

WAIVER FROM STRICT COMPLIANCE WITH THE GEM LISTING RULES

INVESTMENT OF HUAYI BROTHERS

According to Rule 12.11 of the GEM Listing Rules, there must be no dealing in the Shares by any of our core connected persons from the time of submission of the application for [REDACTED] until [REDACTED], unless otherwise permitted by the Stock Exchange.

Pursuant to the Supplemental Deed, subject to the compliance with the relevant laws and regulations and obtaining the written approval or consent from the Stock Exchange, Huayi Brothers has the right to, but may choose not to, subscribe, in connection with [REDACTED], at [REDACTED], for no more than [REDACTED] (including the additional Shares offered by our Company in connection with the exercise of [REDACTED]) subject to the conditions of the Supplemental Deed. Please refer to the section headed “History, Development and Reorganisation – Our [REDACTED] Investors – Special Rights of our [REDACTED] Investors” in this document for further information relating to the Amended Anti-Dilution Right of Huayi Brothers. As Huayi Brothers is a substantial shareholder of our Company, Huayi Brothers is therefore a core connected person of our Company.

An application has been made to the Stock Exchange for a waiver from strict compliance with Rule 12.11 of the GEM Listing Rules in relation to the exercise of the Amended Anti-Dilution Right of Huayi Brothers on the basis that (i) the allotment of [REDACTED] to Huayi Brothers in connection with the Amended Anti-Dilution Right of Huayi Brothers is necessary in order to give effect to the pre-existing contractual rights of Huayi Brothers under the Subscription and Shareholders Agreement as amended by the Supplemental Deed; (ii) the exercise of the Amended Anti-Dilution Right of Huayi Brothers will not result in the dilution of the shareholdings of the existing Shareholders, namely Mr. Alan Yip, Ms. Karin Wan, Mr. Jeff Ng and Ms. Liza Wang, who are our Controlling Shareholders, as well as Mr. Harry Wong, Mr. C.H. Chan, HGI Finanves and HGI Growth; and (iii) notwithstanding the exercise of the Amended Anti-Dilution Right of Huayi Brothers, our Company will satisfy the public float requirement under Rule 11.23 of the GEM Listing Rules. Such waiver [has been] granted by the Stock Exchange on the conditions that:

- (i) full disclosure of the Amended Anti-Dilution Right of Huayi Brothers, and the number of [REDACTED] to be subscribed by Huayi Brothers will be made in this document and the relevant allotment results announcement;
- (ii) details of the preferential allotment of shares to Huayi Brothers will be made in this document; and
- (iii) the subscription of [REDACTED] by Huayi Brothers will be conducted at the [REDACTED].

The above-mentioned waiver is applicable to Huayi Brothers’ potential full exercise of the Amended Anti-Dilution Right of Huayi Brothers as may be permitted under the applicable PRC laws and regulations at the time of exercise of the Amended Anti-Dilution Right of Huayi Brothers. As disclosed in the section headed “History, Development and Reorganisation – Compliance with the relevant PRC laws and regulations – 1997 Red-chip Guidance” in this document, since Huayi Brothers (our one and only Shareholder which is controlled by a PRC entity) is not our controlling Shareholder or our single largest Shareholder, we are not a PRC-funded offshore company and accordingly 1997 Red-chip Guidance does not apply to us. Currently, Huayi Brothers is our second largest Shareholder. Huayi Brothers and Cooper Global

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(our single largest Shareholder which is held as to 50% by each of Mr. Alan Yip and Ms. Karin Wan) will be interested in [REDACTED]% and [REDACTED]%, respectively, of our entire issued share capital upon the completion of [REDACTED] and the [REDACTED] (assuming that [REDACTED] is not exercised and without taking into account the Shares that may be allotted and issued upon exercise of options to be granted under the Share Option Scheme). In order to remain as our second largest Shareholder, Huayi Brothers will only be able to subscribe, in connection with [REDACTED], for Shares representing less than 0.57% of the issued share capital of our Company immediately following [REDACTED] and [REDACTED] (assuming that [REDACTED] is not exercised and without taking into account the Shares that may be allotted and issued upon exercise of options to be granted under the Share Option Scheme) in case it exercises the Amended Anti-Dilution Right of Huayi Brothers.