

### CONNECTED TRANSACTIONS

Certain members of the Group have entered into and are expected to continue certain transactions, which will constitute (1) continuing connected transactions of the Company exempt from the independent Shareholders' approval requirements; or (2) non-exempt continuing connected transactions of the Company under the GEM Listing Rules upon Listing:

#### *Continuing connected transactions exempt from the independent Shareholders' approval requirements*

##### A. Tenancy agreements

1. Tenancy agreement between the Company and Talent Information Engineering Co. Ltd. (天龍信息工程有限公司) in respect of premises located in Hong Kong; and
2. Tenancy agreement between China Elite and Mr. Li Kin Shing in respect of premises located in the PRC.

#### *Non-exempt continuing connected transactions*

##### B. Service agreements

1. Service agreement between PacificNet Communications and Elitel in respect of BIS services; and
2. Service agreement between PacificNet Communications and China-HK Telecom in respect of BIS and customer hotline services.

##### C. Service agreement between PacificNet Communications and China-HK Telecom in respect of telesales services.

The Company has applied for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rules 20.34 and 20.35 of the GEM Listing Rules in relation to the announcement and/or independent Shareholders' approval requirements in respect of each of the above continuing connected transactions. Further details of such waiver are set out in the paragraph headed "Connected Transactions" in the section headed "Relationship with the Controlling Shareholders and Non-competition Undertakings" of this prospectus.