Investing in our Shares involves various risks. Before making an investment in our Shares, you should carefully consider each of the risks described below and all of the other information in this prospectus, including the Accountant's Report contained in Appendix I to this prospectus. If any of the following risks actually arises or occurs, our business, results of operations and financial condition could be adversely affected. In any such case, the trading price of our Shares could decline and you may lose all or part of your investment. You should pay particular attention to the fact that our operations are primarily based in Canada and that most of our assets are governed by Canadian legal and regulatory environment, which in some respects may differ from what might prevail in other countries.

We believe that there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have broadly categorized these risks and uncertainties into: (i) risks relating to our business; (ii) risks relating to our industry; (iii) risks relating to conducting business in Canada; (iv) risks relating to our operations outside of Canada; and (v) risks relating to the Share Offer.

RISKS RELATING TO OUR BUSINESS

Our revenue is subject to the fluctuation of the global travel and tourism industry and factors that negatively impact that industry, particularly the airline industry, could have a material adverse effect on our business prospects, financial condition and results of operations.

Our revenue is highly susceptible to declines in or disruptions to the global travel and tourism industry that may be caused by factors entirely out of our control, and therefore our growth during the Track Record Period may not recur if these declines or disruptions occur. Various factors may cause temporary or sustained disruption to the global travel and tourism industry. The impact of such disruptions would have on our business depends on the magnitude and duration of such disruption. These factors include, among others:

- inclement weather, natural or man-made disasters or political events like acts or threats of terrorism, hostilities, war and labor disputes or strikes;
- factors that affect demand for travel such as outbreaks of epidemic or contagious diseases, increases in fuel prices, changing attitudes towards the environmental costs of travel and safety concerns;
- factors that affect supply of travel such as changes to regulations governing airlines and the travel and tourism industry, like government sanctions that do or would prohibit doing business with certain state-owned travel providers, work stoppages or labor unrest at any of the major airlines, hotels or airports;
- financial instability of travel providers and the impact of any fundamental corporate changes to such travel providers, such as airline bankruptcies or consolidations, on the cost and availability of travel content; and
- general economic conditions.

As a large portion of our revenue is derived from incentive commission arrangements with airline suppliers, our revenue is particularly sensitive to factors affecting the volume of air travel. For example, the global economic downturn and the recent terrorist attacks affected and may continue to affect travel volume worldwide and had a significant impact on the airline industry. If air travel volumes depressed for a sustained period or decline, as a result of any of the factors described above or otherwise, it could have a material adverse effect on our business, prospects, financial condition and results of operations. For details of our incentive commission arrangements with airline suppliers, please refer to the section headed "Business — Products and Services — Incentive commission arrangements from airline suppliers" in this prospectus.

Failure to maintain our relationships and renew agreements with major airline suppliers may materially and adversely affect our business prospects, financial condition and results of operations.

We believe that our ability to obtain a wide selection of private fares from various airline suppliers is critical to our business. For each of the years ended December 31, 2015, 2016 and 2017, gross cost of procurement from our five largest suppliers, all being major airlines, amounted to approximately 68.0%, 64.4% and 62.9% of our total gross cost of procurement for the respective periods. We have entered into sales agreements with various airline suppliers, which offer us different private fare deals. Such agreements typically have no fixed term, unless terminated by either party with the required advance notice. Airline suppliers are not contractually obligated to distribute exclusively through us during the contract term and may terminate their agreements with us upon providing the required advance notice. We cannot guarantee that we will be able to maintain our relationships and/or renew our agreements with airline suppliers in the future on favorable economic terms or at all. Any failure to renew some or all of these agreements on economically favorable terms or at all, or the early termination of these existing contracts, could materially harm our business, results of operations and financial condition.

We recorded a decrease in the incentive commission received from airline suppliers in the year ended December 31, 2017 as compared to that in the year ended December 31, 2016

We receive incentive commission for distributing air tickets on behalf of certain contracted airlines. During the Track Record Period, the majority of our revenue generated from air ticket distribution segment was derived from incentive commission paid by airline suppliers, which amounted to approximately 61.0%, 61.0% and 58.8% of the segment result for the years ended December 31, 2015, 2016 and 2017, respectively. Such incentive commission is generally determined by tiered commission structure with reference to, among others, the level of value or volume of flown air tickets sold by us and period-to-period growth of our performance. Any changes of structure and/or mechanism of incentive commission arrangements will affect our results of operations. For example, we recorded a decrease in the incentive commission received from airline suppliers in the year ended December 31, 2017 as compared to that in the year ended December 31, 2016 mainly due to changes of performance targets and the alteration of structures or mechanisms of incentive commission arrangements of some airline suppliers in 2017. Furthermore, if we fail to meet the periodic minimum performance targets as required by a particular airline supplier, we will not be entitled to any incentive commission from such airline supplier for the relevant period. If we fail to renew the incentive commission arrangements with the respective airline suppliers on favorable economic terms or at all or achieve same or higher tier incentive commission rate set by the respective airline suppliers, our incentive commissions as well as our financial performance and prospects may be materially and adversely affected. For details of the Sales Agreements that we have entered into with airline suppliers, please refer to the section headed "Business — Suppliers — Travel providers" in this prospectus.

We rely on several major customers. If we do not effectively manage our relationships with these customers, our business prospects, financial condition and results of operations may be materially and adversely affected.

We have derived and believe will continue to derive in the near term a majority of our revenue from our several major customers. For the years ended December 31, 2015, 2016 and 2017, our five largest customers accounted for approximately 54.9%, 68.0% and 63.2% of our total gross sales proceeds respectively. A number of factors could cause us to lose business or revenue from our major customers, and some of these factors are not predictable and are beyond our control. For example, our major customers may demand price reduction, change its outsourcing or procuring strategy, move work in-house or reduce previously forecasted demand or purchase volume. The customer may also be acquired by a company with a different outsourcing strategy that intends to switch to another service provider or return work in-house. We usually are not the exclusive supplier for our customers, there is no assurance that our customers will continue their businesses with us, whether on similar terms to the existing arrangement or at all. Any decision by our major customers to reduce or discontinue their relationships with us could harm our business, results of operations and financial condition.

Moreover, we rely on our largest customer as we generated 42.2%, 41.3% and 43.4% of our total gross sales proceeds from it during the Track Record Period. In addition, for each of years ended December 31, 2015, 2016 and 2017, gross sales proceeds of air tickets to Customer A in our air ticket distribution segment accounted for approximately 43.4%, 42.4% and 44.4% of our total gross sales proceeds of air tickets; and service revenue generated from such customer accounted for approximately 96.9%, 82.9% and 84.7% of our total revenue for travel business process management segment, respectively. As we have been, and are expected to continue to rely on our largest customer for our business and results of operations, any factor adversely affecting our relationship with our largest customer may cause a significant decrease of financial results of our air ticket distribution segment and travel business process management segment, and materially and adversely affect our financial condition and business prospects.

Our major customers for air ticket distribution business may purchase directly from airlines, which may materially and adversely affect our business prospects and results of operations.

We operate as an air ticket consolidator to distribute and issue air tickets on behalf of airlines to travel agents and travelers. However, our major customers for air ticket distribution segment may decide to purchase directly from airlines or airlines may solicit business of these customers directly. To the best knowledge of our Directors, certain of our major customers for air ticket distribution segment have purchased air tickets directly from airlines from time to time. As we are not the exclusive distributor for our airline suppliers, there is no assurance that our customers will continue to purchase the same volume or any air tickets with us at all, the occurrence of which could materially and adversely affect our business prospects and results of operations, especially the segment results of our air ticket distribution business.

We rely on a limited number of suppliers to provide certain travel products and services for our business operations. Any failure to maintain relationships or renew agreements with these parties or any breach of such agreements by them may materially and adversely affect our business prospects and results of operations.

Our business operation is dependent on our ability to maintain effective relationships with our third-party suppliers primarily consisting of airlines, GDS providers and ground operators. Other than airline suppliers and GDS providers, we did not enter into any long-term agreement with our third-party suppliers. We may not be able to renew these agreements at all or on terms that are favorable to us, and third-party suppliers may not fulfill their commitments as set out in the respective agreements in time or at all. If the relevant agreements cannot be renewed or at commercially favorable terms or if our third-party suppliers breach any of the terms thereunder, we may not be able to find an alternative travel provider or source of technology or systems support on commercially reasonable terms or on a timely basis or at all, which could have a material adverse effect on our business, prospects, financial condition and results of operations. For further details of our suppliers, please refer to the section headed "Business — Suppliers" in this prospectus.

We are subject to obtaining or renewal of certain certificates, licenses, permits and accreditations.

We are required to obtain, maintain and renew various certificates, licenses, permits and accreditations from time to time for our business operations, including, without limitation, TICO business registration certificate, IATA accreditation and/or ARC accreditation. In particular, only travel agents accredited by IATA or ARC are qualified to issue air tickets on behalf of their respective member airlines. Some of these certificates, licenses and accreditations are subject to periodic renewal and/or reassessment by the relevant authorities/organizations, compliance of which may incur a substantial amount of time and costs. We cannot guarantee that the conditions or requirements we may be required to satisfy or meet will not change from time to time. Should we fail to renew the certificates, licenses or accreditations required to operate our businesses in a timely manner or at all, we may be subject to fines or penalties and our business may be materially disrupted which could have a material and adverse effect on our financial performance and results of operations.

In addition, our agreements with certain airline suppliers also require us to maintain such certificates, licenses and accreditations, failure of which could result in a significant decrease in our incentive commission from airline suppliers or even early termination of the relevant agreements, which could have a material and adverse effect on our results of operation and business prospects.

Our success is subject to our ability to maintain our reputation.

We believe our success is largely dependent on our ability to maintain our reputation, which is affected by a number of factors, including, but not limited to, levels of customer satisfaction with our products and services, disruptions to our services, adverse publicity, customers' complaints over products and services of our customers, our suppliers and our Company, misconduct or negligence committed by our employees or ground operators or tour guides and accidents or injuries during the tours suffered by our customers, some of which are beyond our control. We have historically received a number of complaints, none of which have had a material and adverse effect on our reputation. However, we cannot assure you that we can successfully handle all complaints in the future. If we fail to maintain a positive reputation as a result of these or other factors, our business, results of operations and growth prospects could be adversely affected. In addition, as we continue to grow in size and expand our business, we may require more resources and costs to maintain the quality and consistency of our products and services we offer, failure of which may bring a negative impact on our reputation.

We rely heavily on information technology systems.

We rely on information technology systems to operate efficiently at the expected service level. However, we cannot assure you that there will not be any material disruption or underperformance of our information technology systems. We may experience material disruptions or underperformance of our information technology systems due to a variety of factors, including human errors, network or software failures, inadequate maintenance or upgrading, capacity constraints due to an overwhelming number of users accessing our platforms and services simultaneously, whether such disruptions, outages or other problems are caused by ourselves or by third-party suppliers such as airlines and GDS providers. Our information technology systems are also vulnerable to damage or disruption as a result of computer viruses, cyber attacks, natural disasters, power outages, adverse weather conditions or other factors. Any material disruption or underperformance of our information technology systems could have a material adverse effect on our reputation and business operation, or even lead to contractual penalties and liabilities.

In addition, the industry in which we operate is shaped in general by rapid technological developments. Our competitiveness and future results depend on our ability to maintain and make timely and cost-effective enhancements, upgrades and additions to our existing information technology systems in response to new technological developments, industry standards and trends and customer demands. Adapting to new technological and marketplace developments may require significant commitment of resources, substantial expenditures and lead time, and we cannot guarantee that projected future increases in business volume will actually materialize. We may experience difficulties that could delay or prevent the successful development and implementation of enhancements, upgrades and additions. As a result, our business, results of operations and financial condition might be materially and adversely affected.

Security breaches could expose us to liability and damage our reputation and our business.

We process, store and transmit large amounts of data, including personal information of our customers. It is critical that our information technology systems, including those provided by GDS providers or other third-party suppliers, remain secure and are perceived by the marketplace to be secured. Our information technology systems may be vulnerable to physical break-ins, system or software failure, computer viruses, attacks by hackers or nefarious actors or similar disruptive problems. Any physical or electronic break-in or other security breach or compromise of the information handled by us or our service providers may (i) jeopardize the availability, security or integrity of information in our computer systems and networks or those of our customers; and (ii) cause significant interruptions in our and our customers' operations. Although we have developed systems and processes that are designed to protect customer information and prevent data loss and other security breaches, such measures cannot provide absolute security. In addition, we may not successfully implement remediation plans to address all potential exposures. It is possible that we may have to expend additional financial and other resources to address such problems. Failure to prevent or mitigate data loss or other security breaches could expose us or our customers to a risk of loss or misuse of such information, cause customers to lose confidence in our data protection measures, damage our reputation, adversely affect our results of operations or result in litigations or potential liability for us.

We rely on GDS providers for our business operations.

We rely on GDS providers to access to airfares and book air tickets. Also, our self-developed booking platform is connected to GDSs through a network interface which allows us to synchronize flight information from GDSs to our booking platforms and issue air tickets. Any material disruption or underperformance of GDSs could seriously disrupt our business, our service levels, our reputation and negatively impact our operating results. If the relevant GDS service agreements are terminated or cannot be renewed, we may not be able to source alternative service providers and/or negotiate beneficial commercial terms with our new service providers. As a result, our business operations and profitability may be adversely affected.

In addition, we receive incentive income from our GDS providers, which amounted to approximately HK$5.1 million, HK$3.8 million, and HK$2.5 million for the years ended December 31, 2015, 2016 and 2017, respectively, representing approximately 6.8%, 4.0% and 2.7% of our revenue from air ticket distribution segment, and approximately 3.7%, 2.5% and 1.6% of our total revenue, respectively. Failure to maintain our relationships and renew agreements with any of our GDS providers may have material and adverse effect on our incentive income even our overall financial performance and prospects.

We rely on third-party travel providers to provide certain travel products and services, and unsatisfactory performance or misconduct of the relevant travel providers may adversely affect our reputation and business.

We generally rely on third-party travel providers, particularly the ground operators, to provide our travel products and services. The service standard of these third-party travel providers will directly affect the quality of our travel products and services that we offer to our customers. We assess and evaluate our potential and existing travel providers based on their quality of services, safety standards, responsiveness and reliability. For details of our quality control measures for our businesses including those related to such third-party travel providers, please refer to the section headed "Business — Quality Control" in this prospectus. Some of our historical complaints from customers related to the underperformance of certain third-party travel providers. As we do not own, manage or have direct control over these travel providers, we cannot ensure that there will not be any non-performance, sub-standard performance or misconduct of such third-party travel providers which may materially and adversely affect the quality of our travel products and services, as well as our reputation.

Our results of operations are likely to continue to fluctuate due to seasonality.

The travel and tourism industry is inherently seasonal. Demand for our products and services will generally increase one to two months prior to holiday periods such as Easter, spring break, school summer holidays Christmas, New Year and Chinese New Year. During the Track Record Period, we were able to generate higher sales volumes and therefore a higher revenue in the second half of the year, which we believe was attributable to the willingness of travelers to travel overseas during these periods, coinciding with the public holidays and/or school summer holidays. As such, our revenue and results of operations are likely to continue to fluctuate due to seasonality, and thus the results for any period in a year are not necessarily indicative of our performance for that financial year.

Our travel products and services could be adversely affected by changes in consumer preference and spending habits and failure to develop successful travel products and services could have a negative effect on our business.

The travel and tourism industry in general is subject to changes in consumer preference and spending habits. Any failure to introduce travel products and services in respond to such changes may result in a decrease in our sales. Also, any change in consumer preference could lower sales of certain type or all of our travel products, impose pricing pressure or lead to increased selling expenses, which may result in a material adverse effect on our business, financial conditions or results of operations.

We expand our destination offerings to enhance the attractiveness of our travel products and services. As of the Latest Practicable Date, we had developed a comprehensive range of package tours to more than 200 cities in over 40 countries in Asia, Europe, North America, Middle East and South America. We will continue to explore new travel ideas including new destinations, new points of attraction and special local events so as to further diversify our range of travel product offerings. The success of our travel product and service offerings depends on a number of factors including (i) our ability to accurately anticipate changes in market demand and consumer preference; and (ii) our ability to differentiate the quality of our travel products and services from those of our competitors. We cannot assure you that we will be successful in identifying trends in consumer preference, developing travel products and services that respond to the changes of trend in a timely manner and promoting our travel products and services effectively. If our travel products and services fail to gain market acceptance, we may not be able to fully recover our costs and expenses incurred in the product development and marketing process, thus our business prospects, financial condition or results of operations may be materially and adversely affected.

We are exposed to credit risks. The settlement of trade receivables as at December 31, 2017 after the Track Record Period was relatively slow.

Our Group's profitability and cash flows are dependent to a large extent on the creditworthiness of our customers and various airline suppliers and their ability to settle the outstanding amount owed to our Group.

Our Group generally offered very short credit terms or even no credit terms to our major customers of our air ticket distribution segment. Our Group is subject to certain level of credit risk given there maybe time lag between the actual payment received from those customers and the actual payment made to major airline suppliers, which our major airline suppliers generally offered our Group credit terms up to 10 days after weekly closing. Also, our Group also offered credit terms of approximately 30 days after invoice to our major customers of travel business process management segment which caused us expose to credit risk.

To the best knowledge of our Directors, it normally took approximately one to three months for airline suppliers to determine and process the computation of the incentive commission to us after the end of year. As at May 31, 2018, over 81.2% of our trade receivables as of December 31, 2017, which mainly represented the incentive commission receivables from various airline suppliers were subsequently settled.

There is no assurance that the creditworthiness and the financial position of our customers and airline suppliers will remain healthy in the future. If any of our customers or major airline suppliers fails to settle the outstanding amount in full or in a timely manner, our financial condition and results of operations could be materially and adversely affected.

We recorded net liabilities as of December 31, 2015 and 2016 and net current liabilities as of December 31, 2015.

We recorded net liabilities of approximately HK$35.2 million and HK$1.8 million as of December 31, 2015 and 2016, respectively, and recorded net current liability of approximately HK$38.6 million as of December 31, 2015, which were primarily due to our redeemable preference shares. Such redeemable preference shares were fully exchanged to common shares in October 2017. For details, please refer to the section headed "Financial Information — Description of Selected Statement of Financial Position Items — Redeemable preference shares" in this prospectus. Excluding the redeemable preference shares, we would have had net assets of approximately HK$26.9 million and HK$49.1 million as of December 31, 2015 and 2016, respectively, and net current assets of approximately HK$23.5 million as of December 31, 2015. Also, we expect that after such exchange we will maintain a net asset position. However, we cannot assure you that we will not have net liabilities in the future. Having significant net liabilities could constrain our operational flexibility and adversely affect our ability to expand our business. If we do not generate sufficient cash flow from our operations to meet our present and future financial needs, we may need to rely on additional external borrowings for funding. If adequate funds are not available, whether on satisfactory terms or at all, we may be forced to delay or abandon our expansion plans, and our business, financial condition and results of operations may be materially and adversely affected.

Any significant decrease in our profitability in the future would have a material adverse effect on our ability to recover our deferred income tax assets, which could have a material adverse effect on our results of operations.

We had deferred income tax assets of HK$6.8 million as of December 31, 2017. We recognized deferred income tax assets to the extent that our management estimates that it is probable that we will generate sufficient taxable profit in the foreseeable future to offset against the deductible expenses. Therefore, the recognition of deferred tax assets involves significant judgment and estimates of our management on the timing and level of future taxable profits. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed, and the carrying amount of deferred income tax assets may be reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilized. Accordingly, if our profitability in the future is significantly lower than our management's estimates when our deferred income tax assets were recognized, our ability to recover such deferred income tax assets would be materially and adversely affected, which could have a material adverse effect on our results of operations.

Our success depends on the continuing efforts of our key management and operating personnel and our business may be harmed if we lose their services.

Our future success depends substantially on the ability of our management and operating personnel to work together and successfully implement our growth strategy while maintaining the strength of our business. Our future success also depends heavily on the continuing services and performance of our key management and operating personnel, in particular, Mrs. Tsang, one of our founders, an executive Director and the chairman of our Group, who has more than 40 years of experience in the travel and tourism industry, and Ms. Tsu, an executive Director and the chief executive officer of our Company, who held various positions within our Group since joining us in 1983. We seek to continue to attract, retain and motivate a sufficient number of qualified management and operating personnel to maintain consistency in the quality and reliability of our products and services and meet our planned expansion requirements. As the pool of qualified candidates for our business is limited, we may not be able to retain the service of our key management, operating personnel or other high-quality senior executives or key personnel and to recruit additional qualified employees in light of our expansion plans and business strategies in the future. If one or more of our key management and operating personnel are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all, and our business may be disrupted and our results of operations may be materially and adversely affected. In addition, if any member of our senior management team or any of our key personnel joins a competitor or forms a competing business, we may lose business secrets and know-how as a result. Any failure to attract, retain and motivate these key personnel may harm our reputations and result in a loss of our business.

Rising employee benefit expenses and the long-term trend of wage increases may lead to declines in our margins and profitability.

Employee benefit expenses which comprise salaries and benefits payable to all our employees and staff, including our Directors and senior management personnel and other employees, has been a major component of our expenses. Over the past decades, we continue to expand and recruit additional employees especially for our travel technology and finance departments in order to keep pace with our business growth and income trending. For each of the years ended December 31, 2015, 2016 and 2017, employee benefit expenses accounted for approximately 49.0%, 50.2% and 41.1% of our total cost of sales, selling and administrative expenses for the respective periods.

As the specialized skills needed by our businesses are difficult and time-consuming to acquire, there is a limited number of qualified personnel. Competition in the travel and tourism industry for experienced and appropriate personnel is intense. As a result, we must provide competitive compensation and benefits packages to attract and retain qualified senior executive, management personnel and other employees, which may significantly increase our operating costs and reduce our margins. We must also provide on-going training to our employees so that they can stay abreast of travel and tourism industry trends and technological developments necessarily to improve their performances. Any shortages in the availability of labor or any material increases in employee benefit expenses will diminish our competitive advantage and materially and adversely affect our business, results of operations and profitability.

We may be required to provide financial securities to certain airline trade associations and airline suppliers.

Both IATA and ARC require travel agents like us to meet certain qualifications established from time to time for the accreditations, among which, the financial criteria are considered the most important, including working capital and financial ratio requirements. In order to satisfy such requirement, we may be required to provide certain financial security in the form of letter of credit or bond, which may involve significant financial and other resources and expenditures. During the Track Record Period, we had been required to present the letters of guarantee to IATA due to our change in the shareholding structure of Tour East Canada. As a result, we had to place a term deposit, in a significant amount of approximately HK$41.4 million and HK$45.0 million as of December 31, 2016 and 2017, respectively, with the bank as a security to issue such letter of guarantee. Please refer to the section headed "Financial Information — Description of Selected Statement of Financial Position Items — Restricted term deposit" in this prospectus for further details. In case of failure to fulfill such requirement or provide the financial security required in a timely manner or at all, we may not continue to be accredited by IATA and/or ARC hence disrupt our business and decrease our revenue, which could materially and adversely affect our financial condition and results of operations.

Furthermore, certain airline suppliers may also require us to provide financial securities including letter of guarantee to secure our performance of obligations under the relevant sales agreement, failure of which may materially and adversely affect our business relationship with such airline suppliers, decrease our revenue, as well as reduce our profitability and prospects.

We may be subject to third-party claims and counter-party risks.

We are exposed to risks of third-party claims for harm or injury suffered or allegedly suffered in relation to our products and services provided to our customers. Liability claims could cause reputational damage and have a material and adverse effect on our business, financial condition and/or results of operations. We are also exposed to counter-party risks and other risks which are beyond our control. Material service failure or suspension of the services of our suppliers may adversely impact our business, financial condition and results of operations.

We derive a substantial portion of our revenue in Canada.

A severe or prolonged downturn in the global and Canadian economy could materially and adversely affect our business and financial condition. We conduct substantially all of our business operations in Canada, and we expect to continue to generate a significant portion of our revenue from business operations in Canada. Accordingly, any economic downturn or recession in Canada could lead to decline in demand for our products or services and our overall business and operating results may be materially and adversely affected. In addition, renewed financial turmoil affecting the financial markets or banking systems may significantly restrict our ability to obtain financing in the capital markets or from financial institutions on commercially reasonable terms, or at all, which could also materially and adversely affect our business, results of operations and prospects.

We are subject to foreign exchange rate fluctuations which may affect our results of operations and financial position.

Our functional currency is CAD, while our presentation currency is HK$, appreciation or depreciation in the value of CAD relative to HK$ would have a positive or negative effect on our consolidated financial information which may not reflect any underlying change in our business, results of operations or financial condition. In addition, our revenue is denominated in CAD, and we are exposed to foreign exchange risks arising from the respective foreign currency exposures, primarily with respect to the U.S. dollars. Foreign exchange risk arises from future commercial transactions and recognized financial assets and liabilities. The settlement of such transactions and the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies may give rise to foreign currency exchange gains and losses. To the extent that we do not adequately and effectively manage our currency exposures, a significant negative change in exchange rates could result in an increase in our costs or reduced sales, or result in translation impact, which could have adverse effect on our revenue, costs, and profit margins.

Our historical financial and results of operations may not be indicative of our future performance, and we may not be able to sustain our historical growth rates of revenue and profitability.

Our revenue and profitability may vary from time to time due to a combination of various factors, most of which are beyond our control, including the global economic condition, special events, regulations or actions in Canada pertaining to our business operation and our ability to control costs and operating expenses and to recruit, train and retain our key management and operating personnel and other employees. All these factors could materially and adversely affect our business, results of operations and financial condition. Accordingly, our historical results may not be indicative of our future performance or be otherwise comparable to our results in previous periods. In addition, the period-to-period comparisons of our operating results may not be as meaningful to us as a result of our rapid expansion in recent years and in the future. If our financial and results of operations do not meet the expectations of market analysis and investors, the future price of our Shares may be materially and adversely affected.

We may not be able to implement our future plans successfully.

Our future business plans are based on our Directors' existing intentions. These business plans and intentions are based on assumptions as to the occurrence of certain future events, which may or may not materialize, and the real situation might differ materially. Furthermore, our future business plans may be hindered by other factors beyond our control, such as competition within the industry where we operate and from other offline and online travel agents and direct distribution by travel providers. Therefore, there is no assurance that any of our future business plans will materialize, or result in the conclusion or execution of any agreement within the planned time frame, or that our objectives will be fully or partially accomplished. For details of our future plans, please refer to the section headed "Business — Business strategies" in this prospectus.

Our insurance coverage may not be adequate to cover all losses that may occur.

As of the Latest Practicable Date, we had obtained insurance policies, mainly being general liability and third party insurance and professional liability insurance, which we believe are customary for businesses of our size and type and in line with the standard commercial practice in Canada. For more details on our insurance policies, please refer to the section headed "Business — Insurance" in this prospectus. However, there are certain types of losses, such as losses from war and acts of terrorism for which we cannot obtain insurance at a reasonable cost or at all. In the event that we incur substantial losses or liabilities but we are not insured against such losses or liabilities, or that our insurance is unavailable or inadequate to cover such loses or liabilities, our business, results of operations and financial condition might be materially and adversely affected.

Our collection, processing, storage, use and transmission of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements, differing views on data privacy or security breaches.

In our processing of travel transactions, we collect, process, store, use and transmit large amounts of sensitive personal data. This information is increasingly subject to legal restrictions around the world, which may result in conflicting legal requirements in Canada and other jurisdictions. The global-wide trend of legal restrictions is generally intended to protect the privacy and security of personal information, including credit card information that is collected, processed and transmitted in or from the governing jurisdiction. Companies that handle this type of data have also been subject to investigations, lawsuits and adverse publicity due to allegedly improper disclosure or use of sensitive personal information. As privacy and data protection becomes an increasingly politicized issue, we may also become exposed to potential liabilities as a result of conflicting legal requirements, differing views on the privacy of travel data or failure to comply with applicable requirements. Our business could be materially adversely affected if we are unable to comply with legal restrictions on the use of sensitive personal information or if such restrictions are expanded to require changes in our current business practices or are interpreted in ways that conflict with or negatively impact our present or future business practices.

We may not be able to adequately protect our intellectual property, which could weaken our competitive position and affect our business.

We believe that the success of our business and our competitive position depends on our technology and reputation. Our ability to implement our business plan successfully also depends in part on our ability to further build a reputation using our trademarks, proprietary know-how, software, trade secrets and other intellectual property, including our names and logos.

We have entered into confidentiality and non-compete agreements or standard employment contracts, which contain confidentiality and non-compete clauses, with certain key management and operating personnel, and have taken other precautionary procedures to protect our proprietary know-how, software, trade secrets and other proprietary and confidential information. However, we cannot assure you that our methods to protect such information will be sufficient and others could not independently develop or otherwise obtain access to our proprietary know-how, software and trade secrets. Preventing intellectual property infringement may be difficult, costly and time-consuming. Our efforts to protect our intellectual property rights may not be adequate, and we may be unable to identify any unauthorized use of our intellectual property rights or to take appropriate steps to enforce our rights on a timely basis, or at all. If we are unable to adequately protect our intellectual property rights, our reputation may be harmed, and our business may be adversely affected.

RISKS RELATING TO OUR INDUSTRY

Intense market competition in the travel and tourism industry may lead adverse pricing pressure and reduced operating margins.

The industry in which we operate is rapidly evolving and competitive, with intense competition from other offline and online travel agents and direct distribution by travel providers. We compete with such market participants in wide range of aspects, including pricing, diversity and quality of products and services, reputation and qualified tour guides and other key personnel. In particular, as a result of the emergence and growth of low-cost airlines, consolidation in the airline industry and the recent market trends toward e-commerce, among other factors, traditional travel providers, especially the airlines, are seeking to reduce distribution costs by way of increasing direct sales activities. As such, we may be required to reduce the service fee or product price or increase capital expenditure in response to such market competition in order to maintain a competitive position or pursue new market opportunities.

Additionally, our competitors may develop new products or services with similar contents and quality to ours and target our customers, which will result in increased competition as well. Any inability to successfully compete with other competitors in the markets may prevent us from increasing or sustaining our revenues and profitability and may lead to loss of market share, which could in turn materially and adversely affect our business, financial condition, results of operations or cash flows. As a result, our business, prospects, financial condition and results of operations may be materially and adversely affected.

We face intensified e-commerce competition within the airline industry.

E-commerce has become more popular in the airline industry, which enables travelers to have increasing online evaluation, selection and purchase of air tickets from websites of online travel agents and airlines. Therefore, we may be required to increase capital expenditure to face intensified e-commerce competition within the airline industry. We plan to upgrade our existing website to include online air ticket booking function and develop mobile booking applications, hence to increase our online channel presence. However, we cannot assure you that we can successfully cater to the development of e-commerce and expand our online and mobile distribution channels as planned, failure of which may result in a material and adverse effect on our financial performance and results of operations.

Our business is subject to natural disasters, acts or threats of terrorism, wars, travel-related accidents, outbreaks of contagious diseases or other catastrophic events.

Our operations are vulnerable to interruptions by natural disasters, acts or threats of terrorism, wars, travel-related accidents, outbreaks of contagious diseases or other catastrophic events beyond our control. Although we have established responsive guidelines and procedures to some of these events, there are certain events beyond our control, such as adverse weather conditions, natural disasters and labor strikes, which could also significantly and adversely affect traveler sentiments and demand for air tickets and other travel products and services to the affected destinations or for travel activities in general. Travel-related accidents and terrorist attacks against airline flights may also adversely affects our business and damage our reputation. Fires, floods and earthquakes may lead to evacuations and other disruptions in our operations, which may also prevent us from providing our customers with qualify services for an indefinite period of time, thereby affecting our business and damaging our reputation. Any such event could materially and adversely affect our business operations and results of operations.

Macro-economic factors have had and may continue to materially and adversely affect our business, results of operations and financial condition.

The travel and tourism industry is affected by macro-economic factors, including changes in international, national, regional and local economic conditions, employment levels and consumer spending patterns. In particular, most of our business operations are located in Canada and accordingly, our results of operations are closely affected by the macro-economic condition in Canada. Any deterioration of Canada economy, decrease in disposable consumer income, fear of a recession and decreases in consumer confidence may lead to a reduction of customer demands of our services and products, which could materially and adversely affect our results of operations and financial condition.

Moreover, the occurrence of disruption in local and global financial markets that could impact the availability of credit generally may have a material and adverse impact on financings available to us. Renewed turmoil affecting the financial markets or banking systems may significantly restrict our ability to obtain financing from the capital markets or from financial institutions on commercially reasonable terms, or at all, which could materially and adversely affect our business, results of operations and financial condition.

We are exposed to the risk of strikes of cabin crews and cancellation of airline flights.

Our Directors consider that the nature of our business is highly dependent on the variety and availability of flights provided by the airlines to satisfy our customers' travel needs and requirements. In turn, the ability of airlines to offer flights is reliant on the day-to-day smooth operations of their cabin crews. In the event that there are disputes or disagreements between the airline management and the unions to which the cabin crew belong and that these disputes or disagreements cannot be amicably and quickly resolved, there may be a risk that the unions will instruct the cabin crew to stage strikes or other industrial action, which may cause disruption and the possible cancellation of scheduled flights. Such flight cancellations will inevitably affect travelers who may need to reschedule or cancel their booked travel plans. Our Directors believe that our Group would not be liable for damages to customers who need to reschedule or cancel their booked travel plans due to industrial action or flight cancellation. The affected airlines may compensate such affected customers by allowing refunds and/or rescheduling of flights. Our Group may be affected to the extent that the affected customers may request our Group to assist in rescheduling their trips or in handling any refunds if allowed by the airlines concerned. In addition, there may be potential disputes and/or complaints raised by customers in connection with flights cancellation and consequential disruption to their travel plans. Any prolonged cabin crew strikes and the consequential flights cancellation may also reduce our ongoing transactions with the airline, which may adversely affect our business operations and financial conditions.

RISKS RELATING TO CONDUCTING BUSINESS IN CANADA

Our business operation in Canada is subject to applicable regulations of certain individual provinces.

We have regional offices and retail branches in four provinces in Canada, namely, Ontario, Québec, British Columbia and Alberta. As regulation of the travel and tourism industry in Canada is the responsibility of each individual province, our business operations in each of these four provinces in Canada is subject to the applicable laws and regulations of the respective province. The laws and regulations applicable to our different regional offices and retail branches differ from each other in many respects, including advertising, consumer protections, degree of government involvement and license and approval requirements. Such differences may bring a significant challenge in operational terms, requiring our Group to tailor its business practices to different regulatory requirements and to increase compliance expenditures for adapting our business policies and practices for different jurisdictions. Any material non-compliance could have a material adverse effect on our business, prospects, financial condition and results of operations.

In addition, as highlighted in the section headed "Summary of the Constitution of Our Company and the Cayman Islands Companies Law" in Appendix III to this prospectus. Canadian laws and regulations may differ in some respects from comparable laws and regulations of Hong Kong or other jurisdictions. Accordingly, Shareholders may not have the benefit of certain Hong Kong laws and regulations.

Our Company is subject to Canadian taxation, and would be subject to adverse Canadian tax results if it ever ceases to be resident in Canada.

Our Company was incorporated under the laws of the province of Ontario and continued and redomiciled under the laws of the Cayman Islands. Similarly, BVTEHU was incorporated under the laws of the province of Ontario, and continued and redomiciled under the laws of the BVI. However, both companies will generally be considered to remain as residents of Canada for purposes of the ITA so long as their "mind and management" also remain in Canada. As such, our Company and BVTEHU will be subject to Canadian taxation under the ITA in the same manner as any other corporation resident in Canada, including being subject to full Canadian taxation on worldwide income.

If our Company or BVTEHU at any time becomes a non-resident of Canada for purposes of the ITA, certain adverse "departure taxes" would arise. This result would be triggered if the "mind and management" of our Company or of BVTEHU shifts to a significant extent outside of Canada. While these "departure taxes" are imposed on our Company and/or BVTEHU, respectively, and not its shareholders, they could significantly erode the value of your investment. Our Company and BVTEHU currently intend to maintain their respective "mind and management" in Canada such that these "departure taxes" are not currently anticipated to arise. However, no commitments are made in this regard, and it is also possible that our Company and BVTEHU may be subject to events beyond their control that may impact their "mind and management" and ultimately lead to the imposition of such taxes. Please also refer to the section headed "Certain Canadian Legal and Regulatory Considerations in Relation to the Share Offer — Certain Canadian federal income tax considerations — Canadian tax residence matters" in this prospectus.

As a company with significant operations in Canada, it could be difficult for our investors to effect service of process on and recover against us or our Directors. Shareholders may face difficulties in protecting their interest.

We are a Canadian company and most of our Directors are residents of various jurisdictions outside Hong Kong. A substantial portion of our assets and the assets of our Directors and officers at any one time, are and may be located in jurisdictions outside Hong Kong. It could be difficult for investors to effect service of process within Hong Kong on our Directors who reside outside Hong Kong or to recover against us or our Directors on judgments of Hong Kong courts predicated upon the laws of Hong Kong. We have also been advised by our Canadian legal advisors that Canada has no arrangement for the reciprocal recognition and enforcements of judgment with Hong Kong. Our corporate affairs are governed by our Articles of Association and other applicable laws and regulations. You should be mindful about such differences. Please refer to the section headed "Summary of the Constitution of Our Company and the Cayman Islands Companies Law" in Appendix III to this prospectus for more details.

Dividends payable to non-Canadian investors will be subject to withholding taxes under Canadian tax laws.

Provided our Company remains a resident of Canada for purposes of the ITA, dividends paid or credited or deemed to be paid or credited (if any) on our Shares to a Non-Resident Shareholder will be subject to a Canadian non-resident withholding tax at a rate of 25%, subject to reduction under the provisions of any applicable income tax treaty or convention between Canada and the country of which the Non-Resident Shareholder is resident.

For further details about potential Canadian federal income tax considerations, please refer to the section headed "Certain Canadian Legal and Regulatory Considerations in Relation to the Share Offer — Certain Canadian Federal Income Tax Considerations" in this prospectus.

Our Company may be subject to government laws and regulations affecting privacy and data collection.

Our Company is subject to applicable privacy laws regarding the collection, use, disclosure and protection of customer and employee data. Among other things, Alberta has the Personal Information Protection Act; British Columbia has the Personal Information Protection Act and Québec has the An Act Respecting the Protection of Personal Information in the Private Sector (further described in the section headed "Regulatory Overview" in this prospectus), which apply to activities within those provinces, and the federal Personal Information Protection and Electronic Documents Act applies to the collection, use and disclosure of personal information in the course of commercial activities in all other provinces as well as to international and interprovincial activities. Such legislation relating to data collection on customers and employees for security purposes may increase costs of operations. Any material changes that add additional requirements to collecting, processing and filing data with, or otherwise reporting data to, government agencies may adversely impact our business.

Changes in government regulations relating to tour operators and travel agents could impose additional restrictions on operations that could increase operating costs or disrupt our operations.

The travel and tourism industry is subject to extensive laws relating to, among other things, safety and security, consumer, provision of services, competition, environment and labor concerns. Government entities such as, the Travel Industry Council of Ontario (Ontario), Consumer Protection BC (British Columbia), Office de la protection du consommateur (Québec), the Canadian Transportation Agency, and other domestic or foreign government entities (further described in the section headed "Regulatory Overview" in this prospectus) may implement new laws or regulatory schemes, or render decisions, rulings or changes in policy that could have a material adverse impact on the tour operators and travel agents in general by significantly increasing the cost of operations, imposing additional requirements on operations or reducing the demand for travel and tourism related products and services.

RISKS RELATING TO OUR OPERATIONS OUTSIDE OF CANADA

During the Track Record Period, we had limited operations in the United States. We intend to continue to expand our presence in North America, in particular the United States, in future years. Accordingly, we may be subject to certain risks as a result our existing and proposed expansion of business and operations outside of Canada, many of which are beyond our control and could adversely affect our business, including:

- currency exchange and other restrictions on the withdrawal of our international investments and earnings, including potentially substantial withholding tax and other tax liabilities or other restrictions on the repatriation of cash generated by our international operations;
- exposure to international diplomatic relations and local economic and political conditions, epidemics, natural disasters or security issues (including terrorism, political instability and war);
- restrictive government policies, such as trade protection measures and restrictions on travel generally, more burdensome visa requirements and restrictions and other requirements affecting inward investment;
- differences in business practices, such as potentially longer payment cycles and differing accounting practices;
- differences in general employment conditions and the degree of employee unionization and activism;
- differences in, and unexpected changes to, legal or regulatory requirements, including laws on taxation, consumer protection, pricing and discounts; and
- preference of local populations for local providers.

If our business or operations outside of Canada are negatively affected as a result of these or other factors, our overall financial results and business prospects could be adversely impacted and we may be unable to expand our business as planned.

RISKS RELATING TO THE SHARE OFFER

An active trading market of our Shares may not develop.

Prior to the Share Offer, there has been no public market for any of our Shares. The initial Offer Price range for the Offer Shares was the result of negotiation between our Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters). The Offer Price may differ significantly from the market price for our Shares following the Share Offer. However, even if approved, being listed on the Main Board of the Stock Exchange does not guarantee that an active trading market for our Shares will develop following the Share Offer or that our Shares will always be listed and traded on the Main Board of the Stock Exchange. There can be no assurance that an active trading market for our Shares will develop or be maintained following completion of the Share Offer, or that the market price of our Shares will not fall below the Offer Price. If an active trading market for our Shares does not develop or is not sustained after the Share Offer, the market price and liquidity of our Shares could be materially and adversely affected.

There has been no prior public market for our Shares and the liquidity, market price and trading volume of our Shares may be volatile.

Upon Listing, the trading volume and market price of our Shares may be affected or influenced by a number of factors from time to time, including the revenue, earnings and cash flows of our Group, announcements of new businesses and/or investments of our Group, strategic alliances and/or acquisitions, fluctuations in the market prices of comparable catering service providers, changes of senior management of our Group, and general economic conditions. Any of such developments may result in large and sudden changes in the volume and price at which our Shares will trade. There is no assurance if such developments will occur or not and it is difficult to quantify the impact on our Group and on the trading volume and market price of our Shares. In addition, shares of other companies listed on the Main Board of the Stock Exchange have experienced substantial price volatility in the past. It is likely that from time to time, our Shares will be subject to changes in price that may not be directly related to our Group's financial or business performance.

Purchasers of the Offer Shares will experience an immediate dilution and may experience further dilution if our Company issues additional Shares or other securities in the future.

Based on the Offer Price range, the Offer Price is expected to be higher than the net tangible asset value per Share immediately prior to the Share Offer. Therefore, the purchasers of the Offer Shares will experience an immediate dilution in unaudited pro forma-adjusted net tangible asset value to approximately HK$0.10 per Share and approximately HK$0.12 per Share based on the Offer Price of HK$0.335 per Offer Share and HK$0.425 per Offer Share, respectively. Additional funds may be required in the future to finance the expansion or new developments of the business and operations of our Group or new acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of our Company other than on a pro-rata basis to existing Shareholders, the shareholding percentage of our existing Shareholders in our Company may be diluted or such new securities may confer rights and privileges that take priority over those conferred by the Offer Share.

Future disposal by our existing Shareholders of a substantial number of our Shares in the public market could materially and adversely affect the prevailing market price of our Shares.

The Shares held by our Controlling Shareholders are subject to a lock-up period beginning on the date on which trading in the Shares commences on the Stock Exchange. There is no assurance that our Controlling Shareholders will not dispose of our Shares held by them. Our Group cannot predict the effect, if any, of any future disposal of our Shares by any substantial shareholder of our Company or Controlling Shareholders, or the availability of Shares for disposal by any substantial shareholder of our Company or Controlling Shareholder may have on the market price of the Shares. Disposal of a substantial amount of Shares by any substantial shareholder of our Company or any Controlling Shareholder or the issuance of a substantial amount of new Shares by our Company, or the market perception that such disposal or issuance may occur, could materially and adversely affect the prevailing market price of our Shares.

Our interests may conflict with those of our Controlling Shareholders, who may take actions that are not in, or may conflict with, our or our public Shareholders' best interests.

Immediately following the Share Offer, our Controlling Shareholders will, beneficially own 45% of our Company's issued share capital immediately upon completion of the Share Offer, or approximately 43.4% if the Over-allotment Option is exercised in full. The interests of such Controlling Shareholders may differ from the interests of our other Shareholders. If the interests of such Controlling Shareholders conflict with the interests of our other Shareholders, or if such Controlling Shareholders cause our business to pursue strategic objectives that conflict with the interests of our other Shareholders, the non-controlling Shareholders could be disadvantaged by the actions that our Controlling Shareholders choose to cause us to pursue.

Our Controlling Shareholders could have significant influence in determining the outcome of any corporate transaction or other matters submitted to the Shareholders for approval, including but not limited to mergers, privatizations, consolidations and the sale of all, or substantially all, of our assets, election of directors, and other significant corporate actions. Such Controlling Shareholder has no obligation to consider the interests of our Company or the interests of our other shareholders. As such, such Controlling Shareholders' interests may not necessarily be in line with the best interests of our Company or the interests of our other Shareholders, which may materially and adversely affect our Company's business operations and the price at which our Shares are traded on the Stock Exchange.

The industry statistics and forward-looking information contained in this prospectus may not be accurate, reliable and fair.

This prospectus contains information and statistics, including but not limited to information and statistics relating to Canada and the travel and tourism industry and markets, which have been extracted partly from various publicly available official publications as well as industry report which are not commissioned by us. We believe that the sources of such information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. However, we cannot guarantee the quality of such sources. Moreover, statistics derived from multiple sources may not be prepared on a comparable basis. Neither the Underwriters nor any of their affiliates or advisors, nor we or any of our affiliates or advisors have verified the accuracy of the information contained in such sources. We make no representation as to the accuracy of the information contained in such sources, which may not be consistent with other information compiled by other available sources. Accordingly, the industry information and statistics contained in this prospectus may not be accurate and should not be unduly relied upon for your investment in our Company or otherwise.

This prospectus also contains certain forward-looking statements and information relating to us that are not historical facts but relate to our intentions, beliefs, expectations or predictions for future events and conditions which may not occur. Even though these statements have been made by our Directors after due and careful consideration and on bases and assumptions fair and reasonable at the time, they nevertheless involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Accordingly, you should not place undue reliance on any such forward-looking statements contained in this prospectus. For further details, please refer to the section headed "Forward-looking Statements" in this prospectus.

You should read this entire prospectus and we strongly caution you not to place any reliance on any information contained in press articles or media regarding us or the Share Offer.

There may be press and media coverage regarding us or the Share Offer, which may include certain events, financial information, financial projections and other information about us that do not appear in this prospectus. We have not authorized the disclosure of any other information not contained in this prospectus. We do not accept any responsibility for any such press or media coverage and we make no representation as to the accuracy or completeness or reliability of any such information or publication. To the extent that any such information appearing in publications other than this prospectus is inconsistent or conflicts with the information contained in this prospectus, we disclaim responsibility for them. In making your decision as to whether to invest in our Shares, you should rely only on the financial, operational and other information included in this prospectus.

Possible setting of the Offer Price after making a Downward Offer Price Adjustment

We have the flexibility to make a Downward Offer Price Adjustment to set the final Offer Price at up to 10% below the bottom end of the indicative Offer Price range per Offer Share. It is therefore possible that the final Offer Price will be set at HK$0.302 per Offer Share upon the making of a Downward Offer Price Adjustment. In such a situation, the Share Offer will proceed and the Withdrawal Mechanism will not apply. If the final Offer Price is set at HK$0.302, the estimated net proceeds we will receive from the Share Offer will be reduced to approximately HK$34.6 million and such reduced proceeds will be used as described in the section headed "Future Plans and Use of Proceeds — Use of Proceeds" in this prospectus.