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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Major Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other registered institution in securities, or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**美捷滙控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1389)**

**PROPOSALS FOR BONUS ISSUE OF SHARES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of Major Holdings Limited to be held at Suite 822, Ocean Centre, Harbour City, 5 Canton Road, Kowloon, Hong Kong on Thursday, 23 June 2016 at 10:00 a.m. is set out on pages 10 to 12 of this circular. A form of proxy for your use at the extraordinary general meeting is enclosed with this circular. Whether or not you propose to attend the extraordinary general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting should you so desire, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

\* For identification purpose only

Hong Kong, 6 June 2016

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected Timetable</b> .....	3
<b>Letter from the Board</b> .....	4
<b>Notice of Extraordinary General Meeting</b> .....	10

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Bonus Issue”	the proposed allotment and issue of Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of three (3) Bonus Shares for every two (2) existing Shares held by Qualifying Shareholders
“Bonus Shares”	the new Shares to be allotted and issued by way of Bonus Issue by the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Major Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Suite 822, Ocean Centre, Harbour City, 5 Canton Road, Kowloon, Hong Kong on Thursday, 23 June 2016 at 10:00 a.m.
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	31 May 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing committee of the Stock Exchange

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	Overseas Shareholder(s) who is (are) excluded from participating in the Bonus Issue, details of which have been included in paragraph under the heading of the “Overseas Shareholders” in this circular
“Overseas Shareholders”	Shareholder(s) whose address(es) appear(s) on the register of members of the Company on the Record Date is (are) outside Hong Kong
“Qualifying Shareholders”	holders of Shares, not being Non-Qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue
“Record Date”	Monday, 4 July 2016 being the record date for determining entitlements of the Shareholders under the Bonus Issue
“Share(s)”	ordinary issued share(s) of HK\$0.00125 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$ and cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent

<b>EXPECTED TIMETABLE</b>
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The expected timetable for the Bonus Issue is set out below:

	<b>Date (2016)</b>
Latest time for lodging transfer of Shares for registration in order to be entitled to attend EGM . . . . .	4:30 p.m., Monday, 20 June
Latest time to return form of proxy for EGM . . . . .	10:00 a.m. Tuesday, 21 June
Closure of Register of Members for determining the identity of the shareholders who are entitled to attend and vote at EGM . . . . .	From Tuesday, 21 June to Thursday, 23 June (both days inclusive)
Date and time of EGM . . . . .	10:00 a.m., Thursday, 23 June
Publication of poll results announcement of EGM . . . . .	Thursday, 23 June
Last day of dealings in Shares on a cum-entitlement basis relating to the Bonus Issue . . . . .	Monday, 27 June
First day of dealings in Shares on an ex-entitlement basis in relating to the Bonus Issue . . . . .	Tuesday, 28 June
Latest time for lodging transfers of Shares for registration in order to qualify for the Bonus Issue . . . . .	4:30 p.m., Wednesday, 29 June
Closure of Register of Members for determining entitlement to the Bonus Issue . . . . .	From Thursday, 30 June to Monday, 4 July (both days inclusive)
Record Date for determination of entitlement to the Bonus Shares . . . . .	Monday, 4 July
Register of Members re-opens . . . . .	Tuesday, 5 July
Certificates of the Bonus Shares to be despatched . . . . .	Friday, 8 July
Dealing in Bonus Share commences . . . . .	9:00 a.m., Monday, 11 July

All times stated in this circular refer to Hong Kong times. Dates stated in this circular for events in the timetable are indicative only and may be extended or varied. Any consequential changes to the expected timetable will be announced as and when appropriate.



美捷滙控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1389)**

*Executive Directors:*

Mr. Cheung Chun To (*Chairman*)

Mr. Leung Chi Kin Joseph

Ms. Cheung Wing Shun

*Independent Non-executive Directors:*

Mr. Wong Siu Ki

Mr. Ngai Hoi Ying

Mr. Yue Kwai Wa Ken

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

Suite 822

Ocean Centre

Harbour City

5 Canton Road, Kowloon

Hong Kong

Hong Kong, 6 June 2016

To the shareholders,

Dear Sir or Madam,

**PROPOSALS FOR BONUS ISSUE OF SHARES,  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the proposed Bonus Issue, and notice of the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the proposed Bonus Issue.

The Bonus Issue is proposed to be made to the Shareholders whose names appear on the register of members of the Company on the Record Date.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### PROPOSED BONUS ISSUE OF SHARES

Reference is made to the announcement of the Company dated 25 May 2016 in which the Board announces the proposed Bonus Issue to the Shareholders whose names appear on the register of members of the Company on the Record Date and such proposed Bonus Shares will be issued and credited as fully paid and will rank pari passu with the then issued shares in all respects with effect from the date of issue save and except that they are not entitled to any distribution, if any, if such is declared during the period from 25 May 2016 to the trade commencement day of the Bonus Shares (both days inclusive). Details of the Bonus Issue are set out below:

#### **Basis of Bonus Issue**

Subject to the conditions set out under the paragraph headed “Conditions of the Proposed Bonus Issue” below having been fulfilled, the Bonus Shares will be issued and credited as fully paid at par on the basis of three (3) Bonus Shares for every two (2) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

On the basis of 960,000,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that a total of 1,440,000,000 Bonus Shares would be allotted and issued under the proposed Bonus Issue and the amount HK\$1,800,000 would be capitalised from the share premium account upon the completion of the proposed Bonus Issue. The Bonus Shares will be credited as fully paid at par (HK\$0.00125) by way of capitalisation of the amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. After the completion of the proposed Bonus Issue, there would be a total of 2,400,000,000 ordinary shares of HK\$0.00125 each in the enlarged capital of the Company.

#### **Record Date and Closure of Register of Members**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-qualifying Shareholders are further elaborated below under the heading “Overseas Shareholders”. The register of members of the Company will be closed from Tuesday, 21 June 2016 to Thursday, 23 June 2016 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attendance of EGM, all completed transfer forms accompanied by the relevant Share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Monday, 20 June 2016.

The register of members of the Company will also be closed from Thursday, 30 June 2016 to Monday, 4 July 2016 (both days inclusive), during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders be informed that in order to qualify for the Bonus Issue, they must ensure that their transfer forms accompanied by the relevant Share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 29 June 2016.

## LETTER FROM THE BOARD

The exact total number of Bonus Shares to be issued under the Bonus Issue will only be capable of determination after the Record Date.

### **Overseas Shareholders**

If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange as pursuant to Rule 13.36(2) of the Listing Rules and upon the enquiry, if the Board is of the view that for Overseas Shareholders who will not be entitled to the Bonus Issue because of the legal restrictions under the laws or statutory regulations of their jurisdiction or the requirements of the stock exchange in that jurisdiction, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholder, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

All overseas Shareholders are highly recommended that they should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

### **Status of Bonus Shares**

The Bonus Shares, upon issued, will rank *pari passu* in all respects with the Shares then in issue, including the entitlement to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares. For the avoidance of doubt, the Bonus Shares shall not be entitled to any distribution, if any, if such is declared during the period from the day of this circular to the trade commencement day of the Bonus Shares (both days inclusive).

### **Conditions of the Proposed Bonus Issue**

The proposed Bonus Issue is conditional upon:

- (i) Ordinary resolution being passed by the Shareholders at the EGM to approve the Bonus Issue;
- (ii) Listing of and permission to deal in the Bonus Shares being granted by the Listing Committee; and
- (iii) Compliance with the relevant statutory procedures and requirements (if any) under the laws of the Cayman Islands and articles of association of the Company.



## LETTER FROM THE BOARD

A circular containing, among other things, further information on the Bonus Issue, the enquiry and the explanation for the exclusion of Overseas Shareholders, the issue of the certificate of the Bonus Shares together with the notice of the EGM will be despatched to the shareholders as soon as practicable and an application will be made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Bonus Shares. The Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares. No new class of securities is to be listed pursuant to the Bonus Issue and that all necessary arrangements will be made to enable the Bonus Shares to be admitted into the CCASS established and operated by HKSCC.

It is expected the dealing of Bonus Shares on the Stock Exchange will commence on Monday, 11 July 2016.

### **Fraction of Bonus Shares**

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be cancelled by the Company.

### **Certificates for the Bonus Shares**

It is expected that certificates for the Bonus Shares will be posted on Friday, 8 July 2016, after all the conditions having been fulfilled, at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date.

### **Share Options**

The Company has adopted the Share Option Scheme. As at the date of this circular, no share option had been granted under the Share Option Scheme.

### **Reasons for the proposed Bonus Issue**

The Board believes the Bonus Issue will enable the Shareholders to enjoy a pro-rata increase in the number of Shares being held in the Company without incurring any significant costs to the Shareholders. Despite the share price per Share on an ex-entitlement basis would be reduced by the same proportion and the Bonus Issue is not expected to increase their proportionate interests in the Company, the Bonus Issue will substantially increase the number of Shares to be held by the Shareholders which will enable them to enjoy more flexibility in managing their own investment portfolios such as giving them an opportunity to dispose of part of their Shares and realise a cash return.

## LETTER FROM THE BOARD

The Board also believes that even the share price per Share on an ex-entitlement (or post Bonus Issue) basis might be reduced by the same proportion and the Bonus Issue will not have any change in the relative rights or proportionate interest of the Shareholders after the Bonus Issue. By way of illustration only, based on the closing price of HK\$4.10 per Share as at the Latest Practicable Date, the theoretical share price per Share would be decreased to HK\$1.64 had the Bonus Issue taken place.

In addition to and as a result of the above, as the bid-offer spread of the Shares will remain unchanged (that is, HK\$0.01), the spread as a percentage of the Share price will be increased immediately after the Bonus Issue. Such may induce frequent traders as the profitability of a rise in a single "spread" is enhanced (provided that such frequent traders are willing to accept an increased potential loss of a fall in a single "spread"). However, the transaction cost (in terms of percentage of bid-offer spread to the Share price) may be increased, which may have a negative impact on the liquidity of the Shares. Given the above, the Company considers that it is inconclusive as to whether the liquidity of the Shares will or will not decrease after the Bonus Issue. Lastly, the expenses arising from the Bonus Issue will be insignificant.

The Board has also considered alternative method to achieve the above purposes, including sub-division of Shares. Having considered the administrative procedures to be involved, the insignificant expenses arising from the Bonus Issue, and that no odd lot will be arisen as a result of the Bonus Issue, the Directors consider that the Bonus Issue is more appropriate in achieving the abovementioned purposes taking into account the interests of the Company and the Shareholders as a whole.

In light of the above, the Board considers that the implementation of the Bonus Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Shareholders are advised to take note that the information mentioned in the above paragraphs is considered as forward looking that is based on management's assumptions current beliefs and estimates that are subjects to risks, uncertainties and other factors in the market and under no circumstances shall it be considered as guarantee for future performance and therefore actual results may differ materially from those presented in this circular. Shareholders are further advised to take note of the potential negative impact on the liquidity in the trading of the Shares. Shareholders are further advised to consult their professional advisers if they are in doubt about the advantages and disadvantages of the Bonus Issue.

### **EGM**

A notice convening the EGM to be convened and held at Suite 822, Ocean Centre, Harbour City, 5 Canton Road, Kowloon, Hong Kong on Thursday, 23 June 2016 at 10:00 a.m. at which an ordinary resolution will be proposed to consider and, if thought fit, to approve the proposed Bonus Issue and the transactions contemplated thereunder is set out on pages 10 to 12 of this circular.

## LETTER FROM THE BOARD

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for your use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so desire, and in such case, the proxy previously submitted shall be deemed to be revoked.

### RECOMMENDATION

The Directors are consider the proposal for the Bonus Issue is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution to be proposed at the EGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the proposed Bonus Issue and no Shareholder is required to abstain from voting on any resolution to be proposed at the EGM.

Yours faithfully  
By Order of the Board  
**Major Holdings Limited**  
**Cheung Chun To**  
*Chairman*

## NOTICE OF EXTRAORDINARY GENERAL MEETING



### 美捷滙控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1389)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Major Holdings Limited (the “Company”) will be held at Suite 822, Ocean Centre, Harbour City, 5 Canton Road, Kowloon, Hong Kong on Thursday, 23 June 2016 at 10:00 a.m. for the purpose of considering and, if though fit, pass with or without modification, the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined):

- (a) upon the recommendation of the directors of the Company (the “Directors”), an amount standing to the credit of the share premium account of the Company be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par new shares of HK\$0.00125 each in the share capital of the Company (the “Bonus Shares”), and that such Bonus Shares shall be issued, allotted and distributed, credited as fully paid up at par value on a pro rata basis to and amongst those shareholders whose names appear on the register of members of the Company (“Register of Members”) at the close of business on Monday, 4 July 2016 (the “Record Date”) on the basis of three (3) Bonus Shares for every two (2) existing shares of HK\$0.00125 each in the capital of the Company held by them respectively on the Record Date as at the close of business;
- (b) in case where the address of any shareholder of the Company as shown on the register of members at the close of business on the Record Date is outside Hong Kong (the “Overseas Shareholders”) and upon making relevant enquiries, if the Board is of the view that for Overseas Shareholders who will not be entitled to the Bonus Issue because of the legal restrictions under the laws or statutory regulations of their jurisdiction or the requirements of the stock exchange in that jurisdiction, arrangements will be made for the Bonus Shares which would otherwise have been issued to such Overseas Shareholders (the “Non-Qualifying Shareholders”) to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more, will be

\* *For identification purpose only*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

distributed in Hong Kong dollars to the relevant Overseas Shareholders by ordinary posted to them the remittances therefor at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company;

- (c) the Bonus Shares to be issued pursuant to this Resolution shall be subject to the memorandum and articles of association of the Company and shall rank *pari passu* in all respects with the shares of HK\$0.00125 each in the capital of the Company in issue on the Record Date as at the close of business, except that they will not rank for the bonus issue of shares mentioned in this Resolution; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be allotted, issued and distributed in the manner referred to in paragraph (a) of this Resolution.”

By Order of the Board  
**Major Holdings Limited**  
**Cheung Chun To**  
*Chairman*

Hong Kong, 6 June 2016

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of business:*

Suite 822  
Ocean Centre  
Harbour City  
5 Canton Road, Kowloon  
Hong Kong

*Notes:*

- (a) A member who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the meeting. A proxy need not be a member of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting.
- (c) The register of members of the Company will be closed for registration of transfer from Tuesday, 21 June 2016 to Thursday, 23 June 2016 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attendance of EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Monday, 20 June 2016.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) The register of members of the Company will also be closed from Thursday, 30 June 2016 to Monday, 4 July 2016 (both days inclusive), during which no transfer of Shares will be registered. In order to determine the entitlement of the Shareholders under the Bonus Issue, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 29 June 2016.
- (e) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at the meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

*As at the date of this announcement, the executive Directors of the Company are Mr. Cheung Chun To, Mr. Leung Chi Kin Joseph and Ms. Cheung Wing Shun, the independent non-executive Directors are Mr. Wong Siu Ki, Mr. Ngai Hoi Ying and Mr. Yue Kwai Wa Ken.*