be determined
“Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares for subscription by the Qualifying Shareholders on the basis of four (4) Rights Shares for every one (1) Share held on the Record Date at the Subscription Price pursuant to the Prospectus Documents
“Rights Share(s)”	up to 182,344,000 new Shares proposed to be allotted and issued by the Company to the Qualifying Shareholders pursuant to the Rights Issue, assuming no change in the number of Shares in issue on or before the Record Date
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with par value of HK\$0.10 each in the share capital of the Company
“Share Consolidation”	the consolidation of every ten (10) issued and unissued Old Shares with par value of HK\$0.01 each in the share capital of the Company into one (1) Share with par value of HK\$0.10 each
“Shareholder(s)”	holder(s) of issued Share(s)
“Specified Event”	an event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained under the Underwriting Agreement untrue or inaccurate in a material respect
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.28 per Rights Share
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the SFC (as amended and supplemented from time to time)
“Underwriter”	Rifa Securities Limited, a corporation licensed to carry on type 1 (dealing in securities) regulated activity under the SFO, and its ordinary course of business includes underwriting of securities
“Underwriting Agreement”	the Underwriting Agreement dated 15 November 2024 and entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue

DEFINITIONS

“Underwritten Shares”	up to 36,468,800 Rights Shares that are conditionally underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement, representing 20% of the maximum number of 182,344,000 Rights Shares to be issued and allotted pursuant to the Rights Issue
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders or renouncee(s) or transferee(s) of the nil-paid Rights under PAL(s)
“Yichang Biaodian”	Yichang Biaodian Natural Gas Utilisation Co., Ltd* (宜昌市标典天然气利用股份有限公司), a non-wholly owned subsidiary of the Company which is engaged in natural gas supply operation
“%”	per cent.

* *For identification purpose only*

EXPECTED TIMETABLE

The expected timetable for the Rights Issue is set out below. The expected timetable has been prepared on the assumption that all the conditions to the Rights Issue, will be fulfilled or otherwise waived, and is therefore for indicative purpose only.

All times and dates in this Prospectus refer to Hong Kong local times and dates unless otherwise specified. In the event that any special circumstances arise, such dates and deadlines may be adjusted, extended or varied by the Board if it considers appropriate. Any changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange and on the website of the Company as and when appropriate in accordance with the GEM Listing Rules.

Event	Expected Date/Time
First day of dealings in nil-paid Rights Shares in the board lot size of 10,000 Rights Shares	Friday, 27 June 2025
Latest time for splitting of the PAL(s)	4:30 p.m. on Wednesday, 2 July 2025
Last day of dealings in nil-paid Rights Shares in the board lot size of 10,000 Rights Shares	Monday, 7 July 2025
Latest Time for Acceptance of and payment for the Rights Shares and application for and payment for the excess Rights Shares	4:00 p.m. on Thursday, 10 July 2025
Latest Time for Termination of the Underwriting Agreement and for the Rights Issue to become unconditional	4:00 p.m. on Friday, 11 July 2025
Announcement of results of the Rights Issue	Thursday, 17 July 2025
Refund cheques, if any, to be despatched (if the Rights Issue is terminated)	Friday, 18 July 2025
Share certificates for fully-paid Rights Shares to be despatched	Friday, 18 July 2025
Expected commencement of dealings in fully-paid Rights Shares in the board lot size of 10,000 Rights Shares	9:00 a.m. on Monday, 21 July 2025

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance will not take place at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a “black” rainstorm warning or “extreme conditions” is announced by the Government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 10 July 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application for and payment for the excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 10 July 2025. Instead, the latest time for acceptance of and payment for the Rights Shares and application for and payment for the excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Thursday, 10 July 2025, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD



環球戰略集團有限公司

GLOBAL STRATEGIC GROUP LIMITED

環球戰略集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8007)

Executive Directors:

Mr. Wu Guoming

Mr. Wu Chunyao

Non-executive Director:

Ms. Chung Pei-Hsuan

Independent non-executive Directors:

Mr. Leung Oh Man, Martin

Dr. Chung Ling Cheong Dicky

Dr. Cheng Chak Ho

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Unit 52, 2/F, Fu Lee Loy Mansion

9-27 King Wah Road

North Point

Hong Kong

25 June 2025

*To the Qualifying Shareholders and, for information only,
the Non-Qualifying Shareholders*

Dear Sir/Madam,

**RIGHTS ISSUE ON THE BASIS OF
FOUR (4) RIGHTS SHARES
FOR EVERY ONE (1) SHARE HELD ON
THE RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS**

INTRODUCTION

Reference is made to the announcements of the Company dated 15 November 2024, 27 December 2024, 24 January 2025, 11 March 2025, 25 March 2025 and 22 April 2025, the Circular and the poll results announcement of the Company dated 11 June 2025 in relation to, among other matters, the Share Consolidation and the Rights Issue.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide Shareholders with, among other things, further details of the Rights Issue and the Underwriting Agreement, and certain financial and other general information of the Group.

THE RIGHTS ISSUE

The terms of the Rights Issue are set out below:

Basis of the Rights Issue:	Four (4) Rights Shares for every one (1) Share held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price:	HK\$0.28 per Rights Share
Net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue):	approximately HK\$0.27 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	45,586,000 Shares
Number of Rights Shares to be issued under the Rights Issue:	Up to 182,344,000 Rights Shares The aggregate nominal value of the Rights Shares will be HK\$18,234,400
Total number of Shares in issue as enlarged by the allotment and issue of the Rights Shares:	Up to 227,930,000 Shares (assuming all Rights Shares are taken up by the Qualifying Shareholders)
Maximum amount of funds to be raised before expenses (assuming the Rights Issue is fully subscribed):	Up to approximately HK\$51.1 million (assuming all Rights Shares are taken up by the Qualifying Shareholders)
Right of excess applications:	Qualifying Shareholders may apply for the Rights Shares in excess of their provisional allotment

As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

LETTER FROM THE BOARD

Assuming no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the number of 182,344,000 Rights Shares to be issued and allotted pursuant to the Rights Issue represent (i) approximately 400% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 80% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Undertakings

As at the Latest Practicable Date, the Company has not received any information or irrevocable undertaking from any Shareholder of their intention as to whether such Shareholder will take up his/her entitlements under the Rights Issue (or otherwise).

Subscription Price

The Subscription Price of HK\$0.28 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares under the Rights Issue, and, where applicable, when a transferee of the nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a premium of approximately 7.7% over the closing price of HK\$0.26 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 12.5% to the theoretical closing price of HK\$0.32 per Share (after taking into account the effect of the Share Consolidation) based on the closing price of HK\$0.032 per Old Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 14.1% to the theoretical average closing price of HK\$0.326 per Share (after taking into account the effect of the Share Consolidation) based on the average closing price of HK\$0.0326 per Old Share as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the Last Trading Day;
- (iv) a discount of approximately 11.4% to the theoretical average closing price of HK\$0.316 per Share (after taking into account the effect of the Share Consolidation) based on the average closing price of approximately HK\$0.0316 per Old Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to the Last Trading Day;

LETTER FROM THE BOARD

- (v) a discount of approximately 3.2% to the theoretical ex-rights price of approximately HK\$0.2892 per Share (after taking into account the effect of the Share Consolidation) based on the closing price of HK\$0.032 per Old Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a discount of approximately 84.7% to the latest published audited consolidated net asset value per Share as at 30 September 2024 of approximately HK\$1.83 based on the annual report of the Company published on 28 January 2025 for the year ended 30 September 2024 and the number of Shares in issue as at the Latest Practicable Date;
- (vii) a discount of approximately 83.6% to the latest published unaudited consolidated net asset value per Share as at 31 March 2025 of approximately HK\$1.70 based on the interim results announcement of the Company published on 30 May 2025 for the six months ended 31 March 2025 and the number of Shares in issue as at the Latest Practicable Date; and
- (viii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 11.3% represented by the theoretical diluted price of approximately HK\$0.2892 per Share to the benchmarked price of approximately HK\$0.326 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.032 and the average closing price of approximately HK\$0.0326 per Old Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the date of the Announcement).

The Subscription Price was determined by the Company with reference to (i) the prevailing market price of the Old Shares during the six months immediately preceding the Last Trading Day (the “**Review Period**”) which presented an overall downward trend; (ii) the current market conditions in Hong Kong taking into consideration the rather cautious investment sentiment of the general public investors in Hong Kong amid economic uncertainties; (iii) low liquidity of the Old Shares during the Review Period with the average daily trading volume of approximately 1,349,928 Old Shares, representing approximately 0.30% of the total number of issued Old Shares as at the Last Trading Day; and (iv) the financial position of the Group and the reasons and benefits of the Rights Issue as discussed in the section headed “Reasons for the Rights Issue and the use of proceeds” below in this Prospectus.

LETTER FROM THE BOARD

The Directors were aware of the fact that the Subscription Price represents a discount of approximately 84.7% to the latest published audited consolidated net asset value of approximately HK\$1.83 per Share as at 30 September 2024 and a discount of approximately 83.6% to the latest published unaudited consolidated net asset value of approximately HK\$1.70 per Share as at 31 March 2025. However, the Directors also note that the Old Shares had been traded on the Stock Exchange at an average trading price of around HK\$0.045 per Old Share during the Review Period and at an average trading price of around HK\$0.035 per Old Share for the three months immediately preceding the Last Trading Day, representing (after taking into account the effect of the Share Consolidation) (i) an average discount of approximately 75.4% and 80.9% to the latest published audited consolidated net asset value of approximately HK\$1.83 per Share as at 30 September 2024, respectively; and (ii) an average discount of approximately 73.5% and 79.4% to the latest published unaudited consolidated net asset value of approximately HK\$1.70 per Share as at 31 March 2025, respectively. Considering that the Old Shares had been consistently traded at a substantial discount to the consolidated net asset value per Share during the Relevant Period and in particular during the three months immediately preceding the Last Trading Day, the Directors were of the view that, when determining the Subscription Price, it would be more appropriate to make reference to the prevailing market price of the Old Shares which reflected the fair market value of the Old Shares traded on the Stock Exchange, instead of making reference to the consolidated net asset value per Share.

In view of the above, and considering that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements to maintain their shareholdings in the Company and participate in the future growth of the Company, and that the Qualifying Shareholders who do not wish to take up their provisional entitlements under the Rights Issue are able to sell the nil-paid rights in the market, the Board considers that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions of the Rights Issue

The Rights Issue is conditional upon each of the following conditions being fulfilled:

- (i) the Share Consolidation having become effective by no later than the Prospectus Posting Date;
- (ii) the passing by the Shareholders or Independent Shareholders (as the case may be) at the EGM of the necessary resolution(s) to approve the Share Consolidation, the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by no later than the Prospectus Posting Date;

LETTER FROM THE BOARD

- (iii) the GEM Listing Committee granting and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms and such listing and permission to deal not having been withdrawn or revoked;
- (iv) the provision to the Stock Exchange for authorisation and the filing and registration with the Companies Registry in Hong Kong respectively one duly certified copy of each of the Prospectus Documents (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Prospectus Posting Date;
- (v) following registration, the Prospectus Documents be made available and/or sent (as the case may be) to the Qualifying Shareholders (and, where applicable, to the Non-Qualifying Shareholder(s), if any, for information purpose only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Prospectus Posting Date;
- (vi) the Company having complied with the requirements under all applicable laws and regulations; and
- (vii) the Underwriting Agreement not being terminated pursuant to the terms thereof and remaining in full force and effect.

None of the above conditions can be waived. The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the respective dates specified above. If any of the conditions above are not fulfilled, the Rights Issue will not proceed.

As at the Latest Practicable Date, conditions (i) and (ii) above have been fulfilled. Conditions (iv) and (v) above are expected to have been fulfilled on the Prospectus Posting Date and all the other conditions remain unfulfilled.

As the proposed Rights Issue is subject to the fulfillment of the above conditions, it may or may not proceed.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date.

LETTER FROM THE BOARD

Qualifying Shareholders who take up their pro-rata entitlement in full will not experience any dilution to their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

Rights of Overseas Shareholders (if any)

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders, if any, may not be eligible to take part in the Rights Issue.

As at the Latest Practicable Date, there were 11 Overseas Shareholders with registered addresses situated in Macau, the PRC, Switzerland and the United States of America (the “US”), who collectively held 277,516 Shares in aggregate, representing approximately 0.61% of the entire issued share capital of the Company as at the Latest Practicable Date.

Pursuant to Rule 17.41(1) of the GEM Listing Rules, the Company has made enquiries with the legal advisers regarding the legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory body or stock exchange and the feasibility of extending the offer of the Rights Shares to such Overseas Shareholders.

The Company has been advised by the legal advisers in Macau, the PRC and Switzerland, that under the applicable legislations of these jurisdictions, either (i) there is no legal restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in such jurisdictions, or (ii) the Rights Issue meets the relevant exemption requirements under the relevant applicable legislations of the relevant jurisdictions so that the Company would be exempt from obtaining approval from and/or registration of the Prospectus Documents with the relevant regulatory authorities under the applicable laws and regulations of the relevant jurisdictions. Accordingly, the Rights Issue is extended to the Overseas Shareholders having registered addresses in Macau, the PRC and Switzerland, and such Overseas Shareholders are regarded as the Qualifying Shareholders.

The Company has also obtained advice from its legal advisers in the US. Having considered the circumstances, the Directors are of the view that it is necessary or expedient not to offer the Rights Shares (in their nil-paid and fully paid forms) to the Overseas Shareholders located in the US due to the time and costs involved in the registration or filing of the Prospectus Documents, and/or any required approvals by the relevant authorities in the US, and/or additional steps that the Company and/or Overseas Shareholders would need to take to comply or satisfy with the relevant legal or regulatory requirements therein. Accordingly, any Shareholders whose addresses as shown on such register of members of the Company at the close of business on the Record Date is/are in the US are regarded as Non-Qualifying Shareholders and are excluded from the Rights Issue.

LETTER FROM THE BOARD

Save as disclosed above, there are no other Overseas Shareholders based on the shareholders information available from the Registrar as at the Latest Practicable Date. As the register of members is already closed as at the Latest Practicable Date and will remain closed up to the Record Date, there will be no additional Overseas Shareholders as at the Record Date.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in their nil-paid form, to be sold in the market as soon as practicable after dealings in the nil-paid Rights Shares commence, and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. Proceeds of each sale, less expenses and stamp duty, of not less than HK\$100 will be paid pro-rata (rounded down to the nearest cent) to the relevant Non-Qualifying Shareholder(s) in Hong Kong dollars. The Company will retain individual amounts of less than HK\$100 for its own benefit.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.

The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Non-Qualifying Shareholders should exercise caution when dealing in the Shares.

Distribution of the Prospectus Documents

The Rights Issue will only be available to the Qualifying Shareholders. Unless the Qualifying Shareholders submit their requests in writing to the Company for printed copies of the Prospectus, the Company will send or make available (as the case may be) the Prospectus to the Qualifying Shareholders in electronic form, while the PAL and the EAF will be sent to the Qualifying Shareholders in printed copies. For the Non-Qualifying Shareholders, the Company will, to the extent permitted under the relevant laws and regulations and reasonably practicable, send or make available (as the case may be) the Prospectus to the Non-Qualifying Shareholders for their information only, but no PAL or EAF will be sent to the Non-Qualifying Shareholders.

Distribution of this Prospectus and the other Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents (including, without limitation, Shareholders and beneficial owners of the Shares, agents, custodians, nominees and trustees) should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

LETTER FROM THE BOARD

Receipt of this Prospectus and/or a PAL and/or an EAF or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, this prospectus and/or a PAL and/or an EAF must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid Rights Shares to any person in, into or from, any such jurisdiction. If a PAL or an EAF or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer the nil-paid Rights Shares in CCASS unless the Company determines that such action would not violate any applicable legal or regulatory requirements.

Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward this prospectus or a PAL or an EAF in, into or from any such jurisdiction (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the prior written consent of the Company.

Beneficial owners of the Shares who reside outside Hong Kong should note that the Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

It is the responsibility of the relevant beneficial owners and/or their respective agents, custodians, nominees or trustees wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including obtaining any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith.

Basis of provisional allotment

The Rights Shares will be allotted on the basis of four (4) Rights Shares for every one (1) Share held by the Qualifying Shareholder as at the close of business on the Record Date.

LETTER FROM THE BOARD

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein. Acceptance for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Procedures for acceptance and payment or transfer

The PALs and EAFs relating to the Rights will be sent to the Qualifying Shareholder(s) in printed form which entitles the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein by completing such form(s) and lodging the same with separate remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance.

If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:00 p.m. on Thursday, 10 July 2025 (or, under bad weather conditions, such later time and/or date as mentioned in the sections headed "Effect of bad weather or extreme conditions on the Latest Time for Acceptance" in the section headed "Expected Timetable" in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "GLOBAL STRATEGIC GROUP LIMITED" and crossed "Account Payee Only".

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Thursday, 10 July 2025, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for application under the EAFs by the Qualifying Shareholders. The Company may, at its sole and absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicant at a later stage.

LETTER FROM THE BOARD

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or transfer part of his/her/its rights to more than one person, the entire and original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Wednesday, 2 July 2025 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier order will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the PAL and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to such warranty and representation.

Completion and return of the PAL with a cheque or a cashier order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier order is dishonoured on first presentation, and in that event, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the Underwriter exercises the right to terminate the Underwriting Agreement at or before the Latest Time for Termination or if the conditions of the Rights Issue as set out in the paragraph headed “Conditions of the Rights Issue” above are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the nil-paid Rights Shares shall have been validly transferred, or in case of joint acceptances, to the first-named person, without interest by means of cheques despatched by ordinary post to their respective registered address at their own risk on or before Friday, 18 July 2025.

It should be noted that no receipt will be issued in respect of any application monies received.

LETTER FROM THE BOARD

Application for excess Rights Shares

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders.

Application for excess Rights Shares can be made only by duly completing and signing an EAF (in accordance with the instructions printed therein) and lodging the same with a separate cheque or banker's cashier order for the sum payable for the excess Rights Shares being applied for with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:00 p.m. on Thursday, 10 July 2025 (or, under bad weather conditions, such later time and/or date as mentioned in the sections headed "Effect of bad weather or extreme conditions on the Latest Time for Acceptance" in the section headed "Expected Timetable" in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**GLOBAL STRATEGIC GROUP LIMITED**" and crossed "**Account Payee Only**".

The Directors will allocate the excess Rights Shares (if any) at their discretion on a fair and equitable basis on the following principles:

- (a) any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on a pro-rata basis by reference to the number of the excess Rights Shares applied for under each application;
- (b) reference will only be made to the number of excess Rights Shares being applied but no reference will be made to the Rights Shares subscribed through applications by PALs or the existing number of Shares held by Qualifying Shareholders;
- (c) if the aggregate number of Rights Shares not taken up by the Qualifying Shareholders and/or transferees of nil-paid Rights Shares under PALs is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares the actual number of excess Rights Shares being applied for; and
- (d) no preference will be given to applications for topping up odd lots to whole board lots.

In the event that the Board notes unusual patterns of excess applications and has reason to believe that any excess application may have been made with the intention to abuse the mechanism, such application(s) for the excess Rights Shares may be rejected at the sole discretion of the Board.

LETTER FROM THE BOARD

Shareholders with Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually.

Shareholders with Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of their relevant Shares under the names of the beneficial owners prior to the Record Date for the purpose of the Rights Issue. Shareholders and investors should consult their professional advisers if they are in doubt as to their status.

The allocation of excess Rights Shares (if any) made to the Qualifying Shareholders will be announced on or about Thursday, 17 July 2025. If no excess Rights Shares are allotted to the Qualifying Shareholders, a cheque for the amount tendered on application is expected to be refunded in full on or before Friday, 18 July 2025. If the number of excess Rights Shares allotted to the Qualifying Shareholders is less than that applied for, a cheque for the surplus application monies is also expected to be refunded to them on or before Friday, 18 July 2025.

All cheques or cashier orders accompanying completed EAFs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the EAF with a cheque or a cashier order will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the EAF and any acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give or be subject to any of the above representations and warranties. The Company reserves the right to refuse to accept any application for excess Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

Completion and return of the EAF together with a cheque or a cashier order in payment for the excess Rights Shares applied for will constitute a warranty by the applicant that the cheque or the cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereto, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier order is dishonoured on first presentation, and in that event, all rights thereunder will be deemed to have been declined and will be cancelled.

LETTER FROM THE BOARD

The EAF is for use only by the Qualifying Shareholders to whom it is addressed and is not transferable. All documents, including cheques or cashier orders for amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses by the Registrar. The Company may, at its discretion, treat an EAF as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the EAF is not completed in accordance with the relevant instructions. The Company may require such incomplete EAF to be completed by the relevant applicants at a later stage.

If the Underwriter exercises the right to terminate the Underwriting Agreement at or before the Latest Time for Termination or if the conditions of the Rights Issue as set out in the paragraph headed “Conditions of the Rights Issue” are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the nil-paid Rights Shares shall have been validly transferred, or in case of joint acceptances, to the first-named person, without interest by means of cheques despatched by ordinary post to their respective registered address at their own risk on or before Friday, 18 July 2025.

It should be noted that no receipt will be issued in respect of any EAF and/or remittances received.

Non-fully underwritten basis

The Rights Issue will proceed on a non-fully underwritten basis and be partially underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement. Save for the Underwritten Shares, there is no requirement for a minimum level of subscription. Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

As the Rights Issue will proceed on a non-fully underwritten basis, Shareholder(s) who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or potentially result in the Company’s non-compliance of the public float requirement under Rule 11.23(7) of the GEM Listing Rules. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down by the Company to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules; and (ii) does not result in the non-compliance of the public float requirement under Rule 11.23(7) of the GEM Listing Rules. Shares subject to scale down will be available for application as excess Rights Shares to other Qualifying Shareholders, and any subscription monies not utilised due to the scaled-down application of entitled Rights Shares or excess Rights Shares will be refunded to the affected applicants.

LETTER FROM THE BOARD

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue, including the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares in their fully-paid form.

Application for listing of the Rights Shares

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will remain in the board lots of 10,000 Rights Shares.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests if they are in any doubt.

Stamp duty and other applicable fees and charges

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy and any other applicable fees and charges in Hong Kong.

LETTER FROM THE BOARD

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Non-Qualifying Shareholders (if any) as regards their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

Share certificates of the Rights Shares and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on or before Friday, 18 July 2025 to those entitled thereto by ordinary post, at their own risk, to their registered addresses. Each allottee will receive one share certificate for all allotted Rights Shares. If the Rights Issue is terminated, refund cheques are expected to be sent on or before Friday, 18 July 2025 by ordinary post to the respective Shareholders, at their own risk, to their registered addresses.

Fractional entitlements to the Rights Shares

On the basis of provisional allotment of four (4) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

THE UNDERWRITING AGREEMENT

On 15 November 2024 (after trading hours), the Company and the Underwriter entered into the Underwriting Agreement, pursuant to which the Underwriter has conditionally agreed to, on a non-fully underwritten basis, partially underwrite up to 36,468,800 Rights Shares, representing 20% of the maximum number of 182,344,000 Rights Shares to be issued and allotted pursuant to the Rights Issue, subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfillment of the conditions contained therein.

LETTER FROM THE BOARD

The principal terms of the Underwriting Agreement are as follows:

Date: 15 November 2024 (after trading hours)

Issuer: the Company

Underwriter: Rifa Securities Limited, a corporation licensed to carry on type 1 (dealing in securities) regulated activity under the SFO, and its ordinary course of business includes underwriting of securities.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are Independent Third Parties. As such, the Underwriter complies with Rule 10.24A(1) of the GEM Listing Rules.

Underwriting commitment of the Underwriter and number of Underwritten Shares:

Pursuant to the Underwriting Agreement, the Underwritten Shares to be underwritten by the Underwriter shall be up to 36,468,800 Rights Shares, representing 20% of the maximum number of 182,344,000 Rights Shares to be issued and allotted pursuant to the Rights Issue.

The actual amount of Rights Shares to be underwritten by the Underwriter will depend on the level of subscriptions by the Qualifying Shareholders.

Underwriting commission:

3% of the aggregate Subscription Price in respect of the actual number of Underwritten Shares underwritten, subscribed for or procured subscription for by the Underwriter pursuant to the Underwriting Agreement.

LETTER FROM THE BOARD

The terms of the Underwriting Agreement (including the commission and expenses) were determined after arm's length negotiations between the Underwriter and the Company by reference to the financial position of the Group, the size of the Rights Issue and the prevailing market conditions. The Directors consider that the terms of the Underwriting Agreement, including the commission and expenses charged, are fair and reasonable and the transactions contemplated under the Underwriting Agreement are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The Underwriter may enter into sub-underwriting arrangements with sub-underwriters or appoint any persons to be sub-agents on its behalf for the purpose of arranging for the subscription of the Underwritten Shares with selected subscribers with such authority and rights as the Underwriter have pursuant to its appointment under the Underwriting Agreement.

The Underwriter has undertaken to the Company that, other than the transactions contemplated under the Underwriting Agreement and as disclosed (or will be disclosed) in the Announcement and/or the Prospectus Documents, save with the prior written consent of the Company, the Underwriter and its associates will not deal in the Shares or other securities of the Company from the date of the Underwriting Agreement up to the first day of dealings in the fully-paid Rights Shares, save that the Underwriter may, before the settlement date, enter into agreement with any other person in respect of: (a) sub-underwriting of the Rights Shares; and/or (b) subscription of any Underwritten Shares, so long as such transactions are in compliance with applicable laws and regulations.

Conditions of the Underwriting Agreement

The conditions of the Underwriting Agreement have been set out in the paragraph headed "Conditions of the Rights Issue" under the section headed "PROPOSED RIGHTS ISSUE" above.

Termination of the Underwriting Agreement

The Underwriter shall be entitled by giving written notice to the Company to terminate the Underwriting Agreement if any of the following occurs prior to the Latest Time for Termination:

- (a) any of the following which, in the reasonable opinion of the Underwriter, will or is likely to materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue:
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); and

LETTER FROM THE BOARD

- (ii) the occurrence, happening, coming into effect or becoming public knowledge of:
 - (1) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before or after the date of the Underwriting Agreement) of a political, military, financial, economic or currency (including a change in the system under which the value of HK\$ is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market; (2) a suspension or a material limitation in trading in securities generally on the Stock Exchange; (3) a suspension or a material limitation in trading in the Company's securities on the Stock Exchange for more than ten (10) consecutive Business Days (other than pending publication of the Announcement or any document relating to the Rights Issue); (4) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authority or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong; or (5) a change or development involving a prospective change in taxation affecting the Company, the Shares or the transfer thereof;

- (b) any change in the circumstances of the Company or any member of the Group occurs which in the reasonable opinion of the Underwriter will materially and adversely affect the prospects of the Company, including, without limitation, the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material assets of the Group;

- (c) any event of force majeure occurs, including, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, pandemic outbreak, terrorism, armed conflict, strike or lock-out;

- (d) the commencement by any third party of any litigation or claim against any member of the Group which is material to the Group taken as a whole;

- (e) any other material adverse change in relation to the business or the financial or trading position of the Group as a whole;

- (f) the Company commits a material breach of the Underwriting Agreement where, in the reasonable opinion of the Underwriter, such breach will or is likely to have a material and adverse effect on the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a material prejudicial effect on the Rights Issue;

LETTER FROM THE BOARD

- (g) the Underwriter receives notification from the Company of, or otherwise becomes aware of, the fact that any representation or warranty of the Company as set out in the Underwriting Agreement was, when given, untrue, inaccurate or would be untrue or inaccurate if repeated as provided in the Underwriting Agreement, and the Underwriter shall, in its reasonable discretion, determine that such untrue or inaccurate representation or warranty represents or is likely to present a material adverse change in the business or the financial or trading position of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Rights Issue;
- (h) any condition to enable the Rights Issue (in nil-paid and fully-paid forms) to be admitted as eligible securities for deposit, clearance and settlement in CCASS is not satisfied or notification is received by the Company from HKSCC that such admission or facility for holding and settlement has been or is to be refused;
- (i) any statement contained in the Announcement or any Prospectus Document has been shown to be untrue, inaccurate, incomplete or misleading in a material respect with reference to the date on which such statement was made; or
- (j) the Company shall, after any Specified Event has occurred or come to the Underwriter's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents) in such manner and with such content as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company and in accordance with the GEM Listing Rules and/or the SFO.

Upon the giving of notice by the Underwriter pursuant to the Underwriting Agreement, all obligations of the parties to the Underwriting Agreement shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement, but without prejudice to any rights of any party thereto in respect of any antecedent breaches.

If the Underwriter exercises such right to terminate the Underwriting Agreement, the Rights Issue will not proceed. A further announcement will be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in natural gas supply, sales and leasing of equipment.

Having reviewed the latest audited consolidated financial statements of the Company for the year ended 30 September 2024, the Directors note that:

- (a) loss for the year ended 30 September 2024 was approximately HK\$10,766,000;

LETTER FROM THE BOARD

- (b) as at 30 September 2024, the Group's total borrowings comprised of (i) bank and other borrowings, (ii) due to directors, (iii) non-convertible bonds, (iv) lease liabilities, and (v) due to related parties totaling approximately HK\$147,499,000 compared to HK\$106,870,000 as at 30 September 2023; and
- (c) the Group's total gearing ratio as at 30 September 2024 was approximately 152% compared to 106% as at 30 September 2023.

In view of the financial conditions of the Group, the Directors consider that the Rights Issue represents a good opportunity to raise capital for its business operation and settlement of bonds.

Intended use of proceeds

Assuming full subscription under the Rights Issue, the gross proceeds from the Rights Issue will be approximately HK\$51.1 million and the estimated net proceeds of the Rights Issue will be approximately HK\$48.8 million. The estimated expenses of the Rights Issue are approximately HK\$2.3 million, which include underwriting commission and professional fees payable to the financial advisers, legal counsels, financial printer and other parties involved in the Rights Issue and will be borne by the Company. The net subscription price per Rights Share is expected to be approximately HK\$0.268.

The Company intends to use the net proceeds from the Rights Issue for the following purposes:

- (i) approximately HK\$24 million (approximately 49% of the total net proceeds) for the redemption of outstanding bonds issued by the Company;
- (ii) approximately HK\$4 million (approximately 8% of the total net proceeds) for the payment of outstanding professional fees; and
- (iii) approximately HK\$20.8 million (approximately 43% of the total net proceeds) as general working capital of the Group to support and facilitate the Group's daily operations and cover the Group's essential expenditures including staff salaries and employees benefits, rental expenses, legal and professional fees, registrar fees, office overheads and other general and administrative expenses. Assuming full subscription under the Rights Issue, it is anticipated that these proceeds will be fully utilised within twelve (12) months following the completion of the Rights Issue.

In the event that there is an under-subscription of the Rights Issue, the net proceeds will be utilised for the above purposes on a pro-rata basis in the same proportion as aforementioned.

LETTER FROM THE BOARD

Fund-raising alternatives

Apart from the Rights Issue, the Board has considered various fund-raising alternatives before resolving to the Rights Issue including, but not limited to, debt financing, placing of new shares and open offer. The Board notes that debt financing such as bank borrowings, if available, would result in additional interest burden of the Company and create pressure to the liquidity of the Company. Hence, the Board does not consider it to be beneficial to the Company. As for placing of new Shares, it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company and it is relatively smaller in scale as compared to fund raising through rights issue. As for open offer, while it is similar to a rights issue, offering Qualifying Shareholders to participate, it does not allow free trading of rights entitlements in the open market. As opposed to open offer, Rights Issue would allow Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain their respective pro-rata shareholding interests in the Company and dealing with the Shares.

Having considered all the other fund-raising alternatives, the Board is of the view that the Rights Issue is in the best interests of the Company and the Shareholders as a whole, and that it is an appropriate fundraising method to strengthen the capital base of the Company and support the Company's continuing business development and growth.

As at the Latest Practicable Date, save as disclosed in this Prospectus, the Company currently (i) does not have any agreement, arrangement, understanding, intention, or negotiation (either concluded or in process) on any potential fundraising activities; and (ii) has no other plan or intention to carry out any future corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Rights Issue.

Based on the above, the Board considers that raising capital through the Rights Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholder(s) (if any) should note that their shareholdings will be diluted.**

LETTER FROM THE BOARD

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company, assuming there is no further issue or repurchase of Shares before completion of the Rights Issue other than the allotment and issue of the Rights Shares pursuant to the Rights Issue, (a) as at the Latest Practicable Date; (b) immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the Qualifying Shareholders; and (c) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and 36,468,800 Underwritten Shares have been taken up by the Underwriter:

Shareholders	As at the Latest Practicable Date		Immediately upon completion of the Rights Issue assuming full acceptance of all Rights Shares by the Qualifying Shareholders		Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and 36,468,800 Underwritten Shares have been taken up by the Underwriter	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Wu Guoming (Note 1)	1,623,750	3.56	8,118,750	3.56	1,623,750	1.98
Public Shareholders						
The Underwriter and/or its subscriber(s) procured by it (Note 2)	–	0.00	–	0.00	36,468,800	44.44
Other public Shareholders	43,962,250	96.44	219,811,250	96.44	43,962,250	53.58
Total	45,586,000	100.00	227,930,000	100.00	82,054,800	100.00

Notes:

1. Mr. Wu Guoming is the executive Director of the Company.
2. This scenario is for illustrative purpose only. Pursuant to the Underwriting Agreement, the Underwriter unconditionally and irrevocably undertakes to the Company that in the event the Underwriter or any of its sub-underwriters is called upon to subscribe or procure subscription of the Underwritten Shares:
 - (a) without affecting the Underwriter's obligation to underwrite all the Underwritten Shares under the Underwriting Agreement, whether to underwrite the same by itself or procure sub-underwriting of the same, the Underwriter shall not subscribe, for its own account, for such number of Underwritten Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to trigger a mandatory offer obligation under rule 26 of the Takeovers Code on the part of the Underwriter and parties acting in concert (within the meaning of the Takeovers Code) with it upon completion of the Rights Issue;

LETTER FROM THE BOARD

- (b) the Underwriter shall and shall cause its sub-underwriters to use its best endeavours to ensure that (i) each of the sub-underwriters, subscribers or purchasers of the Underwritten Shares procured by it shall be an Independent Third Party, not acting in concert (within the meaning of the Takeovers Code) with, and not connected with the Company, any of the Directors, chief executives or substantial shareholders of the Company or their respective associates; and (ii) none of the persons to be procured by it and its sub-underwriters to subscribe for the Shares not taken up by the Qualifying Shareholders will be holding 10.0% or more of the total issued share capital of the Company immediately after completion of the Rights Issue; and
 - (c) the Underwriter shall and shall cause its sub-underwriters to use its best endeavours to ensure and procure that the minimum public float requirement under Rule 11.23 of the GEM Listing Rules be fulfilled by the Company upon completion of the Rights issue.
3. Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Shares. Further announcements will be made by the Company in accordance with the GEM Listing Rules following the completion of the Rights Issue upon which the Rights Shares are allotted and issued.

The public float requirements under the GEM Listing Rules shall be maintained by the Company at all times, and the Company will take all appropriate steps to ensure that sufficient public float shall be at all times in compliance with Rule 11.23 of the GEM Listing Rules.

RISK FACTORS

The Directors are aware that the Group's business operations are exposed to a variety of risks and uncertainties. To their best of knowledge and belief, the Directors consider that the followings are the key risks and uncertainties identified by the Group. These key risks are not exhaustive or comprehensive, and there may be additional risks not known by the Group or which may not appear significant now but could turn out to be so in the future.

LETTER FROM THE BOARD

Risks relating to the Group's business

Concentration risk associated with having majority of the Group's revenue generated from its natural gas operation

Majority of the revenue of the Group was generated from the segment of natural gas operations. For the year ended 30 September 2024, the sales of natural gas contributed to approximately 96.1% of the Group's total revenue. As the Group, through its non-wholly owned subsidiary, Yichang Biaodian, holds the exclusive right to supply natural gas in Yichang, Hubei, the PRC for 30 years, the Group anticipates that revenues from sales of natural gas will continue to represent a substantial portion of the Group's total revenue in the near future. Any interruption or adverse change to the Group's natural gas operation or any failure to mitigate such interruptions and changes, or any significant decline in the natural gas consumption in Yichang, Hubei could adversely affect our sales volume of natural gas which, in turn, may have a material adverse effect on the Group's business, profitability and results of operations.

Geographical risk associated with the Group's business operations being primarily based in the PRC

All of the Group's revenue are generated from business operations being based in the PRC and Hong Kong. Accordingly, the Group is subject to certain legal and operational risks associated with being based in or having all of the Group's in the PRC, including but not limited to legal, political and economic developments of the PRC. Any adverse changes in the business or economic conditions, policies of the PRC government, or the laws and regulations of the PRC could cause material adverse effects to the Group's business, financial conditions, results of operations and prospects.

Risks associated with the Group's natural gas operations

The Group's success mostly depends on the performance of its natural gas operations. Accordingly, the Group is subject to various risks associated with its natural gas operations, including but not limited to:

- (i) any potential change in the current policy of the PRC government in promoting the utilization of clean resources could materially affect the Group's natural gas operations and prospects;
- (ii) any droughts, heavy rainfall and changing precipitation patterns could lead to unstable water supply or even water shortages and thus affecting the business operations of the gas station, which relies on having enough water for filter cleansing and examination of facilities;

LETTER FROM THE BOARD

- (iii) any chances that the market may eliminate the reliance on natural gas by investing more in renewable electricity could materially affect the Group's natural gas operations and prospects if there are significant hurdles in the market development; and
- (iv) any uncertainty in the clean energy market can erode investors' confidence, reducing the Group's access to capital as investors seek more predictable and sustainable opportunities.

Financial risks

The Group's operations and activities are exposed to a variety of financial risks such as foreign currency risk and credit risk.

Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are denominated in RMB other than the functional currency of the Group's entities (i.e. HK\$). As at the Latest Practicable Date, the Group does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities, and the Group has not entered into any agreement or commit to any financial instruments to hedge on the exchange rate exposure relating to RMB. Any changes in the exchange rates may have an impact on the Group's financial condition, profitability and results of operations.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to certain credit risk from its operating activities (primarily trade and bills receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. In fact, the Group is also exposed to concentration of credit risk as 54% of the total trade and bills receivables at gross were due from the Group's three largest customers as at 30 September 2024, of which 29% came from the largest customer of the Group and all of the customers are located in the PRC.

EQUITY FUND-RAISING ACTIVITY OF THE COMPANY IN THE PAST TWELVE (12) MONTHS

The Company had not carried out any equity fund-raising activities in the twelve (12) months immediately prior to the Latest Practicable Date.

LETTER FROM THE BOARD

GEM LISTING RULES IMPLICATIONS

The Rights Issue

As the Rights Issue, if proceeded with, will increase the total number of the issued Shares or the market capitalisation of the Company by more than 50% within the 12-month period immediately preceding the date of the Announcement, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval by the Independent Shareholders in general meeting by a resolution on which any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the ordinary resolution to approve the Rights Issue at the EGM.

As at the date of the EGM, the Company has no controlling Shareholder as defined under the GEM Listing Rules. Mr. Wu Guoming, the executive Director of the Company, beneficially owns 16,237,500 Old Shares in aggregate, representing approximately 3.56% of the entire issued share capital of the Company as at the date of the EGM. Accordingly, Mr. Wu Guoming is required to abstain from voting in favour of the proposed resolution(s) to approve the Rights Issue at the EGM in accordance with Rule 10.29(1) of the GEM Listing Rules. Save as disclosed above, no other Director or chief executive of the Company are interested in the Old Shares of the Company as at the date of the EGM. Accordingly, save as disclosed above, no other Shareholder is required to abstain from voting in favour of the relevant resolution(s) of the proposed Rights Issue at the EGM. At the EGM, the resolutions approving the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll.

The Company has not conducted any rights issue, open offer or specific mandate placings within the 12-month period immediately preceding the Latest Practicable Date, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

LETTER FROM THE BOARD

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES IN NIL-PAID FORM

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfilment of conditions including, among other things, the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this Prospectus. It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These certain events are set out in the section headed “Termination of the Underwriting Agreement” of this Prospectus. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed.

Any dealings in the Shares from the Latest Practicable Date up to the date on which all the conditions of the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases), and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

The Shares have been dealt in on an ex-rights basis from Monday, 16 June 2025. Dealings in the Rights Shares in nil-paid form are expected to take place from Friday, 27 June 2025 to Monday, 7 July 2025 (both days inclusive).

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers. The Company will make further announcement(s) with regard to the status of the abovementioned transactions as and when appropriate pursuant to the requirements under the GEM Listing Rules, as appropriate.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

Yours faithfully,
By Order of the Board
Global Strategic Group Limited
Wu Guoming
Executive Director

1. FINANCIAL INFORMATION OF THE GROUP

The consolidated financial information of the Group for the three years ended 30 September 2024 and the six months ended 31 March 2025, together with the notes thereto, are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.globalstrategicgroup.com.hk), respectively:

- (i) the annual report of the Company for the year ended 30 September 2022 published on 30 December 2022, from pages 62 to 201:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2022/1230/2022123002152.pdf>)
- (ii) the annual report of the Company for the year ended 30 September 2023 published on 1 January 2024, from pages 151 to 285:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0101/2024010100055.pdf>)
- (iii) the annual report of the Company for the year ended 30 September 2024 published on 28 January 2025, from pages 154 to 277:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0128/2025012800715.pdf>)
- (iv) the interim results announcement of the Company for the six months ended 31 March 2025 published on 30 May 2025, from pages 2 to 16:
(<https://www1.hkexnews.hk/listedco/listconews/gem/2025/0530/2025053002145.pdf>)

2. STATEMENT OF INDEBTEDNESS

At the close of business on 2 May 2025, the Group had the following indebtedness:

	<i>HK\$'000</i>
Non-convertible bonds with interest bearing of 6-12% (unsecured)	
– principal – current	17,274
– principal – non-current	26,160
– interest payable	3,528
Bank and other borrowings (secured)	
– bank borrowings (<i>note (i)</i>)	71,578
– other borrowings (<i>note (ii)</i>)	22,981
Lease liabilities	834
Due to related parties (unsecured)	13,792
Due to directors (unsecured)	<u>3,743</u>
	<u><u>159,890</u></u>

Note:

- (i) Bank borrowings are secured by the pledge of natural gas supply exclusive rights of Yichang Biaodian, and a property owned by Mr. Xiong, a key management personnel of Yichang Biaodian and his spouse. The bank borrowings are also jointly guaranteed by Mr. Xiong and the non-controlling shareholders of Yichang Biaodian.

- (ii) Other borrowings are secured by the pledge of property, plant and equipment of Yichang Biaodian and Shanghai Senchou and guaranteed by the certain non-controlling shareholders of Yichang Biaodian.

Contingent Liabilities

As at 2 May 2025, a subsidiary of the Company is defendant in a lawsuit relating to a claim from an ex-director of the Company for:

- (i) unsettled reward for his service rendered to the Group in 2015 which to be settled in term of building located in the PRC and accrued interest; and
- (ii) related legal cost for disputes regarding the ownership of the building located in the PRC.

The directors of the Company considered that the possibility of any outflow in settling the legal claims is remote, after due consideration of the case and with reference to legal advice.

Save as disclosed above, the Group did not have any other material contingent liabilities.

Operating Lease Commitment

As at 2 May 2025, the outstanding lease commitments relating to the office of the Group amounted to approximately HK\$37,000.

Capital Commitment

As at 2 May 2025, the Group had capital commitment of HK\$12,641,000 in respect of the acquisition of property, plant and equipment.

Disclaimers

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities, normal trade and other payables and contract liabilities, as at 2 May 2025, the Group did not have any material debt securities issued and outstanding, or authorised or otherwise created but unissued, or term loans, other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trade bills), acceptance credits, hire purchase commitments, mortgages, charges or other material contingent liabilities or guarantees.

3. WORKING CAPITAL STATEMENT

The directors would like to draw attention to the fact that the sufficiency of working capital of the Group in the next twelve months from the date of this Prospectus would depend upon the following:

- (i) whether the continuous financial support from Mr. Wu Guoming (“**Mr. Wu**”), the shareholder and the director of the Company, who has agreed to provide sufficient funds to the Group so that the Group will be able to meet all current obligations as they fall due in the foreseeable future. Mr. Wu has confirmed that he will not withdraw such financial support and guarantee in the foreseeable future, and has also agreed to pledge his various properties in Tianjin and Shanghai, the PRC, as collaterals, if necessary, to borrow funds to provide financial support to the Group; and
- (ii) whether the Rights Issue can be successfully proceeded.

The directors have estimated the Group’s cash requirements by preparing a Group cashflow forecast for at least twelve months from the date of this Prospectus on the assumptions as stated (i) and (ii) above, and are of the opinion that the Group has sufficient working capital for its present requirement, that is for at least the next twelve months from the date of the Prospectus in the absence of any unforeseen circumstances.

Reference is made to the Company’s annual report for the year ended 30 September 2024 (the “**2024 Annual Report**”). According to the 2024 Annual Report, the auditor’s report on the Group’s consolidated financial statements for the year ended 30 September 2024 expressed a disclaimer of opinion regarding material uncertainty related to its going concern.

4. MATERIAL CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 30 September 2024 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Looking forward, the management of the Group believes that the economy will recover in an orderly manner in the coming year, which is expected to have a positive impact on the Group’s two core businesses.

Natural gas operations

In respect of the Group's natural gas business, beginning in 2023, the expansion project of Baiyang Industrial Park* (白洋工業園) in the Yichang Gaoxin District* (宜昌高新區) has gradually started, and several large chemical companies have settled in or about to move into the park. As Yichang Biaodian holds the exclusive gas supply operation rights within the park, it is expected to welcome a wave of new customers in the coming years. Considering the benefits from the expansion project of Baiyang Industrial Park and the thirty-year exclusive gas supply operation rights held by Yichang Biaodian in Yichang, Hubei which will only be expired up to 2041 to 2044, the management of the Group believes that the revenue of the Group's natural gas operations segment will continue to grow in the coming year.

Benefiting from the above mentioned favorable factors, (i) the sales volume of the Group's natural gas business for the six months ended 31 March 2025 was approximately 27,500,000 square meter, representing an increase of approximately 59% over the same period last year; and (ii) the sales revenue for the six months ended 31 March 2025 was approximately HK\$153,608,000, representing an increase of approximately 51% over the same period last year.

Looking forward, the Group will consider identifying suitable financing solutions to support the maintenance, replacement and possible expansion of gas terminals and pipelines in the Group's natural gas business.

Sales and leasing business

In response to the technical needs of metro-related projects in East China, especially in Suzhou and Hangzhou, the Group has been actively exploring ways to provide more relevant technical services and leasing categories in the Group's sales and leasing business to expand its operating income. The management of the Group believes that the steady economy of the PRC will drive an increase in infrastructure construction and renovation projects, which will in turn lead to an increase in leasing business income.

The management will be more cautious and conservative in seeking new potential merger and acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

* For identification purpose only

Liquidity and financial prospects

In respect of improving the Group's liquidity and its financial position, the Company has taken, and will continue to implement, the following measures:

- (i) The Group plans to implement stronger measures aiming at improving the liquidity and financial position of the Group, including but not limited to closely monitoring the operating costs,
- (ii) The Group is reviewing receivables monitoring interval and improving follow up measures on receivables collection. As of 31 March 2025, the Company has recovered approximately RMB5,748,000 of the trade receivables recorded in the Annual Report.
- (iii) The Group has been negotiating with non-convertible bondholders to extend the maturity date of the Group's non-convertible bonds once they mature. As at the Latest Practicable Date, the Group's non-convertible bond maturing before the end of the current financial year amounted to approximately HK\$11,150,000, bondholders of which have preliminarily agreed to extend the maturity date of their bonds.
- (iv) The Board is prepared to negotiate with the Group's suppliers and related companies to extend the payment terms.
- (v) The Group is also exploring opportunities to obtain new bank facilities and other borrowings from other banks and financial institutions.

Moving forward, the Group will continue to assess its financial position, evaluate different equity financing options and implement other follow up measures as and when appropriate.

Other financial information

Reference is made to the annual report of the Company for the year ended 30 September 2024 (the "**2024 Annual Report**"), in which the auditor of the Company issued a disclaimer of opinion. The auditor of the Company took the view that the events and conditions set out in note 2 to the consolidated financial statements as part of the 2024 Annual Report indicated the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business. The Company has implemented measures to address the matters identified in the disclaimer of opinion. Please refer to the announcement of the Company dated 30 May 2025 for further details. Further announcement(s) will be made by the Company pursuant to the GEM Listing Rules as and when appropriate.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group prepared in accordance with Paragraph 13 of Appendix D1B and Paragraph 31 of Chapter 7 of the GEM Listing Rules is set out below to illustrate the effects of the Rights Issue on the unaudited consolidated net tangible assets of the Group as if the Rights Issue had taken place on 31 March 2025.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only, based on the judgements and assumptions of the Directors of the Company, and because of its hypothetical nature, may not give a true picture of the financial position of the Group following the Rights Issue.

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group is based on the unaudited consolidated net tangible liabilities of the Group as at 31 March 2025 extracted from the Group's published interim results announcement for the six months ended 31 March 2025, adjusted as described below:

	Unaudited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 March 2025 <i>(Note 1)</i> HK\$'000	Unaudited estimated net proceeds from the Rights Issue <i>(Note 2)</i> HK\$'000	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2025 <i>(Note 3)</i> HK\$'000
	<u>(42,736)</u>	<u>48,868</u>	<u>6,132</u>
Unaudited consolidated net tangible liabilities per Existing Share before implementation of the Share Consolidation and before completion of the Rights Issue <i>(Note 4)</i>			<u>(HK\$0.0937)</u>
Unaudited consolidated net tangible liabilities per consolidated share immediately before completion of the Rights Issue <i>(Note 5)</i>			<u>(HK\$0.937)</u>
Unaudited pro forma adjusted consolidated net tangible assets per adjusted share immediately after completion of the Rights Issue <i>(Note 6)</i>			<u>HK\$0.027</u>

Notes:

1. The unaudited consolidated net tangible liabilities of the Group attributable to equity holders of the Company at 31 March 2025 of approximately HK\$42,736,000 is based on the unaudited consolidated net liabilities of the Group attributable to the equity holders of the Company at 31 March 2025 of approximately HK\$21,964,000 adjusted to exclude the intangible assets of approximately HK\$20,772,000 after excluding the portion of the intangible assets attributable to the non-controlling interests of the Group approximately HK\$62,317,000 as shown on the unaudited consolidated statement of financial position of the Group as at 31 March 2025 which is extracted from the published interim results announcement of the Group for the six months ended 31 March 2025.
2. The estimated net proceeds from the Rights Issue are based on 182,344,000 Rights Shares at the Subscription Price of HK\$0.28 per Rights Share, after deduction of estimated share issue related expenses (including advisory fees for the professional parties, printing, registration, translation, legal, accounting and documentation charges) payable by the Company of approximately HK\$2,188,000.
3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Rights Issue represents the unaudited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 March 2025 plus the estimated net proceeds from the Rights Issue as set out in Note 2 above, as appropriate.
4. The unaudited consolidated net tangible assets per existing Share before implementation of the Share Consolidation and completion of the Rights Issue is determined based on the amount as disclosed in note 1 above, divided by 455,860,000 shares immediately before implementation of the Share Consolidation and completion of the Rights Issue.
5. The unaudited consolidated net tangible assets per consolidated Share before completion of the Rights Issue is determined based on the amount as disclosed in note 1 above, divided by 45,586,000 consolidated Shares immediately before completion of the Rights Issue assuming the Share Consolidation had become effective on 31 March 2025.
6. The unaudited pro forma adjusted consolidated net tangible assets per adjusted share immediately after completion of the Rights Issue is determined based on the amount as disclosed in note 3 above, divided by 227,930,000 adjusted shares, assuming that the 182,344,000 Rights Shares were issued as at 31 March 2025.
7. No adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2025.

B. REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, from the independent reporting accountant, RSM Hong Kong, Certified Public Accountants, Hong Kong.



25 June 2025

The Board of Directors
Global Strategic Group Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Global Strategic Group Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma adjusted consolidated net tangible assets as at 31 March 2025 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated 25 June 2025 (the “**Prospectus**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Rights Issue (as defined in the Prospectus) on the Group’s unaudited consolidated net tangible assets as at 31 March 2025 as if the transaction had been taken place at 31 March 2025. As part of this process, information about the Group’s net tangible assets has been extracted by the Directors from the Group’s unaudited consolidated financial statements as included in the interim results announcement for the six months ended 31 March 2025.

Directors’ Responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 13 of Appendix D1B and paragraph 31 of Chapter 7 of the Rules Governing the Listing of Securities on the GEM of The Stock exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Unaudited pro forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 31(7) of Chapter 7 of the GEM Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Circular" issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of unaudited pro forma financial information included in the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 March 2025 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 31(1) of Chapter 7 of the GEM Listing Rules.

Yours faithfully,

RSM Hong Kong
Certified Public Accountants
Hong Kong

1. RESPONSIBILITY STATEMENT

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

2. SHARE CAPITAL

Set out below is the authorised and issued share capital of the Company, assuming there is no other change in the number of Shares from the Latest Practicable Date up to the completion of the Rights Issue, (a) as at the Latest Practicable Date; and (b) immediately upon completion of the Rights Issue:

(a) As at the Latest Practicable Date

<i>Authorised:</i>		<i>HK\$</i>
<u>800,000,000</u>	Shares of HK\$0.10 each	<u>80,000,000</u>
<i>Issued and fully paid up:</i>		
<u>45,586,000</u>	Shares of HK\$0.10 each	<u>4,558,600</u>

(b) Immediately upon completion of the Rights Issue

<i>Authorised:</i>		<i>HK\$</i>
<u>800,000,000</u>	Shares of HK\$0.10 each	<u>80,000,000</u>
<i>Issued and fully paid up:</i>		
45,586,000	Shares of HK\$0.10 each	4,558,600
<u>182,344,000</u>	Rights Shares to be allotted and issued under the Rights Issue	<u>18,234,400</u>
<u>227,930,000</u>	Total enlarged number of Shares upon completion of the Rights Issue	<u>22,793,000</u>

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue, including the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of the Rights Shares in their fully-paid form.

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares, and there was no capital of any member of the Group which is under option, or agreed conditionally or unconditionally to be put under option. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS IN THE SHARES

(a) Directors and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions, if any, of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares of the Company

Name	Nature of interest	Total number of Shares held	Percentage of shareholding
Mr. Wu Guoming	Beneficial owner	1,623,750	3.56%

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor chief executive of the Company has registered any interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Substantial shareholders' interests and short positions in Shares, underlying Shares and debentures

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, no persons (other than the Directors or chief executive of the Company) had or deemed or taken to have any interests or short positions in the Shares, underlying Shares or debentures 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

4. DIRECTORS' INTEREST IN ASSETS, CONTRACTS AND ARRANGEMENT OF THE GROUP

As at the Latest Practicable Date, (i) none of the Directors had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 30 September 2024 (being the date to which the latest published audited financial statements of the Company were made up); and (ii) there was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole.

5. DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors, the controlling shareholders or their respective associates had any business or interest which competes or may compete, either directly or indirectly, with the businesses of the Group, or have or may have any other conflicts of interest with the Group.

6. DIRECTORS' SERVICE CONTRACTS

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

7. CLAIMS AND LITIGATION

On 25 March 2024, Global Billion Trading (Shenzhen) Limited* (环球进亿贸易(深圳)有限公司)(“**Shenzhen Global**”) has been in dispute with a former director of the Company regarding (i) unsettled reward for his service rendered to the Group in 2015 which to be settled in term of building located in the PRC and accrued interest; and (ii) related legal cost for disputes regarding the ownership of the building located in the PRC. Legal proceedings were initiated by the former director (the “**Shenzhen Plaintiff**”). On 28 August 2024, the Court in Shenzhen concluded that the evidence to support the claims requested by the Shenzhen Plaintiff was invalid. On 5 September 2024, the Shenzhen Plaintiff lodged an appeal against the decision made by the Court. On 28 February 2025, the Court in Shenzhen concluded that the appeal be dismissed and the judgment of the first instance be upheld.

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

8. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the date of this Prospectus:

- (a) the placing agreement entered into between the Company and the placing agent, Rifa Securities Limited, on 7 September 2023, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, of up to 91,172,000 placing shares to not less than six (6) places who and whose ultimate beneficial owners shall be independent third parties at the placing price of HK\$0.245 per placing share, which was subsequently terminated on 28 September 2023. For further details, please refer to the announcements of the Company dated 7 September 2023 and 28 September 2023;

- (b) the placing agreement and the supplemental placing agreement entered into between the Company and the placing agent, Leeds Securities Investment Limited, on 19 December 2023 and 9 January 2024, respectively, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, of up to 91,172,000 placing shares to not less than six (6) places who and whose ultimate beneficial owners shall be independent third parties at the adjusted placing price of HK\$0.88 per placing share, which was subsequently terminated on 29 January 2024. For further details, please refer to the announcements of the Company dated 19 December 2023, 9 January 2024 and 29 January 2024;
- (c) the placing agreement and the supplemental placing agreement entered into between the Company and the placing agent, Leeds Securities Investment Limited, on 5 March 2024 and 26 March 2024, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, of up to 91,172,000 placing shares to not less than six (6) places who and whose ultimate beneficial owners shall be independent third parties at the adjusted placing price of HK\$0.077 per placing share, which was subsequently terminated on 22 April 2024. For further details, please refer to the announcements of the Company dated 5 March 2024, 26 March 2024 and 22 April 2024; and
- (d) the Underwriting Agreement.

9. EXPERT AND CONSENT

The following are the qualifications of the expert which has given advice which is contained in this Prospectus:

Name	Qualification
RSM Hong Kong	Certified Public Accountants Registered Public Interest Entity Auditor

As at the Latest Practicable Date, the expert above has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letter, advice or report, as the case may be, and reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the expert above did not have any shareholding, directly or indirectly, 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, the expert above did not have any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 30 September 2024 (being the date to which the latest published audited accounts of the Company were made up).

10. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors

Executive Directors:

Mr. Wu Guoming

Mr. Wu Chunyao

Non-executive Director:

Ms. Chung Pei-Hsuan

Independent non-executive Directors:

Mr. Leung Oh Man, Martin

Dr. Chung Ling Cheong Dicky

Dr. Cheng Chak Ho

Registered office

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place of business in Hong Kong

Unit 52, 2/F., Fu Lee Loy Mansion

9-27 King Wah Road

North Point

Hong Kong

Business address of all Directors, senior management and authorised representatives

Unit 52, 2/F., Fu Lee Loy Mansion

9-27 King Wah Road

North Point

Hong Kong

Authorised representatives

Mr. Wu Guoming

Mr. Ngai Tsz Hin Michael

Company secretary

Mr. Ngai Tsz Hin Michael

Principal share registrar and transfer office in the Cayman Islands	The R&H Trust Co. Ltd. Windward 1 Regatta Office Park PO Box 897 Grand Cayman KY1-1103 Cayman Islands
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
Principal bankers	DBS Bank Ltd. 18/F, The Center 99 Queen's Road Central Hong Kong Agricultural Bank of China Limited No. 69 Jianguomennei Street Dongcheng District Beijing, PRC Hubei Zhijiang Rural Commercial Bank Company Limited No. 59, Youyi Avenue Zhijiang City, Hubei Province PRC
Auditor and reporting accountant	RSM Hong Kong <i>Certified Public Accountants</i> <i>Registered Public Interest Entity Auditor</i> 29/F, Lee Garden Two 28 Yun Ping Road Causeway Bay Hong Kong
Legal adviser to the Company as to Hong Kong laws	Khoo & Co. Suite 3902, 39/F Central Plaza 18 Harbour Road Wanchai, Hong Kong

Underwriter**Rifa Securities Limited**

Level 7, 28 Hennessy Road
Hong Kong

11. EXPENSES

The expenses in connection with the proposed Rights Issue and the transactions contemplated respectively thereunder, including underwriting commission, printing, registration, translation, legal, financial advisory, accounting and other professional fees, charges and related expenses are estimated to be approximately HK\$2.3 million, which are payable by the Company.

12. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT**Executive Directors**

Mr. Wu Guoming (吳國明) (“**Mr. Wu**”), aged 59, has been the executive Director since 30 April 2018. He holds a degree in Business Management from Wuhan University, a degree in Civil Engineering from China University of Petroleum and a degree in Economic Management from Shanghai Jiao Tong University. Mr. Wu was the engineering manager and the deputy general manager at Shanghai Guangda Construction Decoration Engineering Company* (上海光大建築裝飾工程公司). Since 2001, Mr. Wu has been the general manager and the chairman of Shanghai Guangda Basic Engineering Co., Ltd (上海廣大基礎工程有限公司). Furthermore, Mr. Wu is the director of China Civil Engineering Society (中國土木工程學會) and a construction technology committee member of Chinese Institution of Soil Mechanics and Geotechnical Engineering – China Civil Engineering Society (中國土木工程學會土力學及岩土工程分會). Mr. Wu has vast experience in business management and construction business development.

Mr. Wu Chunyao (武春耀), aged 31, has been the executive Director since 30 October 2023. He has over 10 years of experience in business management, operation and provision of consultation services. He was a unit manager of Beijing Bozheng Xinda Investment Consulting Co., Ltd.* (北京博正信達投資顧問有限公司) from 2012 to 2014. He also works as a vice president of Shanghai Chunfeng Financial Information Services Co., Ltd.* (上海春峰金融信息服務有限公司). From 2015 to 2016, he was a general manager of Hunan Zhihao Information Consulting Service Co., Ltd.* (湖南智浩信息諮詢服務有限公司).

For the executive Directors’ interests in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the paragraph headed “3. DISCLOSURE OF INTERESTS IN THE SHARES” above in this appendix.

Non-executive Directors

Ms. Chung Pei-Hsuan (鐘珮瑄) (“**Ms. Chung**”), aged 42, has been the non-executive Director since 31 December 2024. Ms. Chung graduated with a Diploma in Information Technology from Overseas Chinese University in 2002. Following her graduation, she accrued over 20 years of experience in financial management and accounting. Her career has encompassed roles where she successfully implemented financial controls, prepared consolidated financial statements, and managed budgeting processes. Throughout her career, Ms. Chung has worked with companies in various industries, contributing to effective financial oversight and compliance.

Independent non-executive Directors

Mr. Leung Oh Man, Martin (梁傲文) (“**Mr. Leung**”), aged 44, has been the independent non-executive Director since 16 October 2014. He is the chairman of the audit committee and a member of the human resources and remuneration committee and the nomination committee of the Board. Mr. Leung had been serving as an independent non-executive director of KNT Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1025) from 31 January 2019 to 12 March 2025. Mr. Leung holds a Bachelor’s Degree of Commerce in Accounting and Finance from the University of Toronto in Canada. Mr. Leung is the general manager of TL Property Consultants International Ltd. (“**TLP**”), a consultancy group principally engaged in asset management of real estate sector. Prior to joining TLP, he had worked at a multinational accounting and auditing firm for about 8 years. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Surveyors.

Dr. Chung Ling Cheong Dicky (鍾翎昌) (“**Dr. Chung**”), aged 51, has been the independent non-executive Director since 16 June 2021. He is the chairman of the human resources and remuneration committee and the nomination and a member of the audit committee of the Board. Dr. Chung obtained a doctor degree in Queen’s University of Brighton on 2012. Dr. Chung possess over 19 years of experience in trading, corporate finance, technology application and human resources management. Dr. Chung was an independent non-executive director and the chairman of remuneration committee and member to each of the audit committee and nomination committee of Dragon King Group Holdings Limited from 14 November 2022 to 28 February 2023, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8493). Dr. Chung has worked in various organisation including Technology, Media and Telecommunications companies. Dr. Chung was a director of TVNET.HK since 2004 and a chairman of China Dragon Foundation Creature Fuel Technology (International) Limited from 2007 to 2015.

Dr. Cheng Chak Ho (鄭澤豪) (“**Dr. Cheng**”), aged 55, has been the independent non-executive Director since 30 October 2023. He is a member of the audit committee, the human resources and remuneration committee and the nomination committee of the Board. Dr. Cheng holds a doctoral degree of Philosophy in Economics from the University of Brighton, a Master degree in Urban Design from the University of Hong Kong, a Master of Science in Engineering (Mechanical Engineering) and a Master of Business Administration in Finance. He has over 29 years of experiences in various kinds of valuation included but not limited to real estate valuation, business valuation, plant and machinery valuation and forensic valuation. He has been involved in over 100 IPOs and M&A cases over the last ten years. He had been an independent non-executive director of Polyard Petroleum International Group Limited (previous stock code: 8011) from 1 April 2021 to 29 April 2024, a company which was listed on GEM of the Stock Exchange and delisted on 29 April 2024, and he was an independent non-executive director of North Mining Shares Company Limited (stock code: 0433), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited from 12 April 2001 to 1 April 2022. He is a Fellow of Chartered Institute of Management Accountants, Certified Management Accountants Australia, Association of International Accountants, Institute of Public Accountants, Institute of Financial Accountants, The Royal Society of Medicine, The Royal Statistical Society, Federation of Hong Kong Industries, The Hong Kong Institute of Directors, The Hong Kong Institute of Environmentalists, The Society of Operations Engineers, and Institution of Plant Engineers. He is also Member of The Hong Kong Institution of Surveyors, The Certified Public Accountants Association, The Society of Chartered Environmentalists, Hong Kong Institute of Engineers, the China Real Estate Appraisers and Agents, American Society of Civil Engineers, The Institute of Engineering and Technology, The American Society For Microbiology, The Institute of Electrical and Electronics Engineers, Institute of Industrial and Systems Engineers, American Society of Mechanical Engineers, Hong Kong Institute of Arbitrators and the Society of Petroleum Engineers.

Company secretary

Mr. Ngai Tsz Hin Michael (倪子軒) (“**Mr. Ngai**”), aged 36, has been the company secretary and one of the authorised representatives of the Company since 1 July 2021. Mr. Ngai has over ten years of experience in legal industry and had obtained his Bachelor of Laws and postgraduate certificate in laws from City University of Hong Kong in 2011 and 2012, respectively. He is a practicing solicitor in Hong Kong, and currently a partner of Khoo & Co., and the principal of Michael Ngai & Co. He also serves as a company secretary of various companies listed on the Stock Exchange. Mr. Ngai had taken no less than 15 hours of relevant professional training during the year ended 30 September 2024.

13. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board (the “**Audit Committee**”) comprised all of the independent non-executive Directors, namely Mr. Leung Oh Man, Martin, Dr. Chung Ling Cheong Dicky and Dr. Cheng Chak Ho. Mr. Leung, who has appropriate professional qualifications and experience in accounting matters, has been the chairman of the Audit Committee since 16 October 2014. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the paragraph headed “12. PARTICULARS OF DIRECTORS AND SENIOR MANAGEMENT” above in this appendix.

The Audit Committee is responsible for, among other things, having relationship with the Company’s auditors, reviewing the Group’s financial information and its financial reporting, financial reporting system, risk management and internal control systems and corporate governance, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group’s accounting and financial reporting function. The Audit Committee reports to the Board any significant issues relating to its terms of reference.

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

15. DOCUMENTS REGISTERED BY THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “9. Expert and Consent” in this appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. MISCELLANEOUS

- (a) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities.

- (c) As at the Latest Practicable Date, save as disclosed elsewhere in this Prospectus, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group's business.
- (d) In the event of any inconsistency, the English texts of this Prospectus and the accompanying form of proxy shall prevail over their respective Chinese texts.

17. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.globalstrategicgroup.com.hk) for a period of 14 days from the date of this Prospectus:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the three years ended 30 September 2022, 2023 and 2024 and the interim results announcement of the Company for the six months ended 31 March 2025;
- (c) the letter from the Board (the text of which is set out on pages 9 to 37 of this Prospectus);
- (d) the accountants' report on the unaudited pro forma financial information of the Group set out in Appendix II to this Prospectus;
- (e) the material contract(s) referred to in the paragraph headed "8. MATERIAL CONTRACTS" in this appendix pertaining to the Rights Issue, namely the Underwriting Agreement;
- (f) the written consent of the expert referred to in the paragraph headed "9. EXPERT AND CONSENT" in this appendix; and
- (g) this Prospectus.

* *For identification purpose only*