
HISTORY, REORGANISATION AND DEVELOPMENT

OVERVIEW

Our history can be traced back to 1979 when Ms. Chan and other Independent Third Parties founded PTHK in June 1979. After a series of transfers and issues of shares, Mr. SK Yuen and Ms. Chan together held a controlling interest of PTHK in May 1986. Worldwide Package was incorporated in July 1985 by two sisters of Ms. Chan, who transferred their shares to Mr. SK Yuen and Ms. Chan in December 1985. More information on the shareholding changes in PTHK and Worldwide Package are set out in “— Our corporate history” below.

After nearly four decades of business operations, we have become one of the long-established and well-known travel agents in Hong Kong. Our major business is provision of outbound package tours with particular focus in Japan bound tours. We also offer other travel products and services to our customers including FIT products and other ancillary travel related products and services.

Set forth is a chronological overview of the key business milestones of our Group:

BUSINESS MILESTONES

<u>Date</u>	<u>Major development and achievement</u>
June 1979	PTHK was incorporated
July 1985	Worldwide Package was incorporated
March 1993	We opened our first branch in Tsim Sha Tsui
July 1993	Worldwide Package became the appointed agent of PTHK
June 1998	We opened our second branch in Causeway Bay
October 2000	We opened our third branch in Mongkok
February 2001	We opened our fourth branch in Shatin
April 2011	We received a plaque of appreciation from Japan National Tourist Organisation
November 2012	We received a letter of appreciation from Niigata Prefecture of Japan
December 2012	We received a letter of appreciation from Aomori Prefecture of Japan
2001 – 2015	We received Top Agent Award granted by Cathay Pacific Airways every year from 2001 to 2015

HISTORY, REORGANISATION AND DEVELOPMENT

OUR CORPORATE HISTORY

Our Group consists of our Company, WWPKG Management, PTHK and Worldwide Package. Particulars of each Group member are set out below.

Our Company

Our Company was incorporated in the Cayman Islands on 8 June 2016 as an exempted company with limited liability under the Companies Law in anticipation of the Listing. Upon incorporation, the authorised share capital of our Company was HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. One subscriber Share was allotted and issued as fully paid to the first subscriber, an Independent Third Party on 8 June 2016, which was subsequently transferred to WWPKG Investment on 8 June 2016 at par. As at the Latest Practicable Date, our issued Shares were wholly owned by WWPKG Investment.

WWPKG Management

WWPKG Management was incorporated in the BVI with limited liability on 10 June 2016 to serve as an intermediate offshore holding company for holding interests of our operating subsidiaries as part of our Reorganisation. Upon its incorporation, one share was allotted and issued as fully paid to our Company. After the aforesaid allotment and issue of share, WWPKG Management became the direct wholly-owned subsidiary of our Company.

PTHK

PTHK was incorporated with limited liability in Hong Kong on 1 June 1979. Its business includes the provision of package tours services.

Upon its incorporation, one subscriber share was allotted and issued as fully paid at par to each of two Independent Third Parties. On 8 June 1979, a total of 1,198 shares were allotted and issued as fully paid at par to Ms. Chan and three Independent Third Parties, following which PTHK became owned as to 20% by Ms. Chan and 80% by five Independent Third Parties.

On 28 November 1981, a total of 1,800 of shares were allotted and issued as fully paid at par to two Independent Third Parties, Ms. Chan and a company that was owned as to approximately 83.3% by four Independent Third Parties and as to approximately 16.7% by Mr. SK Yuen. Following such issues of shares, PTHK was owned as to 37% by the aforesaid company of which Mr. SK Yuen was a shareholder, 15% by Ms. Chan and 48% by four Independent Third Parties.

Subsequently and prior to the Track Record Period, there were certain transfers of shares among the shareholders and issue and allotment of new shares to Mr. SK Yuen and Ms. Chan, all of which were transacted at par value. Throughout the Track Record Period and immediately prior to the Reorganisation, PTHK was owned as to 51.0% by Ms. Chan, 47.53% by Mr. SK Yuen and 1.47% by four Independent Third Parties.

HISTORY, REORGANISATION AND DEVELOPMENT

Worldwide Package

Worldwide Package was incorporated with limited liability in Hong Kong on 19 July 1985. Its business includes the sales of package tours, FIT products and ancillary travel related products and services.

Upon its incorporation, one subscriber share was allotted and issued as fully paid at par to each of Ms. Chan Suk Hang and Ms. Chan Suk Ching, both of whom are sisters of Ms. Chan. On 15 December 1985, Ms. Chan Suk Hang transferred one share to Mr. SK Yuen and Ms. Chan Suk Ching transferred one share to Ms. Chan respectively at par. On the same day, an additional 1,799 shares and 1,199 shares were allotted and issued to Mr. SK Yuen and Ms. Chan respectively at par. Mr. SK Yuen and Ms. Chan then became the shareholders of Worldwide Package. Since then and until 27 December 2007, Worldwide Package was owned as to 60% by Mr. SK Yuen and 40% by Ms. Chan.

On 28 December 2007, Mr. SK Yuen transferred 5,000 shares and 2,500 shares to Ms. Chan and Mr. CN Yuen respectively at par. Thereafter, Mr. SK Yuen ceased to be a shareholder of Worldwide Package, and Worldwide Package became owned as to 80% by Ms. Chan and 20% by Mr. CN Yuen.

On 1 June 2010, an additional 2,500 shares were allotted and issued to Ms. Chan at par. Following such issue of shares and throughout the Track Record Period, Worldwide Package was owned as to approximately 83.33% by Ms. Chan and as to approximately 16.67% by Mr. CN Yuen.

As at the date of this prospectus, all the relevant regulatory approvals necessary in effecting the Reorganisation in Hong Kong have been obtained, including, inter alia, the approvals and/or acknowledgement from the TIC, TAR and Hong Kong Association of China Travel Organisers in relation to changes of ownership in PTHK and Worldwide Package.

REORGANISATION

Prior to the Reorganisation, PTHK was held by Ms. Chan, Mr. SK Yuen and four Independent Third Parties as to 51.0%, 47.53% and 1.47% respectively. Worldwide Package was held by Ms. Chan and Mr. CN Yuen as to approximately 83.33% and 16.67% respectively.

Our Group underwent the Reorganisation in preparation for the Listing, which involved the following steps:

(A) Acquisition of certain minority interests in PTHK

- (i) On 12 May 2016, a minority shareholder, who is an Independent Third Party (as vendor) and Ms. Chan (as purchaser) entered into a sale and purchase agreement, pursuant to which Ms. Chan acquired 180 shares in PTHK from the minority shareholder at the consideration of HK\$72,000. The consideration was negotiated on arm's length basis and based on approximately five times of PTHK's net profit for the financial year ended 31 March 2015. After the acquisition, Ms. Chan held 51,180 shares in PTHK, representing 51.18% of the issued share capital of PTHK.

HISTORY, REORGANISATION AND DEVELOPMENT

(B) Incorporation of offshore holding companies

- (i) WWPKG Investment was incorporated in the BVI with limited liability on 7 June 2016. The authorised share capital of WWPKG Investment is US\$50,000 divided into 50,000 shares of US\$1.00 each, of which 6,802 shares, 2,342 shares and 856 shares were allotted and issued as fully paid to Ms. Chan, Mr. SK Yuen and Mr. CN Yuen respectively on incorporation, representing 68.02%, 23.42% and 8.56% of the issued share capital of WWPKG Investment respectively. As set out in more detail in “Relationship with our Controlling Shareholders — Our Controlling Shareholders”, Ms. Chan, Mr. SK Yuen and Mr. CN Yuen are our Controlling Shareholders upon Listing.
- (ii) Our Company was incorporated in the Cayman Islands on 8 June 2016 with limited liability as an exempted company under the Companies Law. Upon incorporation, the authorised share capital of our Company was HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each. One subscriber share was allotted and issued as fully paid to the first subscriber, an Independent Third Party on 8 June 2016, which was subsequently transferred to WWPKG Investment on the same date at par.
- (iii) WWPKG Management was incorporated in the BVI with limited liability on 10 June 2016. The authorised share capital of WWPKG Management is US\$50,000 divided into 50,000 shares of US\$1.00 each. Upon its incorporation, one share was allotted and issued as fully paid to our Company. After the aforesaid allotment and issue of share, WWPKG Management became the direct wholly-owned subsidiary of our Company.

(C) Acquisition of PTHK and Worldwide Package by WWPKG Management

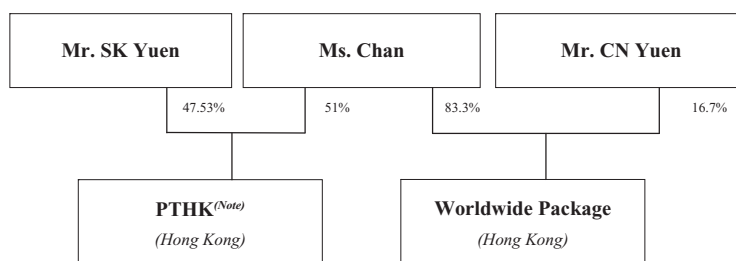
- (i) On 5 July 2016, Ms. Chan and Mr. SK Yuen (as vendors), WWPKG Management (as purchaser) and our Company entered into a sale and purchase agreement, pursuant to which WWPKG Management acquired 51,180 shares and 47,530 shares in PTHK, being 51.18% and 47.53% of its then entire issued share capital, from Ms. Chan and Mr. SK Yuen respectively. The consideration for the aforesaid acquisition was satisfied by WWPKG Management procuring our Company to allot and issue, at the direction of Ms. Chan and Mr. SK Yuen, 2,521 Shares and 2,342 Shares to WWPKG Investment credited as fully paid. After the aforesaid acquisition, PTHK became owned as to 98,710 shares by WWPKG Management and 1,290 shares by three Independent Third Parties, representing 98.71% and 1.29% of the issued share capital of PTHK respectively.
- (ii) On 5 July 2016, Ms. Chan and Mr. CN Yuen (as vendors), WWPKG Management (as purchaser) and our Company entered into a sale and purchase agreement, pursuant to which WWPKG Management acquired 12,500 shares and 2,500 shares in Worldwide Package, being its then entire issued share capital, from Ms. Chan and Mr. CN Yuen respectively. The consideration for the aforesaid acquisition was satisfied by WWPKG Management procuring our Company to allot and issue, at the direction of Ms. Chan and Mr. CN Yuen, 4,280 Shares and 856 Shares to WWPKG Investment credited as fully paid. After the aforesaid acquisition, Worldwide Package became a wholly-owned subsidiary of WWPKG Management.

HISTORY, REORGANISATION AND DEVELOPMENT

(D) Increase in authorised share capital of our Company

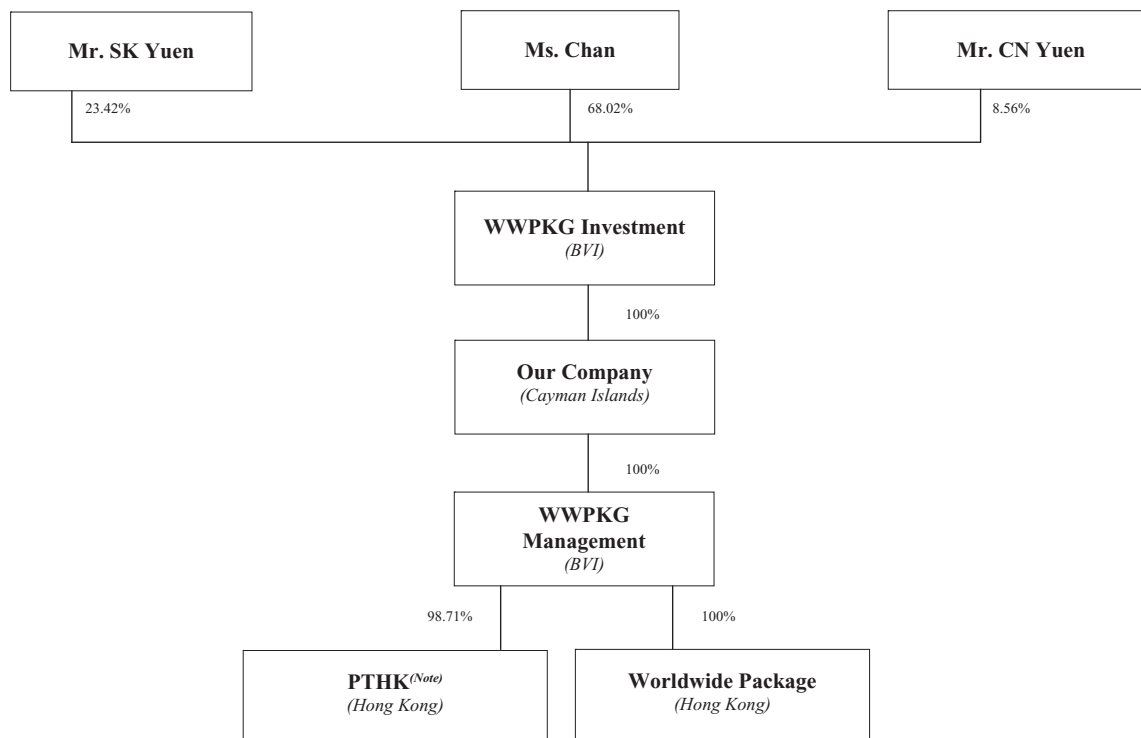
Pursuant to the written resolutions of our Shareholder passed on 16 December 2016, the authorised share capital of our Company was increased from HK\$380,000 of 38,000,000 Shares to HK\$100,000,000 of 10,000,000,000 Shares by creation of additional 9,962,000,000 Shares.

Set out below is a diagram showing the shareholding and corporate structure of our Group immediately before the Reorganisation:



Note: The remaining 1.47% shareholding was owned by Mr. Law Bing Cheuk, Mr. Tse Kai Kit Joseph, Mr. Wong Chi Kin Raymond and Mr. Lin Tsu Chan, each an Independent Third Party.

The following diagram shows the shareholding and corporate structure of our Group immediately after completion of the Reorganisation but before completion of the Capitalisation Issue and the Share Offer:



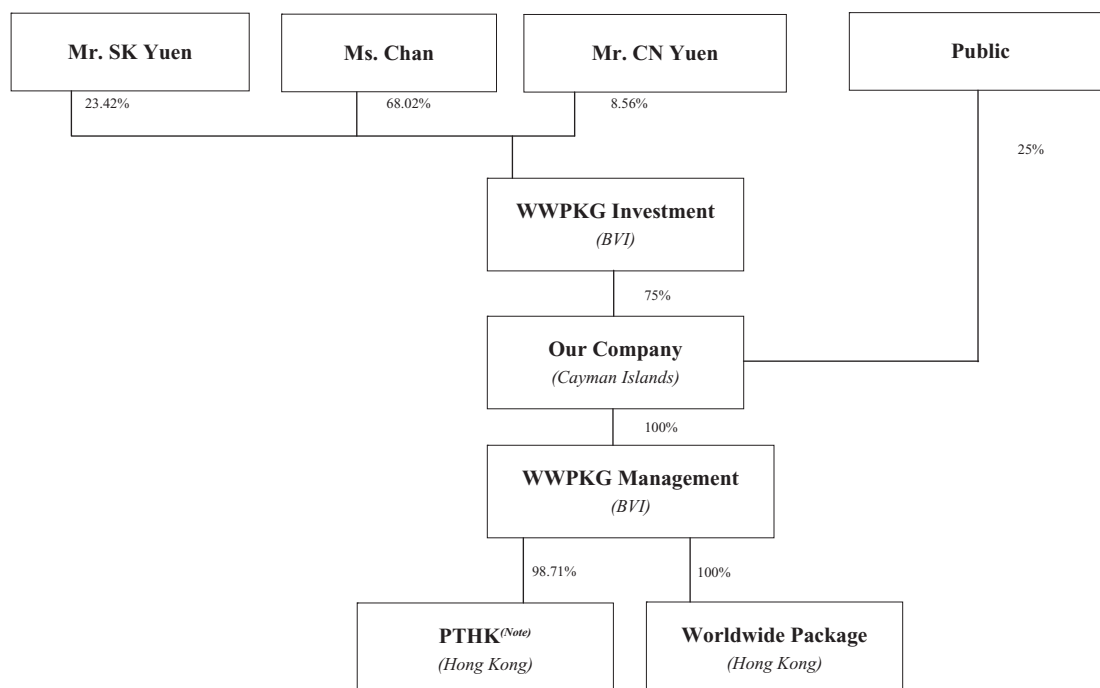
Note: The remaining 1.29% shareholding is owned by Mr. Law Bing Cheuk, Mr. Tse Kai Kit Joseph and Mr. Wong Chi Kin Raymond, each an Independent Third Party.

HISTORY, REORGANISATION AND DEVELOPMENT

CAPITALISATION ISSUE AND SHARE OFFER

Conditional upon the share premium account of our Company being credited with the proceeds from the Share Offer, HK\$2,999,900 will be capitalised and applied in paying up in full at par 299,990,000 Shares to be allotted and issued to WWPKG Investment, being the existing Shareholder, before Listing.

The following diagram illustrates the shareholding and corporate structure of our Group immediately following the completion of the Capitalisation Issue and the Share Offer (without taking into account any Shares which may be allotted and issued pursuant to the exercise of any options that may be granted under the Share Option Scheme):



Note: The remaining 1.29% shareholding is owned by Mr. Law Bing Cheuk, Mr. Tse Kai Kit Joseph and Mr. Wong Chi Kin Raymond, each an Independent Third Party.