



CCTH CPA LIMITED
中正天恆會計師有限公司

18 March 2025

The Directors
Man Seng International Limited
14/F., Teda Building
87 Wing Lok Street
Sheung Wan, Hong Kong

REPORT ON REVIEW OF CONSOLIDATED UNAUDITED FINANCIAL INFORMATION OF THE DISPOSAL GROUP

We have reviewed the consolidated unaudited financial information of the Disposal Group set out on pages II-3 to II-13 of the circular issued by the Man Seng International Limited (the "Company") dated on 18 March 2025, which comprises the consolidated statement of financial position of Gloryyear Investments Limited (the "Disposal Company") and its subsidiaries (collectively referred to as the "Disposal Group") as of 31 March 2022, 2023 and 2024 and 30 September 2024 and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for each of the year ended 31 March 2022, 2023 and 2024 and six months ended 30 September 2024 (the "Relevant Periods") and explanatory notes (the "Unaudited Financial Information"). The Unaudited Financial Information of the Disposal Group has been prepared solely for the purpose of inclusion in the circular to be issued by the Company in connection with the disposal of the Disposal Group in accordance with Rule 14.68(2)(a)(i)(A) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The directors of the Company are responsible for the preparation and presentation of the Unaudited Financial Information of the Disposal Group in accordance with the basis of preparation set out in note 2 to the Unaudited Financial Information of the Disposal Group and Rule 14.68(2)(a)(i) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The directors of the Company are also responsible for such internal control as management determines is necessary to enable the preparation of Unaudited Financial Information of the Disposal Group that is free from material misstatement, whether due to fraud or error. The Unaudited Financial Information of the Disposal Group does not contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 "Presentation of Financial Statements" or an interim financial report as defined in Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. Our responsibility is to express a conclusion on this Unaudited Financial Information of the Disposal Group based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

CCTH CPA LIMITED

Unit 1510-1517, 15/F., Tower 2, Kowloon Commerce Centre,
No. 51 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong

T: (852)2545 4654
www.ccthcpa.com

F: (852)2543 2229



CCTH CPA LIMITED
中正天恆會計師有限公司

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Unaudited Financial Information of the Disposal Group Performed by the Independent Auditor of the Entity" and with reference to Practice Note 750 "Review of Unaudited Financial Information of the Disposal Group under the Hong Kong Listing Rules for a Very Substantial Disposal" issued by the Hong Kong Institute of Certified Public Accountants. A review of the Unaudited Financial Information of the Disposal Group consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis of Disclaimer of conclusion

The Disposal Group reported a net loss of approximately HK\$158,884,000 for the six months ended 30 September 2024 and as at 30 September 2024, the Disposal Group had net liabilities of approximately HK\$515,365,000 of which approximately HK\$1,452,967,000 of bank borrowing was in default and the lender has the right to demand immediate repayment of the entire outstanding balance as at 30 September 2024. Moreover, the Disposal Group is involved in litigation requesting the Disposal Group to settle the default borrowing along with interests. As at 30 September 2024, the Disposal Group's cash and cash equivalents amounted to approximately HK\$7,198,000. These conditions, indicated the existence of material uncertainties which may cast significant doubt about the Disposal Group's ability to continue as a going concern.

The directors of the Company have been undertaking a number of plans and measures to improve the Disposal Group's liquidity and financial position to enable the Disposal Group to meet its financial obligations as and when they fall due for the foreseeable future. The Unaudited Financial Information of the Disposal Group had been prepared on a going concern basis, the validity of which depends on the outcome of those plans and measures, which are subject to material uncertainties, including (i) rearrange the repayment schedules of defaulted bank borrowing, (ii) financial abilities of Mr. Hu and his related companies to provide unused facility amounts and (iii) implement of further cost reduction measures.

However, we have not been able to obtain sufficient appropriate evidence to satisfy ourselves that the events or conditions underpinning the cash flow forecast of the Disposal Group for going concern assessment are reasonable and supportable, due to the lack of sufficient supporting basis from management of the Disposal Group, including the consent from bank to rearrange the repayment schedules of the bank borrowing and the high uncertainty arising from litigation. Hence, we were unable to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the Unaudited Financial Information of the Disposal Group.

CCTH CPA LIMITED



CCTH CPA LIMITED
中正天恆會計師有限公司

Should the Disposal Group fail to continue as a going concern, adjustments would have to be made to write down the carrying values of the Disposal Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in the Unaudited Financial Information of the Disposal Group.

Conclusion

We do not express a conclusion on the Unaudited Financial Information of the Disposal Group. Because of significant of the matter described in the Basis of Disclaimer of conclusion paragraph, we have not been able to obtain sufficient appropriate evidence to form a conclusion on the Unaudited Financial Information of the Disposal Group.

CCTH CPA



CCTH CPA Limited
Certified Public Accountants
Hong Kong, 18 March 2025