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## CORNERSTONE INVESTORS

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### THE CORNERSTONE INVESTMENTS

We have entered into cornerstone investment agreements with two corporate investors described below (the “**Cornerstone Investors**”, each a “**Cornerstone Investor**”), pursuant to which the Cornerstone Investors in aggregate have agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an amount as disclosed below at the Offer Price (the “**Cornerstone Placing**”). Assuming an Offer Price of HK\$2.96 (being the low-end of the indicative Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be approximately 15,045,000, representing approximately (i) 3.0% of the shares in issue upon the completion of the Capitalization Issue and the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 2.9% of the shares in issue upon the completion of the Capitalization Issue and the Global Offering, assuming full exercise of the Over-allotment Option. Assuming an Offer Price of HK\$3.59 (being the high-end of the indicative Offer Price range stated in this prospectus), the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be approximately 12,404,000, representing approximately (i) 2.5% of the shares in issue upon the completion of the Capitalization Issue and the Global Offering, assuming no exercise of the Over-allotment Option; or (ii) 2.4% of the shares in issue upon the completion of the Capitalization Issue and the Global Offering, assuming full exercise of the Over-allotment Option. The Cornerstone Investors are expected to pay the consideration for the Offer Shares respectively subscribed for on December 18, 2013.

To the best knowledge of the Company, each of the Cornerstone Investors is an independent third party, independent of each other, not our connected person, and not an existing shareholder of the Company. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investors will be disclosed in the allotment results announcement to be issued by the Company on or around December 18, 2013.

The Cornerstone Placing forms part of the International Placing. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Offer Shares in issue and will be counted towards the public float of the Company. None of the Cornerstone Investors will subscribe for any Offer Shares under the Global Offering (other than and pursuant to the respective cornerstone investment agreements). Immediately following the completion of the Global Offering, none of the Cornerstone Investors will have any board representation in our Company, nor will any of the Cornerstone Investors become a substantial shareholder (as defined under the Listing Rules) of our Company. The Offer Shares to be subscribed for by the Cornerstone Investors will not be affected by any reallocation of the Offer shares between the International Placing and the Hong Kong Public Offering described in “Structure of the Global Offering—The Hong Kong Public Offering”.

### CORNERSTONE INVESTORS

We have entered into cornerstone investment agreements with each of the following Cornerstone Investors in respect of the Cornerstone Placing:

#### **TIS Inc.**

TIS Inc. has agreed to (or through its subsidiary) subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of ¥500 million at the Offer Price (inclusive of brokerage of 1%, SFC transaction

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levy of 0.003% and Stock Exchange trading fee of 0.005%). For illustrative purposes only, based on the rate of ¥1,000: HK\$75.83 on the Latest Practicable Date at the Offer Price of HK\$2.96 and HK\$3.59 (being the low-end and the high-end of the Offer Price range, respectively), the number of Shares that TIS Inc. will subscribe for will be approximately 12,681,000 Shares and 10,455,000 Shares, respectively, representing approximately 2.5% and 2.1% of the issued share capital of the Company upon completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised). The actual exchange rate from Japanese yen to Hong Kong dollars on the Price Determination Date will be used to determine the number of Shares that TIS Inc. will subscribe for.

TIS Inc. is a company incorporated in Japan and is ultimately controlled by IT Holdings Corporation. The principal activities of TIS Inc. are system development and integration, IT solution services such as data center and cloud computing, and IT consulting services. IT Holdings Corporation is a company incorporated in Japan and is listed on the TSE with stock code 3626. IT Holdings Corporation is in the information and communication business.

We have entered into a business alliance agreement with TIS Inc. pursuant to which we have agreed to work together to explore potential future business opportunities in relation to settlement services in Japan and overseas. The salient terms of the business alliance agreement with TIS Inc. are set out below:

Date	:	December 2, 2013
Term	:	Two years from December 2, 2013
Summary of alliance	:	The Company and TIS Inc. shall discuss strengthening the business alliance between them as to the settlement business in Japan and overseas by formulating and implementing strategies to utilize the businesses, customers and services and other assets possessed by the parties and to attract new customers and increase the usage of credit cards by merchant customers and consumers. The Company and TIS Inc. agreed to consider plans for joint investments and acquisitions if desirable for the purposes of furthering their business alliance.

The Company shall in good faith use its best commercially reasonable efforts to involve TIS Inc. in the business planning of its systems development and introduce TIS Inc. to Shareholders known by it, customers and business partners if there is an identified need by such party for services in relation to systems development, maintenance operation, data centers and other information systems.

The Company shall in good faith use its best commercially reasonable efforts to introduce and promote the products and services of TIS Inc. to Shareholders known by it, customers and business partners and for such purpose, the Company and TIS Inc. shall also consider entering into a sales agency agreement with respect to the products and services of TIS Inc.

The Company and TIS Inc. shall hold meetings on a regular basis to discuss matters concerning the business alliance.

**Dentsu Digital Investment Limited Partnership (“Dentsu Partnership”)**

Dentsu Partnership has agreed to (or through its subsidiary) subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased with an aggregate amount of HK\$7 million at the Offer Price (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). It is expected that at the Offer Price of HK\$2.96 and HK\$3.59 (being the low-end and the high-end of the Offer Price range, respectively), the number of Shares that Dentsu Partnership will subscribe for will be approximately 2,364,000 Shares and 1,949,000 Shares, respectively, representing approximately 0.5% and 0.4% of the issued share capital of the Company upon completion of the Capitalization Issue and the Global Offering (assuming that the Over-allotment Option is not exercised).

Dentsu Partnership is an investment limited partnership formed under the laws of Japan. Its principal activity is investment holding. Dentsu Partnership is ultimately controlled by Dentsu Inc., a company incorporated in Japan and listed on the TSE with stock code 4324. Dentsu Inc. is in the advertising and public relations business.

**Conditions Precedent**

The subscription obligation of each Cornerstone Investor is subject to, among other things, the following conditions precedent (i) the Hong Kong Underwriting Agreement and the International Underwriting Agreement having been entered into and having become unconditional (in accordance with their respective original terms or as subsequently varied by agreement of the parties thereto) and not having been terminated; and (ii) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering and such approval or permission not having been revoked.

**Restrictions on the Cornerstone Investors’ Investment**

Each of the Cornerstone Investors has agreed that, without the prior written consent of the Company and Sole Global Coordinator, it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date (“**Cornerstone Lock-up Period**”), dispose of (as defined in the relevant cornerstone investment agreement) any of the Shares or any interest in any company or entity holding any of the relevant Shares, other than in certain limited circumstances such as transfers to any wholly-owned subsidiary of such Cornerstone Investor provided that, among others, such wholly-owned subsidiary undertakes to, and the Cornerstone Investor undertakes to procure that such subsidiary will, abide by the terms and restrictions imposed on the Cornerstone Investor.