

**A. FURTHER INFORMATION ABOUT OUR COMPANY****1. Incorporation of our Company**

Our Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 19 June 2013. Our Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance on 5 September 2013 and our principal place of business in Hong Kong is at 19th Floor, Prosperity Tower, 39 Queen's Road Central, Central, Hong Kong. Mr Yeo, our Executive Director and Mr Li Chi Chung, our company secretary, have been appointed as the authorised representatives of our Company for the purpose of acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was incorporated in the Cayman Islands, we operate subject to the relevant laws of the Cayman Islands and our constitutional documents, which comprise the Memorandum of Association and the Articles of Association. A summary of certain relevant provisions of our constitutional documents and certain relevant aspects of the Companies Law are set out in Appendix III to this prospectus.

**2. Changes in share capital of our Company and our subsidiary***Changes in share capital of our Company*

- (a) The authorised share capital of our Company on the date of its incorporation was HK\$300,000 divided into 300,000 shares of HK\$1.00 each. On 19 June 2013, one nil-paid share of our Company was allotted and issued to Sharon Pierson as the initial subscriber, which was transferred to Victrad on the same date.
- (b) On 29 June 2013, pursuant to a sale and purchase agreement entered into between our Company and Victrad, the then shareholder of Strike Singapore, our Company acquired all the issued shares of Strike Singapore from Victrad, in consideration of HK\$23,013,833, which was satisfied by (i) the allotment and issue of 299,999 shares of HK\$1.00 each in the share capital of our Company by our Company to Victrad, credited as fully paid; and (ii) the crediting of the one nil-paid share of our Company which was held by Victrad as fully paid.
- (c) On 9 December 2013, each authorised and issued share of a par value of HK\$1.00 in the capital of our Company was sub-divided into 100 Shares of a par value of HK\$0.01 each (the "Share Sub-division"). Upon completion of the Share Sub-division, the authorised share capital of our Company was HK\$300,000 divided into 30,000,000 Shares of HK\$0.01 each.

- (d) On 9 December 2013, the authorised share capital of our Company was increased from HK\$300,000 divided into 30,000,000 Shares of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each by the creation of an additional 4,970,000,000 Shares of HK\$0.01 each which rank *pari passu* in all respects with the existing Shares.

Immediately following completion of the Share Offer and the Capitalisation Issue, the authorised share capital of our Company will be HK\$50,000,000 divided into 5,000,000,000 Shares, of which 640,000,000 Shares will be in issue, fully paid or credited as fully-paid, and 4,360,000,000 Shares will remain unissued.

Other than the Shares to be issued as mentioned herein, our Directors do not have any present intention to issue any part of the authorised but unissued share capital of our Company and no issue of Shares which would effectively alter the control of our Company will be made without the prior approval of Shareholders in general meeting.

Save for the aforesaid and those mentioned in the sections headed “A. Further information about our Company — 3. Written resolutions of the sole Shareholder passed on 9 December 2013” and “A. Further information about our Company — 4. Corporate reorganisation” below, there has been no alteration in the share capital of our Company since the date of its incorporation.

*Changes in share capital of our subsidiary, Strike Singapore*

There has been no change in the share capital of Strike Singapore during the Track Record Period.

**3. Written resolutions of the sole Shareholder passed on 9 December 2013**

Pursuant to the written resolutions passed by our sole Shareholder on 9 December 2013:

- (a) the Memorandum of Association was approved and adopted with immediate effect and the Articles of Association were approved and adopted with effect from the listing of the Shares on the Stock Exchange on the Listing Date;
- (b) the Share Sub-division was approved and the authorised share capital of our Company was increased from HK\$300,000 divided into 30,000,000 Shares of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each by the creation of an additional 4,970,000,000 Shares of HK\$0.01 each, such additional Shares to rank *pari passu* in all respects with the existing Shares;

- (c) conditional on (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, our Shares in issue and the Shares to be issued as mentioned herein; (ii) the Offer Price having been duly determined; and (iii) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with the terms of the Underwriting Agreements or otherwise:
- (i) the Share Offer was approved and our Directors were authorised to effect the same and to allot and issue the Offer Shares pursuant to the Share Offer;
  - (ii) conditional on the share premium account of our Company being credited as a result of the issue of the Offer Shares pursuant to the Share Offer, our Directors were authorised to capitalise HK\$4,820,000 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 482,000,000 Shares for allotment and issue to the Shareholder whose name appeared on the register of members of our Company at 4:00 p.m. on 9 December 2013 and our Directors were authorised to give effect to such capitalisation and distribution; and
- (d) a general unconditional mandate was given to our Directors to exercise all the powers of our Company to allot, issue and deal with (otherwise than pursuant to, or in consequence of, the Share Offer or the Capitalisation Issue, or by way of rights issue, scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association or a specific authority granted by the Shareholders in general meeting) Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the share capital of our Company in issue immediately following completion of the Share Offer and the Capitalisation Issue until whichever is the earliest of the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company as required by the Articles or any applicable laws of the Cayman Islands to be held, or the revocation, variation or renewal of such general mandate by an ordinary resolution of the Shareholders in the general meeting.

#### 4. Corporate Reorganisation

In preparation for the Listing, our Group has undergone the Reorganisation and the steps are as follows:

*(i) Incorporation of our Company*

On 19 June 2013, our Company was incorporated as an exempted company in the Cayman Islands with an authorised share capital of HK\$300,000 divided into 300,000 shares of HK\$1.00 each. On 19 June 2013, one nil-paid share was allotted and issued to Sharon Pierson as the initial subscriber, which was transferred to Victrad on the same date.

*(ii) Acquisition of Strike Singapore*

On 29 June 2013, pursuant to a sale and purchase agreement entered into between our Company and Victrad, the then shareholder of Strike Singapore, our Company agreed to acquire all the issued shares of Strike Singapore from Victrad, in consideration of HK\$23,013,833, which was satisfied by (i) the allotment and issue of 299,999 shares of HK\$1.00 each in the share capital of our Company by our Company to Victrad, credited as fully paid; and (ii) the crediting of the one nil-paid share of our Company which was held by Victrad as fully paid.

Upon completion of the acquisition, Strike Singapore has become a wholly-owned subsidiary of our Company.

The acquisition of Strike Singapore was properly and legally completed and settled.

*(iii) Subdivision of all issued shares of our Company and authorised but unissued shares of our Company and increase of authorised share capital of our Company*

On 9 December 2013, each authorised and issued share of a par value of HK\$1.00 in the capital of our Company was sub-divided into 100 Shares of a par value of HK\$0.01 each.

On 9 December 2013, the authorised share capital of our Company was increased from HK\$300,000 divided into 30,000,000 Shares of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each by the creation of an additional 4,970,000,000 Shares of HK\$0.01 each to rank *pari passu* in all respects with the existing Shares.

**B. FURTHER INFORMATION ABOUT OUR BUSINESS****1. Summary of material contracts**

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

- (a) the sale and purchase agreement dated 29 June 2013 and entered into between our Company and Victrad, pursuant to which our Company agreed to acquire the entire shareholding interest in Strike Singapore from Victrad in consideration of HK\$23,013,833, which was satisfied by (i) the allotment and issue of 299,999 shares of HK\$1.00 each in the share capital of our Company by our Company credited as fully-paid, to Victrad; and (ii) the crediting of one nil-paid share of our Company held by Victrad as fully paid;
- (b) the Deed of Non-competition;
- (c) the Deed of Indemnity; and
- (d) the Public Offer Underwriting Agreement.

**2. Intellectual property rights of our Group**

As at the Latest Practicable Date, our Group does not own any intellectual property rights.

*Domain name*

As at the Latest Practicable Date, our Group has registered the following domain name:

<b>Domain name</b>	<b>Registrant</b>	<b>Expiry date</b>
www.kingbostrike.com	Strike Singapore	20 August 2014

**3. Related party transactions**

Save as disclosed in Note 25 to the accountants' report set out in Appendix I to this prospectus and the section headed "Connected Transactions" in this prospectus, our Group has not entered into any related party transactions within the two years immediately preceding the date of this prospectus.

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS****1. Directors***(a) Particulars of Directors' services contracts and letters of appointment**Executive Directors*

Each of our Executive Directors has entered into a service contract with Strike Singapore pursuant to which each of them has agreed to act as an executive director of Strike Singapore for a fixed term of two years with effect from the Listing Date subject to a right of early termination by serving a three-month written notice by either party to the other party.

Each of our Executive Directors is entitled to a basic salary as set out below (subject to an annual review in accordance with the amount fixed in each financial year by the remuneration committee of the Company and approved by majority of the Board), which is payable on the last Business Day of every calendar month on a pro-rata basis. Each of our Executive Directors is also entitled to a minimum bonus of two months' salary in respect of each financial year during the term of his employment with further amount to be determined by the Board in its absolute discretion. An Executive Director may not vote on any resolution of our Directors nor shall that Executive Director be counted as quorum should a meeting be held for considering the amount of the annual salary or bonus payable to him:

<b>Name</b>	<b>Annual salary (S\$)</b>
Mr Yeo Jiew Yew	180,000
Mr Sim Yew Heng	180,000

*Independent Non-Executive Directors*

Each of our Independent Non-Executive Directors has entered into a letter of appointment with our Company pursuant to which each of them has agreed to act as an Independent Non-Executive Director for a term of two years commencing from the Listing Date subject to a right of early termination by serving a three-month written notice by either party to the other party, and is entitled to a basic salary as set out below, which is payable on the last Business Day of every calendar month on a pro-rata basis:

<b>Name</b>	<b>Annual salary (S\$)</b>
Mr Ng Tiow Swee	20,000
Ms Wong Siew Chuan	25,000
Mr Chen Jianyuan, Edwin	20,000

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

**(b) Directors' remuneration**

- (a) The aggregate sums of approximately S\$0.3 million, S\$0.2 million and S\$0.4 million were paid to our Directors as remuneration (including benefits in kind) by our Group for each of the three financial years ended 30 June 2013, respectively. Further information in respect of our Directors' remuneration is set out in the accountants' report in Appendix I to this prospectus.
- (b) Under the arrangements currently in force, it is estimated that an aggregate of approximately S\$0.5 million will be paid to our Directors as remuneration (including benefits in kind but excluding any discretionary bonus which may be paid to any Director) by our Group for the financial year ending 30 June 2014.
- (c) None of our Directors or any past directors of any member of our Group has been paid any sum of money for each of the three financial years ended 30 June 2013, respectively for (a) the loss of office as director of any member of our Group or of any other office in connection with the management affairs of any member of our Group or (b) as an inducement to join or upon joining any member of our Group.
- (d) There has been no arrangement under which a Director has waived or agreed to waive any emoluments in each of the three financial years ended 30 June 2013, respectively.

*(c) Interests in Shares*

Immediately following completion of the Share Offer and the Capitalisation Issue, the interests or short positions of our Directors or chief executives of the Company in the Shares, underlying Shares and debentures of our Company and the associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are 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 recorded in the register referred to therein or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, will be as follows:

<b>Name of Director</b>	<b>Capacity/Nature of Interest</b>	<b>Number of Shares/ underlying shares</b>	<b>Percentage of interest in our Company/ associated corporation (%)</b>
Mr Yeo Jiew Yew	Interest in a controlled corporation	480,000,000 <sup>(1)</sup>	75
Mr Sim Yew Heng	Interest in a controlled corporation	480,000,000 <sup>(1)</sup>	75

*Note:*

- (1) 480,000,000 Shares are registered in the name of Victrad, which is owned as to 50% by Mr Yeo Jiew Yew and as to 50% by Mr Sim Yew Heng. Under the SFO, Mr Yeo Yiew Jew and Mr Sim Yew Heng are deemed to be interested in 480,000,000 Shares registered in the name of Victrad. Mr Yeo and Mr Sim are brothers.



## 2. Substantial Shareholders

### *Interests in Shares*

Immediately following completion of the Share Offer and the Capitalisation Issue, so far as our Directors are aware, the following persons are expected to have interests or short positions in the Shares or underlying Shares which are required to be disclosed pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO or, are expected to be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company:

<b>Name</b>	<b>Long/Short Position</b>	<b>Capacity/Nature of Interest</b>	<b>Number of Shares</b>	<b>Percentage of shareholding (%)</b>
Victrad	Long Position	Beneficial Interest	480,000,000 <sup>(1)</sup>	75
Mr Yeo Jiew Yew	Long Position	Interest in a controlled corporation	480,000,000 <sup>(1)</sup>	75
Mr Sim Yew Heng	Long Position	Interest in a controlled corporation	480,000,000 <sup>(1)</sup>	75
Ms Poh Choon Huay	Long Position	Interest of spouse	480,000,000 <sup>(2)</sup>	75
Ms Lim Lay Heong	Long Position	Interest of spouse	480,000,000 <sup>(3)</sup>	75

*Note:*

- (1) 480,000,000 Shares are registered in the name of Victrad, which is owned as to 50% by Mr Yeo Jiew Yew and as to 50% by Mr Sim Yew Heng. Under the SFO, Mr Yeo Jiew Yew and Mr Sim Yew Heng are deemed to be interested in 480,000,000 Shares registered in the name of Victrad. Mr Yeo and Mr Sim are brothers.
- (2) Ms Poh Choon Huay is deemed to be interested in the 480,000,000 Shares held by Victrad by virtue of the interest held by her spouse, Mr Yeo Jiew Yew under the SFO.
- (3) Ms Lim Lay Heong is deemed to be interested in the 480,000,000 Shares held by Victrad by virtue of the interest held by her spouse, Mr Sim Yew Heng under the SFO.

## 3. Disclaimers

Save as disclosed in this prospectus:

- (a) our Directors are not aware of any person (not being a Director or chief executive of our Company) who will, immediately after completion of the Share Offer and the Capitalisation Issue, have an interest or a short position in Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO,

or who will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company;

- (b) none of our Directors has any interest or short position in any of the Shares, underlying Shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is 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 our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, in each case once the Shares are listed on the Stock Exchange;
- (c) none of our Directors nor any of the parties listed under the section headed “D. Other information — 6. Consents of experts” in this Appendix IV 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 our Company or any of our subsidiaries, or are proposed to be acquired or disposed of by or leased to our Company or any of our subsidiaries;
- (d) none of our Directors nor any of the parties listed in the section headed “D. Other information — 6. Consents of experts” in this Appendix IV is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;
- (e) save in connection with the Underwriting Agreements, none of the parties listed in the section headed “D. Other information — 6. Consents of experts” in this Appendix IV:
  - (i) is interested legally or beneficially in any securities of our Company or any of our subsidiaries; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities of our Company or any of our subsidiaries; and
- (f) none of our Directors or their associates or the existing Shareholders (who, to the knowledge of our Directors, owns more than 5% of our Company’s issued share capital) has any interest in any of the five largest customers or the five largest suppliers of our Group.

**D. OTHER INFORMATION****1. Estate duty, tax and other indemnities**

Each of Mr Yeo and Victrad (the “Indemnifiers”) has entered into the Deed of Indemnity with and in favor of our Company (for itself and as trustee for our present subsidiary) (being one of the material contracts referred to in the section headed “B. Further information about our business — 1. Summary of material contracts” in this Appendix IV) to provide indemnities on a joint and several basis in respect of, among other matters, any liability for tax which might be incurred by any member of our Group on or before the date on which the conditions of the Share Offer are fulfilled or waived in accordance with the terms set out in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure of the Share Offer”, in this prospectus (the “Effective Date”).

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company in the Cayman Islands, Hong Kong and other jurisdictions in which the companies comprising our Group are incorporated.

Under the Deed of Indemnity, the Indemnifiers have given indemnities to our Group on a joint and several basis in relation to the amount of any and all 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 on or before the Effective Date or any event or transaction entered into or occurring on or before the Effective Date.

The Deed of Indemnity does not cover any taxation claim and the Indemnifiers shall be under no liability under the Deed of Indemnity in respect of any taxation:

- (a) to the extent that full provision or reserve has been made for such taxation in the consolidated audited accounts of our Group or the audited accounts of the relevant member of our Group for each of the three financial years ended 30 June 2011, 30 June 2012 and 30 June 2013, as set out in Appendix I to this prospectus; or
- (b) to the extent that such taxation or liability would not have arisen but for some act or omission of, or transaction entered into by any member of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) otherwise than in the course of normal day to day operations of that company or carried out, made or entered into pursuant to a legally binding commitment created on or before the Effective Date;
- (c) to the extent that any provision or reserve made for taxation in the audited accounts of any member of our Group for each of the three years ended 30 June 2011, 30 June 2012 and 30 June 2013 which is finally established to be an over-provision or an excessive reserve provided that the amount of any

such provision or reserve applied pursuant to the Deed of Indemnity to reduce the Indemnifiers' liability in respect of taxation shall not be available in respect of any such liability arising thereafter; or

- (d) to the extent that such taxation liability or claim arises or is incurred as a result of the imposition of taxation as a consequence of any retrospective change in the laws, rules or regulations or the interpretation or practice thereof by the Inland Revenue Department in Hong Kong, the taxation authority in Singapore or any other relevant authority (whether in Hong Kong, Singapore, or any part of the world) coming into force after the Effective Date or to the extent that such taxation claim arises or is increased by an increase in rates of taxation after the Effective Date with retrospective effect.

Under the Deed of Indemnity, the Indemnifiers have also given indemnities to our Group on a joint and several basis against all claims, actions, demands, proceedings, judgments, losses, liabilities, damages, costs, charges, fees, expenses and fines of whatever nature suffered by or incurred by our Company and/or other relevant members of our Group (i) as a result of directly or indirectly or in connection with, or in consequence of any non-compliance with or breach of any applicable laws, rules or regulations in any jurisdiction by any member of our Group on or before the Effective Date; (ii) as a result of directly or indirectly or in connection with any litigation, proceeding, claim, investigation, inquiry, enforcement proceeding or process by any governmental, administrative or regulatory body which (a) the members of our Group, their respective directors and/or licensed representatives or any of them is/are involved; and/or (b) arises due to some act or omission of, or transaction voluntarily effected by, the members of our Group or any of them (whether alone or in conjunction with some other act, omission or transaction) on or before the Effective Date.

The Deed of Indemnity does not cover any claim and the Indemnifiers shall be under no liability under the Deed of Indemnity in respect of any claim to the extent that provision has been made for such claim in the consolidated audited accounts of our Group for each of the three years ended 30 June 2011, 30 June 2012 and 30 June 2013.

## **2. Litigation**

As at the Latest Practicable Date, neither our Company nor any of our subsidiaries is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Group, that would have a material adverse effect on our results of operations or financial condition.

### 3. Sole Sponsor

The Sole Sponsor made an application on our behalf to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned herein. All necessary arrangements have been made by our Company to enable such Shares to be admitted into CCASS. The sponsor fee is HK\$3,900,000. The Sole Sponsor is independent of our Company pursuant to Rule 3A.07 of the Listing Rules.

### 4. Compliance Adviser

In accordance with the requirements of the Listing Rules, our Company will appoint Grand Vinco Capital Limited as our compliance adviser to provide advisory services to our Company to ensure compliance with the Listing Rules for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year after the Listing Date.

### 5. Qualifications of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

<b>Name</b>	<b>Qualification</b>
A C Stellar Law Corporation	Legal advisers as to Singapore law
Conyers Dill & Pearman (Cayman) Limited	Cayman Islands attorneys-at-law
Ernst & Young	Certified Public Accountants
Grand Vinco Capital Limited	A corporation licensed to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO

### 6. Consents of experts

Each of A C Stellar Law Corporation, Conyers Dill & Pearman (Cayman) Limited, Ernst & Young and Grand Vinco Capital Limited has given and has not withdrawn their respective consents to the issue of this prospectus with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

**7. Promoters**

Our Company has no promoters for the purposes of the Listing Rules.

**8. Preliminary Expenses**

Our Company's estimated preliminary expenses are approximately HK\$49,000 and are payable by our Company.

**9. Selling Shareholder**

The particulars of the Selling Shareholder are set out as follows:

<b>Name:</b>	Victrad
<b>Place of incorporation:</b>	Singapore
<b>Date of incorporation:</b>	24 July 1981
<b>Registered office:</b>	22 Tagore Lane Singapore 787480
<b>Number of Sale Shares to be sold:</b>	32,000,000 Shares

**10. 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.

**11. Share Registrars**

Our Company's principal share registrar in the Cayman Islands is Codan Trust Company (Cayman) Limited and a branch register of members will be maintained by Union Registrars Limited, our Company's branch share registrar in Hong Kong. Unless our Directors otherwise agree, all transfers and other documents of title to shares must be lodged for registration with, and registered by, our Company's branch share registrar in Hong Kong and may not be lodged for registration with the principal share registrar in the Cayman Islands.

**12. Taxation of holders of Shares*****(a) The Cayman Islands***

No stamp duty is payable in the Cayman Islands on transfer of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

***(b) Hong Kong***

***(i) Profits***

No tax is imposed in Hong Kong in respect of capital gains from the sale of property such as Shares. Trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 16.5% on corporations and at a rate of 15% on unincorporated businesses. Gains from sales of Shares effected on the Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of Shares realised by persons carrying on a business of trading or dealing in securities in Hong Kong.

***(ii) Stamp duty***

Hong Kong stamp duty will be payable by the purchaser on every purchase and by the seller on every sale of Shares. The duty is charged at the current rate of 0.2% of the consideration or, if higher, the fair value of Shares being sold or transferred (the buyer and seller each paying half of such stamp duty). In addition, a fixed stamp duty of HK\$5 is currently payable on any instrument of transfer of shares.

***(iii) Estate duty***

Estate duty has been abolished in Hong Kong by the Revenue (Abolition of Estate Duty) Ordinance 2005 which came into effect on 11 February 2006. The estate of a person who died before 11 February 2006 is subject to the provisions of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong), and Shares are regarded as Hong Kong property for this purpose. The estate duty chargeable in respect of estates of persons dying between the transitional period from and including 15 July 2005 to 11 February 2006 with the principal value exceeding HK\$7.5 million shall be a nominal amount of HK\$100. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for a grant of representation in respect of holders of shares whose death occurs on or after 11 February 2006.

***(c) Consultation with professional advisers***

Intended holders of Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in Shares or exercising any rights attaching to them. It is emphasised that none of our Company, our Directors or the other parties involved in the Share Offer accepts responsibility for any tax

effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercising any rights attaching to them.

### 13. Miscellaneous

- (a) Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
- (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (ii) no discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of our Company or any of our subsidiaries and no commission has been paid or is payable except for the commission payable to the Underwriters, for subscription of, agreeing to subscribe or procuring subscription of any shares of our Company or any of our subsidiaries; and
  - (iii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.
- (b) Our Directors confirm that:
- (i) there has been no material development occurring after the Track Record Period and no material adverse change in the financial or trading position or prospects of our Group since 30 June 2013 (being the date to which the latest audited consolidated financial statements of our Group were made up);
  - (ii) there has not been any interruption in the business of our Group which may have or have had a material adverse effect on the financial position of our Group in the 12 months immediately preceding the date of this prospectus;
  - (iii) there is no arrangement under which future dividends are waived or agreed to be waived; and
  - (iv) our Group has no outstanding convertible debt securities.
- (c) Save as disclosed in this prospectus, neither our Company nor any of the subsidiaries has issued or agreed to issue any founder shares, management shares or deferred shares.



- (d) Save as disclosed in this prospectus, none of the persons named in the section headed “D. Other information — 5. Qualifications of experts” in Appendix IV to this prospectus is interested beneficially or non-beneficially in any shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any share of any member of our Group.
- (e) No company within our Group is presently listed on any stock exchange or traded on any trading system.
- (f) None of our Directors or the experts named in the section headed “D. Other information — 5. Qualifications of experts” in this Appendix IV has any direct or indirect interest in the promotion of, or 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.

#### **14. 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 prospectus from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). The English text of this prospectus shall prevail over the Chinese text.