

## SUBSTANTIAL SHAREHOLDERS, SIGNIFICANT SHAREHOLDERS AND INITIAL MANAGEMENT SHAREHOLDERS

### SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, immediately following completion of the Placing and the Capitalisation Issue (but without taking into account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options and any options which may be granted under the Share Option Scheme), the following persons/entities will have interests and/or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be directly or indirectly interested in 10% or more of the voting power at general meetings of the Company:

Name	Capacity/ Nature of Interest	Number of Shares held immediately after the Placing and the Capitalisation Issue	Position	Approximate percentage of shareholding in the Company immediately after the Placing and the Capitalisation Issue
Ever Prosper ( <i>Note 1</i> ) . . .	Beneficial owner	684,000,000 ( <i>Note 2, 3</i> )	Long	75%
Ever Prosper ( <i>Note 1</i> ) . . .	Beneficial owner	34,200,000 ( <i>Note 4</i> )	Short	3.75%
Mr. Li Kin Shing . . . . .	Interest of controlled corporation	684,000,000 ( <i>Note 2</i> )	Long	75%
Mr. Li Kin Shing . . . . .	Interest of controlled corporation	34,200,000 ( <i>Note 4</i> )	Short	3.75%
Mr. Li Kin Shing . . . . .	Beneficial owner	20,000,000 ( <i>Note 5</i> )	Long	2.193%
Ms. Kwok King Wa . . . .	Interest of controlled corporation	684,000,000 ( <i>Note 3</i> )	Long	75%
Ms. Kwok King Wa . . . .	Interest of controlled corporation	34,200,000 ( <i>Note 4</i> )	Short	3.75%
Ms. Kwok King Wa . . . .	Beneficial owner	18,550,000 ( <i>Note 5</i> )	Long	2.034%

*Notes:*

- (1) Ever Prosper, a company incorporated on 29 November 1994 under the laws of the BVI with limited liability, held by Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin as to 50%, 46.5% and 3.5% respectively.
- (2) The 684,000,000 Shares are owned by Ever Prosper which is owned as to 50% and 46.5% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa. Accordingly, Mr. Li Kin Shing is deemed to be interested in the 684,000,000 Shares under the SFO.
- (3) The 684,000,000 Shares are owned by Ever Prosper which is owned as to 50% and 46.5% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Ms. Kwok King Wa is the spouse of Mr. Li Kin Shing. Accordingly, Ms. Kwok King Wa is deemed to be interested in the 684,000,000 Shares under the SFO.
- (4) Ever Prosper and Daiwa Securities SMBC entered into the Stock Borrowing Agreement pursuant to which Ever Prosper agreed to lend up to 34,200,000 Shares to Daiwa Securities SMBC for the purpose of facilitating settlement of any over-allocations in connection with the Placing. Ever Prosper is owned as to 50% and 46.5% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa. Accordingly, each of Mr. Li Kin Shing and Ms. Kwok King Wa is deemed to have a short position of the Shares in which Ever Prosper has a short position.
- (5) Such interest in Shares is held pursuant to the Pre-IPO Share Options, details of which are set out in the paragraph headed "Pre-IPO Share Option Scheme" in Appendix VI to this prospectus.

## SUBSTANTIAL SHAREHOLDERS, SIGNIFICANT SHAREHOLDERS AND INITIAL MANAGEMENT SHAREHOLDERS

### INITIAL MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, immediately following completion of the Placing and the Capitalisation Issue (but without taking into account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options and any options which may be granted under the Share Option Scheme), the following persons individually and/or collectively are entitled to exercise or control the exercise of 5% or more of the voting power at the general meetings of the Company and are able, as a practical matter, to direct or influence the management of the Company immediately prior to the date of this prospectus and/or immediately prior to the Listing Date and are therefore regarded as Initial Management Shareholders under the GEM Listing Rules:

Name	Capacity/Nature of Interest	Number of Shares held immediately after the Placing and the Capitalisation Issue	Position	Approximate percentage of shareholding in the Company immediately after the Placing and the Capitalisation Issue
Ever Prosper ( <i>Note 1</i> ) . . .	Beneficial owner	684,000,000 ( <i>Note 3, 4</i> )	Long	75%
Ever Prosper ( <i>Note 1</i> ) . . .	Beneficial owner	34,200,000 ( <i>Note 5</i> )	Short	3.75%
Mr. Li Kin Shing ( <i>Note 2</i> ) . . . . .	Interest of controlled corporation	684,000,000 ( <i>Note 3</i> )	Long	75%
Mr. Li Kin Shing ( <i>Note 2</i> ) . . . . .	Interest of controlled corporation	34,200,000 ( <i>Note 5</i> )	Short	3.75%
Mr. Li Kin Shing ( <i>Note 2</i> ) . . . . .	Beneficial owner	20,000,000 ( <i>Note 7</i> )	Long	2.193%
Ms. Kwok King Wa ( <i>Note 2</i> ) . . . . .	Interest of controlled corporation	684,000,000 ( <i>Note 4</i> )	Long	75%
Ms. Kwok King Wa ( <i>Note 2</i> ) . . . . .	Interest of controlled corporation	34,200,000 ( <i>Note 5</i> )	Short	3.75%
Ms. Kwok King Wa ( <i>Note 2</i> ) . . . . .	Beneficial owner	18,550,000 ( <i>Note 7</i> )	Long	2.034%
Ms. Li Yin ( <i>Note 2</i> ) . . . .	Corporate	23,940,000 ( <i>Note 6</i> )	Long	2.625%
Ms. Li Yin ( <i>Note 2</i> ) . . . .	Corporate	1,197,000 ( <i>Note 5</i> )	Short	0.131%
Ms. Li Yin ( <i>Note 2</i> ) . . . .	Beneficial owner	12,600,000 ( <i>Note 7</i> )	Long	1.382%

*Notes:*

- (1) Ever Prosper, a company incorporated on 29 November 1994 under the laws of the BVI with limited liability, held by Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin as to 50%, 46.5% and 3.5% respectively.
- (2) Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin are executive Directors. As each of Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin, by virtue of his/her indirect shareholding in the Company through Ever Prosper, is individually and/or collectively entitled to exercise, or control the exercise of 5% or more of the voting power at the general meetings of the Company and/or is able to directly or indirectly influence the management of the Company immediately prior to the Listing Date, each of them is therefore an Initial Management Shareholder under the GEM Listing Rules.
- (3) The 684,000,000 Shares are owned by Ever Prosper which is owned as to 50% and 46.5% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa. Accordingly, Mr. Li Kin Shing is deemed to be interested in the 684,000,000 Shares under the SFO.
- (4) The 684,000,000 Shares are owned by Ever Prosper which is owned as to 50% and 46.5% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Ms. Kwok King Wa is the spouse of Mr. Li Kin Shing. Accordingly, Ms. Kwok King Wa is deemed to be interested in the 684,000,000 Shares under the SFO.
- (5) Ever Prosper and Daiwa Securities SMBC entered into the Stock Borrowing Agreement pursuant to which Ever Prosper agreed to lend up to 34,200,000 Shares to Daiwa Securities SMBC for the purpose of facilitating settlement of any over-allocations in connection with the Placing. Ever Prosper is owned as to 50% and 46.5% by Mr. Li Kin Shing and Ms. Kwok King Wa respectively. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa. Accordingly, each of Mr. Li Kin Shing and Ms. Kwok King Wa is deemed to have a short position of the Shares in which Ever Prosper has a short position. Ms. Li Yin holds 3.5% of the issued share capital of Ever Prosper which will have a short position of 3.75% of the issued share capital of the Company immediately following completion of the Placing and the Capitalisation Issue. Therefore she will have an attributable interest of 0.131% of the short position of the issued share capital of the Company.
- (6) Ms. Li Yin holds 3.5% of the issued share capital of Ever Prosper which will hold 75% of the issued share capital of the Company immediately following completion of the Placing and the Capitalisation Issue. Therefore, she will have an attributable interest of 2.625% of the issued share capital of the Company.
- (7) Such interest in Shares is held pursuant to the Pre-IPO Share Option, details of which are set out in the paragraph headed "Pre-IPO Share Option Scheme" in Appendix VI to this prospectus.

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## SUBSTANTIAL SHAREHOLDERS, SIGNIFICANT SHAREHOLDERS AND INITIAL MANAGEMENT SHAREHOLDERS

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### SIGNIFICANT SHAREHOLDERS

So far as the Directors are aware, save for the persons disclosed under the paragraphs headed “Substantial Shareholders” and “Initial Management Shareholders” in this section above, there are no other persons who will immediately following completion of the Placing and the Capitalisation Issue (but without taking into account of any Shares which may be allotted and issued upon the exercise of the Over-allotment Option, the Pre-IPO Share Options and any options which may be granted under the Share Option Scheme) be directly or indirectly interested in 5% or more of the voting power at the general meetings of the Company and are therefore regarded as significant shareholders of the Company under the GEM Listing Rules.

### UNDERTAKING

Each of the Initial Management Shareholders has undertaken with the Company, the Sponsor, the Underwriters and the Stock Exchange that, *inter alia*, during the date of this prospectus and ending on the date which is 12 months following the Listing Date:

- (a) he, she or it will not, save as provided in Rule 13.18 of the GEM Listing Rules, (i) dispose of (nor enter into any agreement to dispose of) nor permit the registered holder thereof to dispose of (or enter into any agreement to dispose of) any of his, her or its respective direct or indirect interests in the Relevant Securities; or (ii) otherwise create (nor enter into any agreement to sell, transfer or dispose of) nor permit the registered holder to create (or to enter into any agreement to create) any options, rights, interests or encumbrances in respect of any such interest;
- (b) he, she or it will place in escrow, with an escrow agent acceptable to the Stock Exchange, the Relevant Securities owned (or deemed interested) by him, her or it on terms acceptable to the Stock Exchange;
- (c) in the event that he, she or it pledges or charges any direct or indirect interest in the Relevant Securities under the GEM Listing Rules or pursuant to any right or waiver granted by the Stock Exchange pursuant to the GEM Listing Rules, he, she or it must inform the Company immediately thereafter, disclosing the details as specified in Rule 17.43(1) to (4) of the GEM Listing Rules; and
- (d) having pledged or charged any of his, her or its interests in the Relevant Securities under sub-paragraph (c) above, he, she or it must inform the Company immediately in the event that he, she or it becomes aware that the pledgee or chargee has disposed of or intends to dispose of such interest and of the number of the Relevant Securities affected.

In addition, each of Mr. Li Kin Shing, Ms. Kwok King Wa and Ms. Li Yin has undertaken to the Stock Exchange, the Company and the Sponsor not to dispose of (or enter into any agreement to dispose of) his or her direct interest in Ever Prosper during the period commencing on the date by reference to which disclosure of his or her shareholding in Ever Prosper is made in this prospectus and ending on the date which is 12 months from the Listing Date.

### ESCROW ARRANGEMENTS

Each of the Initial Management Shareholders has undertaken to the Company, the Sponsor, the Lead Manager (for itself and on behalf of the Underwriters) and the Stock Exchange that he/she/it shall place in escrow, with an escrow agent acceptable to the Stock Exchange, his/her/its Relevant Securities during the period commencing on the date by reference to which disclosure of his/her/its shareholding in the Group is made in this prospectus and ending on the date which is 12 months from the Listing Date on terms acceptable to the Stock Exchange.