

## 1. FURTHER INFORMATION ABOUT OUR COMPANY

### A. Establishment

The predecessor of our Company, Fuguiniao Shoes Development Co., Ltd. Shishi (石獅市富貴鳥鞋業發展有限公司), was a limited liability company established on 20 November 1995 in the PRC, and on 28 July 2011, its name was changed to Fuguiniao (China) Co., Ltd. (富貴鳥(中國)有限公司). On 29 June 2012, the promoters of our Company approved the conversion of our predecessor from a limited liability company to a joint stock limited liability company, and on 29 June 2012, we registered with the Administration of Industry and Commerce of Fujian Province for such conversion and the change of our name to Fuguiniao Co., Ltd. (富貴鳥股份有限公司).

Our Company has obtained a certificate of registration of non-Hong Kong Company under Part XI of the Companies Ordinance issued on 22 October 2013, with a principal place of business at Room 1002, 10/F Harbour Crystal Centre, 100 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong. Ms. Lam Nga Sze (林雅絲), whose correspondence address is Room 1002, 10/F Harbour Crystal Centre, 100 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong, has been appointed as our Company's agent for the acceptance of service of process in Hong Kong. As our Company is established in the PRC, its corporate structure and the Articles of Association are subject to the relevant laws and regulations of the PRC. Summaries of the principal legal and regulatory provisions of the PRC and the Articles of Association are set out in Appendices V and VI to this prospectus.

### B. Change in share capital

Our predecessor was established on 20 November 1995 with a registered capital of HK\$7,000,000, which has been fully paid up. The registered capital of our predecessor was subsequently increased to US\$38,390,000, all of which had been fully paid up. At the time of our establishment as a joint stock limited liability company, our initial registered share capital was RMB400,000,000 divided into 400,000,000 Shares of nominal value of RMB1.00 each, all of which were fully paid up.

Upon completion of the Global Offering, but without taking into account any H Shares which may be issued by our Company pursuant to the Over-allotment Option, our registered share capital will increase to RMB533,340,000, made up of 48,800,000 Domestic Shares, 351,200,000 H Shares converted from Unlisted Foreign-invested Shares and 133,340,000 H Shares issued under the Global Offering, representing approximately 9.15%, 65.85% and 25.00% of the registered share capital, respectively (assuming the Over-allotment Option is not exercised). Save as aforesaid, there has been no alteration in our share capital since our establishment.

**C. Resolutions of the extraordinary Shareholders' meeting in relation to the Global Offering**

On 12 May 2013 and 31 October 2013, the Shareholders approved, among other things, the following resolutions and matters:

- (a) the issue by our Company of H Shares of nominal value of RMB1.00 each up to 133,340,000 H Shares in total (without taking into account the H Shares which may be issued upon the exercise of the Over-allotment Option) and such H Shares be listed on the Stock Exchange, and the issue price of the H Shares will be decided upon completion of the bookbuilding process for the Listing;
- (b) subject to the completion of the Global Offering, the Articles of Association has been approved and adopted, which shall only become effective on the Listing Date; and
- (c) authorising the Board to handle all relevant matters relating to, among other things, the implementation of issue of H Shares and the Listing.

**D. Our Reorganisation**

We underwent the Reorganisation, details of which are set out in the section headed "History and Corporate Structure" in this prospectus. As confirmed by Zhong Lun Law Firm, our PRC legal adviser, we have obtained all necessary approvals from relevant PRC regulatory authorities required for the implementation of the Reorganisation. These approvals include approvals from the relevant local counterparts of MOFCOM, and registration with the relevant local counterparts of SAIC and SAFE.

**2. FURTHER INFORMATION ABOUT OUR SUBSIDIARIES****A. Principal subsidiaries**

Our principal subsidiaries (for the purpose of the Listing Rules) are listed in the section headed "History and Corporate Structure" and Note 1 to Section B of the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

**B. Changes in the share capital of our subsidiaries**

The following alterations in the registered capital of our principal subsidiaries have taken place within the two years preceding the date of this prospectus:

***Hong Kong Fuguiniao***

On 12 January 2012, Hong Kong Fuguiniao, a direct wholly-owned subsidiary of our Company, was incorporated as a limited liability company in Hong Kong.

On 12 January 2012, 27,000,000 shares of RMB1.00 each in Hong Kong Fuguiniao were allotted and issued, credited as fully paid, to our Company for a consideration of RMB27,000,000.

***Fuguiniao Sales***

On 8 March 2013, Fuguiniao Sales, a direct wholly-owned subsidiary of our Company, was established as a limited liability company in the PRC, with registered capital of RMB50 million.

### 3. FURTHER INFORMATION ABOUT THE BUSINESS

#### A. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by our Company or any of our subsidiaries within the two years preceding the date of this prospectus and are or may be material:











- (a) a property transfer agreement in Chinese dated 1 January 2012 entered into between Shishi Fuguiniao and our Company, pursuant to which Shishi Fuguiniao agreed to transfer certain properties to our Company for an aggregated consideration of RMB110,355,386.35;
- (b) an equity transfer agreement in Chinese dated 13 February 2012 entered into between our Company and Shishi Fuguiniao, pursuant to which our Company transferred the entire equity interest in Quanzhou Fuguiniao to Shishi Fuguiniao for a consideration of RMB5,000,000;
- (c) an equity transfer agreement in Chinese dated 1 April 2012 entered into among our Company, Hong Kong Fuguiniao and Fuguiniao Holdco, pursuant to which each of our Company and Hong Kong Fuguiniao acquired 75% and 25% of the equity interest in Fujian Fuguiniao from Fuguiniao Holdco, for a consideration of RMB23,528,497.92 and RMB7,842,832.64, respectively;
- (d) an instrument of transfer dated 19 April 2012 entered into between Hong Kong Fuguiniao and Fuguiniao Holdco, pursuant to which Fuguiniao Holdco transferred the entire issued share capital of Hong Kong Anywalk to Hong Kong Fuguiniao for a consideration of HK\$10,000;
- (e) an assignment dated 10 May 2012 entered into between Fuguiniao Holdco and Hong Kong Fuguiniao, pursuant to which Fuguiniao Holdco agreed to assign certain property to Hong Kong Fuguiniao for a consideration of HK\$8,000,000;
- (f) a property transfer agreement in Chinese dated 28 October 2013 entered into between our Company and Shishi Fuguiniao, pursuant to which our Company agreed to transfer certain properties to Shishi Fuguiniao for an aggregated consideration of RMB107,000,000;
- (g) a property transfer agreement in Chinese dated 28 October 2013 entered into between our Company and Shishi Fuguiniao, pursuant to which our Company agreed to transfer certain properties to Shishi Fuguiniao for an aggregated consideration of RMB109,000,000;
- (h) the Deed of Non-competition;
- (i) the Deed of Indemnity;
- (j) a cornerstone investment agreement dated 5 December 2013, entered by and among our Company, Haidian-Creation International Limited, China Haidian Holdings Limited and the Joint Bookrunners pursuant to which Haidian-Creation International Limited agreed to subscribe for our H Shares at the Offer Price in the amount of the Hong Kong dollar equivalent of US\$15.0 million;

- (k) a cornerstone investment agreement dated 5 December 2013, entered by and among our Company, Zhejiang Haining Jiahui Investment Partnership (Limited Partnership) (浙江海寧嘉慧投資合夥企業(有限合夥)) (“**Jiahui Investment**”), Zhejiang Haode Jiahui Investment Management Co., Ltd. (浙江昊德嘉慧投資管理有限公司) and the Joint Bookrunners pursuant to which Jiahui Investment agreed to subscribe for such number of H Shares that may be purchased with Hong Kong dollar equivalent of US\$30.0 million at the Offer Price but subject to a maximum of such number of H Shares which shall represent 4.99% of the total issued share capital of our Company immediately after the completion of the Global Offering (assuming the Over-allotment Option is not exercised); and
- (l) the Hong Kong Underwriting Agreement.

## B. Our intellectual property rights












### (a) Trademarks

As at the Latest Practicable Date, we have registered 194 trademarks in the PRC and the following trademarks which, in the opinion of our Directors, are material to our business:

No.	Trademark	Place of registration	Class	Registration number	Expiry date
1		PRC	18	1353099	13 January 2020
2		PRC	18	1094256	6 September 2017
3		PRC	25	3069430	20 February 2014
4		PRC	25	4838745	20 August 2019
5		PRC	25	4838747	20 August 2019
6		PRC	18	10274785	13 February 2023
7		PRC	25	10274915	6 May 2023
8		PRC	30	1426645	27 July 2020
9		PRC	25	3650563	20 February 2016
10		PRC	25	3650564	27 May 2016


**APPENDIX VII**
**STATUTORY AND GENERAL INFORMATION**

As at the Latest Practicable Date, we have registered 72 trademarks in countries and regions outside the PRC and the following trademarks which, in the opinion of our Directors, are material to our business:



No.	Trademark	Place of registration	Class	Registration number	Expiry date
1		German, Russia, France, Italy	25	647390	5 November 2015
2		German, Russia, France, Italy	25	647391	5 November 2015
3		Madrid Agreement	25	729403	23 February 2020
4		England	25	2469678	16 October 2017
5		Singapore	25	T0720800J	16 October 2017
6		Hong Kong	25	301467432	5 November 2019
7		Hong Kong	25	301467441	5 November 2019
8		Hong Kong	25	301467450	5 November 2019
9		Hong Kong	25	301467469	5 November 2019
10		Hong Kong	18 and 25	301565758	17 March 2020
11		Hong Kong	18 and 25	301565767	17 March 2020
12		European Union	18 and 25	009272253	26 July 2020
13		England	25	2557109	30 August 2020
14		Hong Kong	18 and 25	301565785	17 March 2020
15		European Union	18 and 25	009272329	26 July 2020
16		England	25	2557108	30 August 2020
17		Hong Kong	18 and 25	301565794	17 March 2020

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No.	Trademark	Place of registration	Class	Registration number	Expiry date
18	<i>AnyWalk</i>	European Union	18 and 25	009272188	26 July 2020
19		England	25	2557110	30 August 2020
20		Hong Kong	18 and 25	301565811	17 March 2020
21	安尼沃克	Hong Kong	18 and 25	301565802	17 March 2020
22		Hong Kong	18 and 25	301565839	17 March 2020
23		Hong Kong	18 and 25	301565857	17 March 2020
24		Hong Kong	18 and 25	301980027	19 July 2021
25		Hong Kong	18 and 25	301980036	19 July 2021
26		Hong Kong	18 and 25	301980045	19 July 2021
27	ENALENA	Italy	25	TO2009 C003193	21 September 2012
28		Italy	25	TO2009 C003112	21 September 2012
29		Taiwan	25	943999	31 May 2021
30	SABRINA	Russia	25	240399	27 November 2021
31		Taiwan	25	1400553	15 March 2020
32		Hong Kong	18	200016672	7 March 2017
33		Hong Kong	25	200016673	7 March 2017
34	安尼沃克	Macau	25	N/051066	29 December 2017
35		Macau	18	N/051067	29 December 2017
36		Taiwan	25	01451961	31 January 2021
37		Taiwan	18	01451969	31 January 2021
38		Philippines	18 and 25	4-2010- 501246	23 August 2020
39		Singapore	25	T1010583G	17 August 2020
40	Singapore	18	T1010582I	17 August 2020	

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No.	Trademark	Place of registration	Class	Registration number	Expiry date
41	<i>AnyWalk</i>	Macau	25	N/051075	29 December 2017
42		Macau	18	N/051076	29 December 2017
43		Taiwan	25	01451960	31 January 2021
44		Taiwan	18	01451768	31 January 2021
45		Russia	18	441392	17 August 2020
			and		
			25		
46		Singapore	25	T1010573Z	17 August 2020
47		Singapore	18	T1010572A	17 August 2020
48		Macau	25	N/051072	29 December 2017
49		Macau	18	N/051073	29 December 2017
50		Taiwan	25	01451963	31 January 2021
51		Taiwan	18	01451771	31 January 2021
52		Philippines	18	4-2010-	23 August 2020
				and	501247
			25		
53		Russia	18.25	441391	17 August 2020
54		Singapore	25	T1010580B	17 August 2020
55		Singapore	18	T1010578J	17 August 2020
56		Macau	25	N/051069	29 December 2017
57		Macau	18	N/051070	29 December 2017
58		Taiwan	25	01451962	31 January 2021
59		Taiwan	18	01451770	31 January 2021
60		Philippines	18	4-2010-	23 August 2020
				and	501248
			25		
61		Russia	18	441393	17 August 2020
			and		
			25		
62		Singapore	25	T1010576D	17 August 2020
63		Singapore	18	T1010575F	17 August 2020

As at the Latest Practicable Date, 77 applications have been made for the registration of trademarks both in and outside the PRC and the following trademark applications which, in the opinion of our Directors, are material to our business:

No.	Trademark	Place of Application	Class	Application number	Application date
1		PRC	25	9971587	16 September 2011
2					
3		PRC	18	9993665	22 September 2011
4		PRC	25	9999758	23 September 2011
5		PRC	18	10007212	26 September 2011
6		PRC	25	10007620	26 September 2011



No.	Trademark	Place of Application	Class	Application number	Application date
7		PRC	18	10274753	6 December 2011
8	 富贵鸟 FU GUI NIAO	PRC	25	10274902	6 December 2011
9		PRC	18	10274773	6 December 2011
10	 富贵鸟 FU GUI NIAO	PRC	25	10274910	6 December 2011
11		PRC	25	10278060	7 December 2011
12	富贵鸟	PRC	18	10274825	6 December 2011
13		PRC	18	10274846	6 December 2011
14		PRC	25	10278077	7 December 2011
15	FU GUI NIAO	PRC	25	10278095	7 December 2011
16		PRC	25	10767769	13 April 2012
17	 FUGUINIAO 富贵鸟	PRC	25	10813706	13 April 2012
18	 FUGUINIAO 富贵鸟	PRC	25	10813727	13 April 2012
19		PRC	18	7951036	28 December 2009
20		PRC	18	7951015	28 December 2009
21	 ANIVOK	PRC	25	7954172	29 December 2009
22		PRC	25	7954176	29 December 2009
23	 FUGUINIAO CLASSIC 富贵鸟	PRC	25	11289419	1 August 2012
24		PRC	18	11478984	11 September 2012
25		PRC	25	11483323	12 September 2012
26	FUGUINIAO	PRC	18	11478959	11 September 2012
27	FUGUINIAO	PRC	25	11483286	12 September 2012
28		PRC	18	11478708	11 September 2012
29		PRC	25	11483193	12 September 2012
30		PRC	25	11483482	12 September 2012
		PRC	18	9993878	22 September 2011
31		Hong Kong	18 and 25	302602791	9 May 2013
32	FUGUINIAO	Hong Kong	18 and 25	302602782	9 May 2013



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No.	Trademark	Place of Application	Class	Application number	Application date
33		Hong Kong	18 and 25	302602818	9 May 2013
34		Hong Kong	18 and 25	302602809	9 May 2013
35		Hong Kong	18 and 25	302602755	9 May 2013
36		Hong Kong	18 and 25	302602773	9 May 2013
37		Hong Kong	18 and 25	302602746	9 May 2013
38		Hong Kong	18 and 25	302602737	9 May 2013
39		Hong Kong	18 and 25	302602700	9 May 2013
40		Hong Kong	18 and 25	302602764	9 May 2013

**(b) Patents**

As at the Latest Practicable Date, we are the registered owner of the following patents which, in the opinion of our Directors, are material to our business:

Patent	Patent number	Place of Registration	Expiration Date
A type of shoes* (一種鞋子) . . . . .	201120020652.3	PRC	21 January 2021
A type of shoes* (一種鞋子) . . . . .	201120020672.0	PRC	21 January 2021
A type of boots* (一種靴子) . . . . .	201120020974.8	PRC	21 January 2021
A type of boots* (一種靴子) . . . . .	201120020959.3	PRC	21 January 2021
A type of boots* (一種靴子) . . . . .	201120021072.6	PRC	21 January 2021
A type of shoes* (一種鞋子) . . . . .	201120020961.0	PRC	21 January 2021
A type of shoes* (一種鞋子) . . . . .	201120020971.4	PRC	21 January 2021
A type of boots* (一種靴子) . . . . .	201120020964.4	PRC	21 January 2021

Patent	Patent number	Place of Registration	Expiration Date
A type of leather shoes for massage* (一種按摩皮鞋) . . . . .	200820103369.5	PRC	11 August 2018
A type of shoes for health care* (一種保健鞋) . . . . .	200820103373.1	PRC	11 August 2018
A type of leather shoes for magnet therapy* (一種磁療皮鞋) . . . . .	200820103371.2	PRC	11 August 2018
A type of shoes with inseam (一種內縫線成型鞋) . . . . .	200920183452.2	PRC	27 October 2019
A novel type of non-skip shoes* (一種新型防滑鞋).	200920181220.3	PRC	8 November 2019
A novel type of vein shoe-pad* (一種新型脈絡鞋墊).	200920181692.9	PRC	14 December 2019
A type of elastic leather shoes* (一種彈性皮鞋) . .	200820103370.8	PRC	11 August 2018
A type of non-skip shoes* (一種防滑鞋) . . . . .	200820103372.7	PRC	11 August 2018
A type of environmental shoes with inseam* (一種環保縫線鞋) . . . . .	200920181218.6	PRC	8 November 2019
A novel type of casual shoes (一種新型休閒鞋) .	200920181219.0	PRC	8 November 2019
A novel type of casual hiking shoes* (一種新型登山休閒鞋) . . .	200920181221.8	PRC	8 November 2019
A novel type of vein function shoes* (一種新型脈絡功能鞋) . . .	200920181693.3	PRC	14 December 2019
A type of shoes* (一種鞋子) . . . . .	201120389122.6	PRC	12 October 2021
A type of shoes* (一種鞋子) . . . . .	201120552689.0	PRC	26 December 2021
A type of shoes* (一種鞋子) . . . . .	201120552702.2	PRC	26 December 2021
A type of shoes* (一種鞋子) . . . . .	201120389127.9	PRC	12 October 2021
A type of shoes* (一種鞋子) . . . . .	201120552724.9	PRC	26 December 2021
A type of shoes* (一種鞋子) . . . . .	201120552713.0	PRC	26 December 2021
A type of boots* (一種靴子) . . . . .	201120389124.5	PRC	12 October 2021
Shoe* 鞋 . . . . .	201130215080.X	PRC	7 July 2021
A type of shoes* (一種鞋子) . . . . .	201120238731.1	PRC	7 July 2021
A type of shoes* (一種鞋子) . . . . .	201120552717.9	PRC	26 December 2021

<u>Patent</u>	<u>Patent number</u>	<u>Place of Registration</u>	<u>Expiration Date</u>
A type of shoes* (一種鞋子) . . . . .	201120552705.6	PRC	26 December 2021
A type of boots* (一種靴子) . . . . .	201120091536.0	PRC	30 March 2021
A type of high-heeled shoes* (一種高跟鞋) . . . . .	201120389115.6	PRC	12 October 2021
A type of boots* (一種靴子) . . . . .	201120091548.3	PRC	30 March 2021
A type of shoes* (一種鞋子) . . . . .	201120091530.3	PRC	30 March 2021
A type of shoes* (一種鞋子) . . . . .	201120091523.3	PRC	30 March 2021
A type of shoes* (一種鞋子) . . . . .	201120091540.7	PRC	30 March 2021
A type of shoes* (一種鞋子) . . . . .	201120552726.8	PRC	26 December 2021
A type of deodorant and breathable shoe-pad* (一種除臭換氣鞋墊) . . . . .	201220420947.4	PRC	22 August 2022
Shoe-pad (deodorant and breathable)* 鞋墊(除臭換氣型) . . . . .	201230398358.6	PRC	20 August 2022
A type of shoes with corrective function for health care* (一種矯正及保健功能鞋) . . . . .	201320241045.9	PRC	7 May 2023

As at the Latest Practicable Date, we have applied for registration of the following patent which, in the opinion of our Directors, is material to our business:

<u>Patent</u>	<u>Application number</u>	<u>Place of application</u>	<u>Application date</u>
A type of breathable shoes with massage and health care function* (一種透氣按摩保健鞋) . . .	201320557878.6	PRC	10 September 2013

#### 4. FURTHER INFORMATION ABOUT THE DIRECTORS AND SUPERVISORS

##### A. Particulars of Directors' and Supervisors' service contracts

Each of our Directors and Supervisors has entered into a service contract with us on 28 November 2013. Each service contract is for a term commencing on the Listing Date and ending on the expiration of the term of the first Board of Directors or the first board of Supervisors (as the case may be), each of which is for a period of three years from 29 June 2012.

Save as disclosed above, none of our Directors or Supervisors has or is proposed to have a service contract with us (other than contracts expiring or determinable by any member of the Group within one year without payment of compensation, other than statutory compensation).

**B. Directors' and Supervisors' remuneration***(a) Directors*

The aggregate remuneration paid and benefits in kind granted to the Directors for the three years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013 were approximately RMB3.48 million, RMB3.52 million, RMB2.65 million and RMB0.90 million, respectively. There has been no arrangement under which a Director has waived or agreed to waive any emoluments for the years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013.

Save as disclosed in this prospectus, no other emoluments have been paid or are payable, in respect of the three years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013 by us to the Directors.

Under the existing arrangements currently in force, the aggregate remuneration payable and benefits in kind granted to the Directors for the year ending 31 December 2013 is estimated to be approximately RMB3.47 million.

Each of the Directors is entitled to reimbursement for all reasonable expenses properly incurred in the performance of his or her duties.

*(b) Supervisors*

The aggregate remuneration paid and benefits in kind granted to the Supervisors for the three years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013 were approximately nil, nil, RMB0.23 million and RMB0.22 million, respectively. There has been no arrangement under which a Supervisor has waived or agreed to waive any emoluments for the three years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013.

Save as disclosed in this prospectus, no other emoluments have been paid or are payable, in respect of the three years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013 by us to the Supervisors.

Under the existing arrangements currently in force, the remuneration payable and benefits in kind granted to the Supervisors for the year ending 31 December 2013 is estimated to be approximately RMB0.45 million.

Each of the Supervisor is entitled to reimbursement for all reasonable expenses properly incurred in the performance of his or her duties.

## 5. DISCLOSURE OF INTERESTS

## A. Interests or short positions discloseable under Divisions 2 and 3 of Part XV of the SFO

Immediately following completion of the Global Offering and taking no account of any H Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option, each of the following persons will have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in any circumstance at general meetings of our Company:

Shareholder	Number of H Shares	Nature of interest	Approximate percentage of shareholding in the total share capital of our Company after the Global Offering <sup>(1)</sup>
Fuguiniao Holdco <sup>(2)</sup> . . . . .	331,200,000	Beneficial owner	62.10%
Wo Hing Trading <sup>(3)</sup> . . . . .	20,000,000	Beneficial owner	3.75%
Mr. Lam Wo Ping <sup>(2)(3)</sup> . . . . .	351,200,000	Interest in a controlled corporation	65.85%
Mr. Lam Wo Sze <sup>(2)</sup> . . . . .	331,200,000	Interest in a controlled corporation	62.10%
Mr. Lam Kwok Keung <sup>(2)</sup> . . . . .	331,200,000	Interest in a controlled corporation	62.10%
Mr. Lam Wing Ho <sup>(2)</sup> . . . . .	331,200,000	Interest in a controlled corporation	62.10%

## Notes:

- (1) The calculation is based on the total number of 533,340,000 Shares in issue immediately after completion of the Global Offering (without taking into account the H Shares which may be issued upon the exercise of the Over-allotment Option).
- (2) Fuguiniao Holdco is owned as to 32.5% by Mr. Lam Wo Ping, 22.5% by Mr. Lam Wo Sze, 22.5% by Mr. Lam Kwok Keung and 22.5% by Mr. Lam Wing Ho. Mr. Lam Wo Ping and Mr. Lam Wo Sze are brothers, and are also cousins with each of Mr. Lam Kwok Keung and Mr. Lam Wing Ho. Each of Mr. Lam Wo Ping, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Lam Wing Ho is deemed to be interested in the Shares held by Fuguiniao Holdco for the purpose of SFO.
- (3) Wo Hing Trading is wholly-owned and controlled by Mr. Lam Wo Ping and Mr. Lam Wo Ping is therefore deemed to be interested in all the Shares in which Wo Hing Trading is interested.

**B. Interests and short positions of the Directors and Supervisors in the shares, underlying shares or debentures of our Company or associated corporations**

Immediately following completion of the Global Offering and taking no account of any H Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option, each of the following persons will have an interest or short position in the shares, underlying shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, in each case once the H Shares are listed on the Stock Exchange:

(i) *Interests of the Directors in the Shares of our Company*

Name	Number of H Shares	Nature of interest	Approximate percentage of shareholding in the total share capital of our Company after the Global Offering <sup>(1)</sup>
Mr. Lam Wo Ping <sup>(2)(3)</sup> . .	351,200,000	Interest in a controlled corporation	65.85%
Mr. Lam Wo Sze <sup>(2)</sup> . . . .	331,200,000	Interest in a controlled corporation	62.10%
Mr. Lam Kwok Keung <sup>(2)</sup> . . . . .	331,200,000	Interest in a controlled corporation	62.10%
Mr. Lam Wing Ho <sup>(2)</sup> . . .	331,200,000	Interest in a controlled corporation	62.10%
Ms. Han Ying <sup>(4)</sup> . . . . .	12,000,000	Interest in a controlled corporation	2.25%

Notes:

- (1) The calculation is based on the total number of 533,340,000 Shares in issue immediately after completion of the Global Offering (without taking into account the H Shares which may be issued upon the exercise of the Over-allotment Option).
- (2) Fuguiniao Holdco is owned as to 32.5% by Mr. Lam Wo Ping, 22.5% by Mr. Lam Wo Sze, 22.5% by Mr. Lam Kwok Keung and 22.5% by Mr. Lam Wing Ho. Mr. Lam Wo Ping and Mr. Lam Wo Sze are brothers, and are also cousins with each of Mr. Lam Kwok Keung and Mr. Lam Wing Ho. Each of Mr. Lam Wo Ping, Mr. Lam Wo Sze, Mr. Lam Kwok Keung and Mr. Lam Wing Ho is deemed to be interested in the Shares held by Fuguiniao Holdco for the purpose of SFO.
- (3) Wo Hing Trading is wholly-owned and controlled by Mr. Lam Wo Ping and Mr. Lam Wo Ping is therefore deemed to be interested in all the Shares in which Wo Hing Trading is interested.
- (4) Ms Han Ying is deemed to be interested in the Shares held by Yuncai Investments by virtue of Yuncai Investments being controlled by her.

- (ii) *Interests of the Directors in the shares of Fuginiao Holdco (being a holding company of our Company)*

<u>Name</u>	<u>Number of shares</u>	<u>Nature of interest</u>	<u>Approximate percentage of shareholding</u>
Mr. Lam Wo Ping . . . . .	3,250	Beneficial owner	32.50%
Mr. Lam Wo Sze . . . . .	2,250	Beneficial owner	22.50%
Mr. Lam Kwok Keung . . . . .	2,250	Beneficial owner	22.50%
Mr. Lam Wing Ho . . . . .	2,250	Beneficial owner	22.50%

### C. Agency fees or commissions received

Within the two years preceding the date of this prospectus, no commission has been paid or payable (except commissions to the Underwriters) for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any Shares in our Company.

### D. Disclaimers

Save as disclosed in this prospectus:

- (a) none of the Directors or Supervisors or any of the parties listed in paragraph headed “6. Other Information – E. Qualifications of experts” of this Appendix VII is interested in the promotion of our Company, or has any direct or indirect interest in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (b) none of the Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business taken as a whole;
- (c) save in connection with the Underwriting Agreements, none of the parties listed in paragraph headed “6. Other Information – E. Qualifications of experts” of this Appendix VII:
  - (i) is interested legally or beneficially in the shares of any member of our Group; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (d) as at the Latest Practicable Date, none of the Directors, Supervisors or their respective associates, or any of the Shareholders (who to the knowledge of the Directors owns more than 5% of our issued share capital) had any interest in any of our five largest suppliers and our five largest customers;
- (e) no amount, securities or benefit has been paid, allotted or given within the two years preceding the date of this prospectus to the promoter nor is any such amount, securities or benefit intended to be paid, allotted or given. None of the Directors is interested in any business which competes or is likely to compete, either directly or indirectly, with our business;



- (f) none of the Directors or Supervisors has been paid in cash or shares or otherwise by any person in respect of the three years ended 31 December 2010, 2011 and 2012 and six months ended 30 June 2013 as an inducement to join or upon joining the Company, or otherwise for services rendered by him in connection with the promotion or formation of our Company;
- (g) none of the Directors or Supervisors is a director or employee of a company which is expected to have an interest in the Shares falling to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO once the H Shares are listed on the Stock Exchange; and
- (h) none of the Directors, Supervisors or chief executives of our Company has for the purpose of Divisions 7 and 8 of Part XV of the SFO or the Listing Rules, nor is any of them taken to or deemed to have under Divisions 7 and 8 Part XV of the SFO, any interests and short positions in the shares, underlying shares and debentures of the Company or any of our associated corporations (within the meaning of Part XV of the SFO) or any interests which will have to be entered in the register to be kept by the Company pursuant to section 352 of the SFO or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies once the H Shares are listed on the Hong Kong Stock Exchange.

## 6. OTHER INFORMATION

### A. Estate Duty, tax and other Indemnity

Our Controlling Shareholders (the “**Indemnifiers**”) have entered into the Deed of Indemnity with our Company (for ourselves and as trustee for each of our subsidiaries) on 28 November 2013 (the “**Deed of Indemnity**”) to provide indemnities in respect of, among other matters, certain liability for Hong Kong estate duty which might be incurred by any member of our Group by reason of certain transfers of property (by virtue of section 35 of the Estate Duty Ordinance, Chapter 111 of the Laws of Hong Kong) to any member of our Group on or before the date on which the conditions of the Global Offering are fulfilled or waived in accordance with the terms set forth in the sub-section headed “Structure of the Global Offering – Conditions of the Global Offering” in this prospectus (the “**Relevant Date**”).

Pursuant to the Deed of Indemnity, our Controlling Shareholders have also given joint and several indemnities to our Company for ourselves and as trustee for our subsidiaries in connection with, among other things, any taxation which might be payable by any member of our Group resulting from or by reference to any income, profits or gains earned, accrued or received (or deemed to be so earned or accrued or received) on or before the Relevant Date or any event occurring or deemed to occur on or before such date whether alone or in conjunction with any other event whenever occurring.

In addition, our Controlling Shareholders have also given joint and several indemnities to our Company for ourselves and as trustee for our subsidiaries against all claims, costs, expenses and losses (to the extent that provision, reserve or allowance has not been made for such claims, costs, expenses or losses in the Accounts (as defined below)) suffered by any member of our Group incurred as a result of or in connection with: (i) any advances made by our Group to related parties and the interests generated from such advances which contravened certain provisions of the PRC Lending General Provisions or any other relevant

regulations on or before the Relevant Date, or any act, omission or event occurring or deemed to occur on or before the Relevant Date, whether alone or in conjunction with other circumstances whenever occurring, (ii) the underpayment of the social insurance contribution for any employee of any member of our Group, which was not in full compliance with the applicable PRC laws and regulations on or before the Relevant Date, (iii) any non-compliance with any applicable laws and regulations in connection with the delay in payment of registered capital of any member of our Group on or before the Relevant Date, (iv) any defects in the title of any of our Group's leased property, which were leased by the Group on or before the Relevant Date or (v) any other non-compliance with any applicable laws and regulations by any member of our Group on or before the Relevant Date or any litigation, arbitration or claim of material importance against any member of our Group in relation to any matter, event or incident occurred on or before the Relevant Date.

Our Controlling Shareholders will however, not be liable under the Deed of Indemnity for taxation liability:

- (a) to the extent that provision, reserve or allowance has been made for such taxation in the audited consolidated accounts of our Company and its subsidiaries as set out in the accountants' report set out in Appendix I to this prospectus or in the audited accounts of the relevant members of our Group for the three years ended 31 December 2012 and the six months ended 30 June 2013 ("**Accounts**");
- (b) for which the Company or any member of our Group is liable as a result of any event occurring or income, profits earned, accrued or received or alleged to have been earned, accrued or received or transactions entered into in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after 30 June 2013 up to and including the Relevant Date or consisting of our Company or any member of our Group ceasing, or being deemed to cease, to be a subsidiary of our Company for the purposes of any matter of the taxation;
- (c) to the extent that such claim arises or is incurred as a consequence of any retrospective change in the law or the interpretation or practice by the Hong Kong Inland Revenue Department or the tax authorities or any other authority in any part of the world coming into force after the Relevant Date or to the extent such claim arises or is increased by an increase in the rates of taxation after the Relevant Date with retrospective effect; or
- (d) to the extent that any provision or reserve made for such taxation in the Accounts is finally established to be an over-provision or an excessive reserve as certified by a firm of accountant acceptable to our Company then the Indemnifiers' liability (if any) in respect of such taxation shall be reduced by an amount not exceeding such over-provision or excess reserve.

## **B. Litigation**

Save as disclosed in the paragraph headed "Legal Proceedings and Non-compliance" in the section headed "Business" in this prospectus, as at the Latest Practicable Date, we have not been involved in any litigation, arbitration or administrative proceedings of material importance, and no such other litigation, arbitration or administrative proceedings was known to the Directors to be pending or threatened against any member of our Group.

## **C. Sole Sponsor**

The Sole Sponsor has declared its independence pursuant to Rule 3A.07 of the Listing Rules.

The Sole Sponsor has made an application on our behalf to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the H Shares, including any Offer Shares which may be issued pursuant to the exercise of the Over-allotment Option. All necessary arrangements have been made enabling the H Shares to be admitted into CCASS.

#### D. Preliminary expenses

The estimated preliminary expenses in relation to the conversion of our Company from a limited liability company into a joint stock limited liability company were approximately RMB2.55 million and were paid or payable by us.

#### E. Qualifications of experts

The qualifications of the experts, as defined under the Listing Rules, who have given opinions in this prospectus are as follows:

Name	Qualification
CITIC Securities Corporate Finance (HK) Limited . . . . .	Licensed to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
Zhong Lun Law Firm . . . . .	PRC legal adviser
KPMG . . . . .	Certified public accountants
DTZ Debenham Tie Leung Limited . . . . .	Independent property valuer

#### F. No material adverse change

Save as disclosed in this prospectus, the Directors have confirmed that there has been no material adverse change in our financial or trading position since 30 June 2013.

#### G. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as is applicable.

#### H. Consents

Each of CITIC Securities Corporate Finance (HK) Limited, Zhong Lun Law Firm, KPMG and DTZ Debenham Tie Leung Limited has given and has not withdrawn its respective written consents to the issue of this prospectus with the inclusion of any of its reports, letters, certificates or opinions and the references to its name included herein in the form and context in which they are respectively included.

#### I. Promoters

The promoters of our Company are Fuguiniao Holdco, Wo Hing Trading, Junding Investments, Yuncai Investments, Leading Fortune, Leading Investments, Bairui Leading, Shiji Tianfu, Shiji Caifu, Tianrui Leading and Tianguai Leading. Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no

cash, security or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the Global Offering or the related transactions described in this prospectus.

#### **J. Bilingual prospectus**

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided under section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

#### **K. Miscellaneous**

- (a) Save as disclosed in this prospectus:
- (i) within the two years immediately preceding the date of this prospectus, no share or loan capital of any member of our Group has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (ii) no share or loan capital of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no member of our Group has issued or agreed to issue any founder shares, management shares or deferred shares;
  - (iv) within the two years immediately preceding the date of this prospectus, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any of the shares or loan capital of us or any of our subsidiaries;
  - (v) none of our equity or debt securities is currently listed or dealt in on any other stock exchange nor is any listing or permission to deal in such securities being or proposed to be sought;
  - (vi) there is no arrangement under which future dividends are waived or agreed to be waived;
  - (vii) no member of our Group has issued or agreed to issue any debentures; and
  - (viii) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months.
- (b) We have no outstanding convertible debt securities or debentures.
- (c) Our Company currently is a Sino-foreign Investment Joint Stock Limited Company (中外合資股份有限公司) and is not subject to the PRC Sino-foreign Joint Venture Law (中外合資經營企業法), but is subject to the Provisional Regulations on the Establishment of Foreign-invested Joint Stock Limited Company (關於設立外商投資股份有限公司若干問題的暫行規定).

#### **L. Taxation of holders of H Shares**

Hong Kong stamp duty will be payable by the purchaser on every purchase and by the seller on every sale, purchase and transfer of the H Shares. The duty is charged on each of the seller and purchaser at the current rate of HK\$1.00 for every HK\$1,000.00 of the consideration or, if higher, the fair value of the H Shares being sold or transferred.