

### HISTORY AND BUSINESS DEVELOPMENT

Our Company was incorporated under the laws of the province of Ontario, Canada on August 18, 2017, and registered by way of continuation in the Cayman Islands on October 20, 2017. Since our inception, our Company has been an investment holding company with no business operation. Pursuant to the Reorganization, as more particularly described in the paragraph headed “Reorganization” in this section, our Company became the holding company of our Group for the purpose of the Listing.

Our history can be traced back to 1976 when our executive Director and Controlling Shareholder Mrs. Tsang, a then college student, together with two of her family members, commenced air ticket distribution business by selling low-cost air tickets to fellow students seeking to travel home to Asia. In 1978, we began to provide package tours to Asia in Canada. In 1980, we opened our New York office to conduct air ticket distribution business in the United States. In 1983, Ms. Tsu joined our Group and expanded our Group’s business. We started to develop our wholesale and retail network in the 1980s, and as of the Latest Practicable Date, we had a total of four regional offices as well as five retail branches in Canada and the United States. To better support our daily operations, we have been building our in-house information technology infrastructure since 1999, comprising computer hardwares, operating systems, enterprise software application, data management and storage, networking and telecommunication platforms, and system integration services. We began to provide travel business process management in 2007 after we successfully entered into a service agreement in respect of travel business process management with one of the world’s top travel agents. Under the leadership of Mrs. Tsang and Ms. Tsu, we have grown from being a retail air ticket reseller to an established and diversified company providing comprehensive travel products and services including air ticket distribution, travel business process management and travel products and services in Canada and the United States.

Between 2007 to 2011, we had undertaken tour and travel related business in China through a group of companies (the “**PRC businesses**”), including Beijing Tour East International Travel Co. Ltd.\* (北京加東國際旅行社有限公司) (“**BJ TE**”) and Tour East Ecommerce (Shanghai) Co. Ltd.\* (加東電子商務(上海)有限公司) (“**SH TE**”). To the best knowledge of our Directors, the PRC businesses are primarily engaged in China inbound tours. The PRC businesses were then reorganized to be held by 1372979 Ontario Inc. (“**1372979 Ontario**”) in 2011 through the investment holding companies of Mrs. Tsang, Ms. Tsu and Dr. Chu as to 35, 50 and 15 common shares respectively and Tour East Canada held 5,000 non-voting special shares. On January 1, 2017, 1372979 Ontario, together with its entire businesses in the PRC held by it, was disposed of to a senior management of Beijing Dynasty International Travel Co. Ltd\* (北京漢唐經典國際商務旅行社有限公司) (“**Beijing Dynasty**”), an Independent Third Party (the “**Disposal**”), at consideration of (i) CAD100 for the 100 common shares reflective of the accumulated deficit position of 1372979 Ontario and its subsidiaries; (ii) CAD1 for the 5,000 special shares; and (iii) approximately CAD2.7 million for the shareholders’ loan and advances relating to 1372979 Ontario. Beijing Dynasty was a related party of our Group prior to the Disposal. The Disposal was mainly due to (i) the desire of Mrs. Tsang, Ms. Tsu and Dr. Chu to focus their time, resources and efforts on business in North America; (ii) the difficulties of managing PRC-based companies due to the different geographical location and time zone of the management team; and (iii) the

---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

accumulated deficit position of 1372979 Ontario and its subsidiaries. After the Disposal, our Group continued to procure mid-office and back-office support services from Beijing Dynasty and occasionally procured travel products and services from Beijing Dynasty, and it would also procure travel products and services from us when necessary. Please refer to section headed “Financial Information — Related Parties, Related Party Transactions and Balances” in this prospectus for details.

During the years ended December 31, 2015 and 2016, as confirmed by Ms. Tsu, Beijing Dynasty had obtained a valid licence for its operation and had been granted “AAAAA Travel Service” by the Beijing Municipal Committee on Grading Assessment of Travel Services based on municipal standard of grading and Assessment of Travel Services. Ms. Tsu confirmed that, other than litigation in relation to the labour matter which involved an insignificant amount of employee benefit compensation from Beijing Dynasty which was settled in February 2014, there were no investigation, claims, penalties or cancellation of licences in respect of various matter such as administration, operation, licensing, taxation, labour and welfare matters and foreign exchanges, and Ms. Tsu is not aware of any non-compliance matters relating to 1372979 Ontario, Beijing Dynasty, Beijing Dynasty MICE, SH TE and BJ TE in any material respects.

### OUR BUSINESS DEVELOPMENT AND MILESTONES

We set forth below our key business development and milestones:

<u>Year</u>	<u>Key milestone</u>
1976	Our founders commenced air ticket distribution business by selling low-cost air tickets to college students seeking to travel home to Asia
1977	We became an IATA accredited travel agent
1978	We began to offer package tours to Asia in Canada
1980	Tour East New York was established
1981	We became an ARC accredited travel agent
1999	Tour East Canada was amalgamated to streamline business operations
2003	We expanded and relocated our headquarters in Canada We set up the first regional office in Toronto, Canada
2003	We started to distribute air tickets to one of the world’s top travel agents
2007	We launched the provision of travel business process management

---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

### CORPORATE DEVELOPMENT

As of the Latest Practicable Date, our Group had incorporated operating subsidiaries in Canada and the United States to carry out our business. Major corporate development of our principal operating subsidiaries are set out below:

#### Tour East Canada

The earliest predecessor of Tour East Canada, namely East Asian Travel Incorporated, was incorporated on May 2, 1976 in Ontario, Canada. In order to streamline our business operations, Tour East Canada was amalgamated on January 1, 1999 following a series of amalgamation on January 1, 1987, January 1, 1995, September 1, 1997 and January 1, 1999, respectively.

The following table sets forth the share ownership of Tour East Canada as of the date of its amalgamation on January 1, 1999:

<u>Name of Shareholder</u>	<u>Number and Class of Shares <sup>(1)</sup></u>
CCC Family Trust	40 common shares
Dr. Chu (in trust for Ms. Tsu)	12 common shares
Dr. Chu	20 common shares
The 1994 Rita Tsang Family Trust	80 common shares
Mrs. Tsang	150 Class A special shares 816 Class B special shares 775 Class C special shares
Ms. Tsu	48 common shares
Ms. Min Tsu <sup>(2)</sup>	100 Class A special shares 204 Class B special shares

*Notes:*

*(1) Only the common shares of Tour East Canada have voting rights.*

*(2) Ms. Min Tsu is the mother of Mrs. Tsang, Ms. Tsu and Dr. Chu.*

On September 1, 2011, CCC Family Trust transferred its 40 common shares to Mrs. Tsang in satisfaction of her capital interest in the CCC Family Trust, and Dr. Chu transferred the 12 common shares held in trust for Ms. Tsu to Ms. Tsu. On the same date, in satisfaction of their respective capital interest in The 1994 Rita Tsang Family Trust, The 1994 Rita Tsang Family Trust transferred its 80 common shares in equal portion to each of Ms. Camille Tsang and Ms. Claudia Tsang, respectively, both being daughter of Mrs. Tsang, who then transferred their respective 40 common shares to CC Connect Holdings Inc. (“**CC Connect**”). In consideration, CC Connect issued and allotted 50 common shares to each of Ms. Camille Tsang and Ms. Claudia Tsang, respectively.

On September 1, 2011, RT Group, AT Holdings and DC Holdings subscribed for 60, 30 and 10 common shares of Tour East Canada, respectively, at the price of CAD1.0 per common share which was determined with reference to the nominal price of CAD1.0 per share.

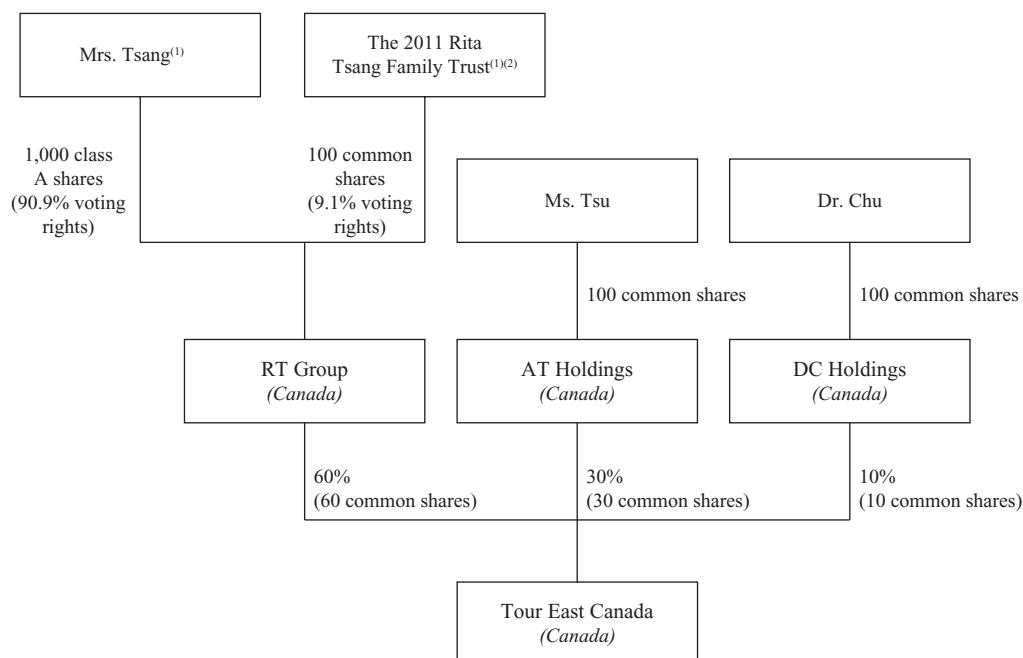
---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

Subsequent to a series of transfers and redemptions of common shares and preference shares, the following charts set forth the shareholding structure of Tour East Canada immediately prior to the Reorganization:

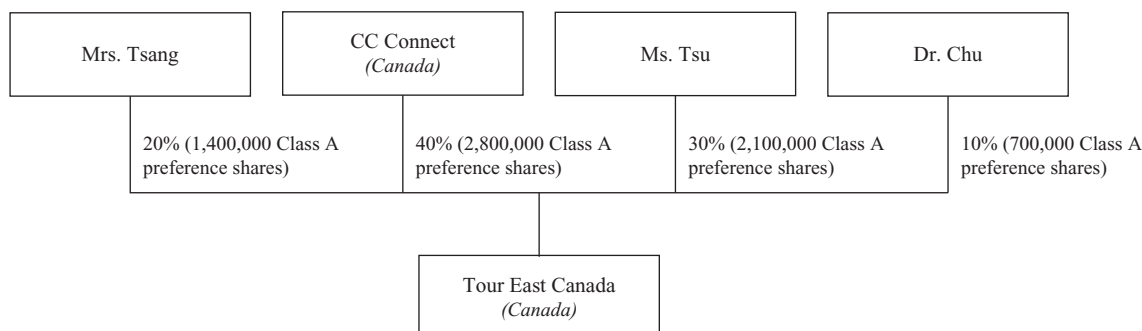
### *For common shares (voting)*



*Notes:*

- (1) Both the common shares and class A shares of RT Group carry equal voting rights.
- (2) The 2011 Rita Tsang Family Trust (i) was set up to enjoy the economic benefits as a passive investor of RT Group; (ii) is operated by the trustees who have power and authority in their absolute and uncontrolled discretion, among whom Ms. Claudia Leung and Mr. William Yee are both Independent Third Parties; and (iii) has not entered into any acting in concert agreement with Mrs. Tsang and is not accustomed to taking any instructions from Mrs. Tsang in relation to the dealings of securities.

### *For Class A preference shares (non-voting)*

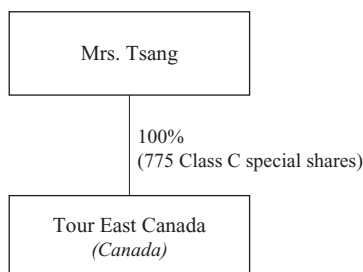


---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

*For Class C special shares (non-voting)*



Our Canadian legal advisors confirmed that the above transfers of the shares in Tour East Canada has been properly completed and settled in accordance with applicable law and practice.

As part of the Reorganization, Tour East Canada became an indirect wholly-owned subsidiary of our Company pursuant to the Reorganization. For further details, please refer to the paragraph headed “Reorganization” in this section. Tour East Canada is principally engaged in air ticket distribution, travel business process management and provision of travel products and services in Canada.

### **Tour East New York**

Tour East New York was incorporated under the laws of the state of New York, the United States on November 25, 1980 with an authorized share capital of 200 common shares with no par value, which were wholly-owned by Mrs. Tsang.

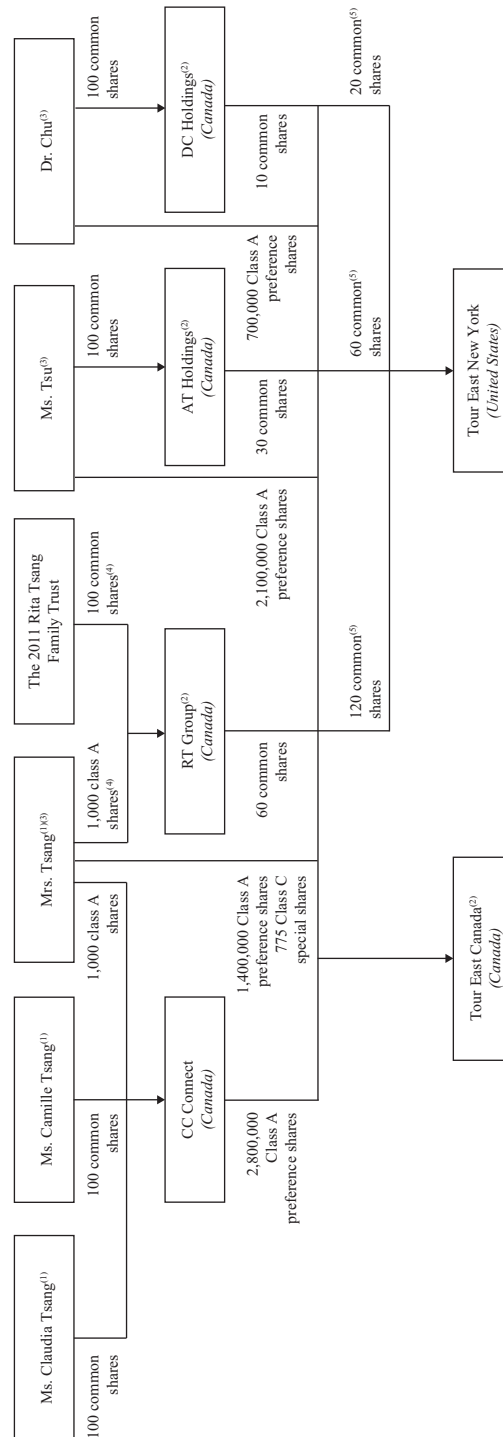
On December 21, 2015, DC Holdings, AT Holdings and RT Group acquired 20, 60 and 120 common shares, respectively, from Mrs. Tsang at a consideration of US\$3,000, US\$9,000 and US\$18,000, respectively, based on the then paid-up capital of Tour East New York, with reference to the investment cost, which have been fully settled on the same date. Following the above share transfers, Tour East New York was owned as to 10% by DC Holdings, 30% by AT Holdings and 60% by RT Group, respectively.

As part of the Reorganization, Tour East New York became an indirect wholly-owned subsidiary of our Company pursuant to the Reorganization. For further details, please refer to the paragraph headed “Reorganization” in this section. The principal activities of Tour East New York is the distribution of air ticket in the United States.

# HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

## REORGANIZATION

The following chart sets forth our corporate and shareholding structure immediately prior to the Reorganization:



---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

*Notes:*

- (1) Ms. Claudia Tsang and Ms. Camille Tsang are daughters of Mrs. Tsang.*
- (2) Only the common shares of Tour East Canada have voting rights.*
- (3) Mrs. Tsang, Ms. Tsu and Dr. Chu are siblings.*
- (4) Both the common shares and class A shares of RT Group carry equal voting rights.*
- (5) These shares represent all issued share capital of Tour East New York.*

### **Transfer of Class A Preference Shares and redemption of Class C Special Shares of Tour East Canada**

On September 27, 2017, RT Group filed articles of amendment to create 4,200,000 new Class X preference shares carrying the same attributes as the Class A preference shares of Tour East Canada.

On October 9, 2017, CC Connect transferred 2,800,000 Class A preference shares of Tour East Canada to RT Group at fair market value. The consideration was settled by RT Group issuing and allotting 2,800,000 Class X preference shares to CC Connect on the same date.

On October 9, 2017, Tour East Canada redeemed 775 Class C special shares held by Mrs. Tsang, which resulted in a deemed dividend of CAD77.5 and was fully paid in cash on the same date.

On October 9, 2017, Mrs. Tsang transferred her 1,400,000 Class A preference shares of Tour East Canada to RT Group at fair market value. The consideration was settled by RT Group issuing and allotting 1,400,000 Class X preference shares to Mrs. Tsang on the same date.

On October 9, 2017, Ms. Tsu transferred her 2,100,000 Class A preference shares of Tour East Canada to AT Holdings at fair market value. The consideration was settled by AT Holdings issuing and allotting 100 common shares to Ms. Tsu on the same date.

On October 9, 2017, Dr. Chu transferred his 700,000 Class A preference shares of Tour East Canada to DC Holdings at fair market value. The consideration was settled by DC Holdings issuing and allotting 100 common shares to Dr. Chu on the same date.

### **Incorporation of our Company and offshore companies**

#### ***Our Company***

On August 18, 2017, our Company was incorporated under the laws of the province of Ontario, Canada as a limited liability company with an authorized share capital of an unlimited number of common shares. One Share was issued and allotted to RT Group on the same date and upon completion of such issue and allotment, our Company became wholly-owned by RT Group.

#### ***BVTEHC***

On August 1, 2017, BVTEHC was incorporated under the laws of the province of Ontario, Canada as a limited liability company with an authorized share capital of an unlimited number of

---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

common shares in order to act as the intermediate holding company of our Group. One share of BVTEHC was issued and allotted to RT Group on the same date and upon completion of such issue and allotment, BVTEHC became wholly-owned by RT Group.

### ***1134351 B.C.***

On September 18, 2017, 1134351 B.C. was incorporated under the laws of the province of British Columbia, Canada as an unlimited liability company with an authorized share capital of an unlimited number of common shares in order to act as the intermediate holding company of our Group. One share of 1134351 B.C. was issued and allotted to AT Holdings on the same date and upon completion of such issue and allotment, 1134351 B.C. became wholly owned by AT Holdings.

### ***BVRTH***

On August 1, 2017, BVRTH was incorporated under the laws of the province of Ontario, Canada as a limited liability company with an authorized share capital of an unlimited number of common shares. On the same date, one share of BVRTH was issued and allotted to RT Group, a company controlled by Mrs. Tsang who is entitled to 90.9% of its voting rights in her own capacity. Upon completion of such issue and allotment, Mrs. Tsang indirectly wholly owned BVRTH through RT Group and, as part of the Reorganization, BVRTH acts as the holding company for the interest of Mrs. Tsang in our Company.

### ***BVATH***

On August 1, 2017, BVATH was incorporated under the laws of the province of Ontario, Canada as a limited liability company with an authorized share capital of an unlimited number of common shares. On the same date, one share of BVATH was issued and allotted to AT Holdings, a company wholly-owned by Ms. Tsu. Upon completion of such issue and allotment, Ms. Tsu indirectly wholly-owned BVATH through AT Holdings and, as part of the Reorganization, BVATH acts as the holding company for the interest of Ms. Tsu in our Company.

### ***BVDCH***

On August 1, 2017, BVDCH was incorporated under the laws of the province of Ontario, Canada as a limited liability company with an authorized share capital of an unlimited number of common shares. On the same date, one share of BVDCH was issued and allotted to DC Holdings, a company wholly-owned by Dr. Chu. Upon completion of such issue and allotment, Dr. Chu indirectly wholly-owned BVDCH through DC Holdings and, as part of the Reorganization, BVDCH acts as the holding company for the interest of Dr. Chu in our Company.

### ***BVTEHU***

On August 1, 2017, BVTEHU was incorporated under the laws of the province of Ontario, Canada as a limited liability company with an authorized share capital of an unlimited number of common shares in order to act as the intermediate holding company of our Group. One share of BVTEHU was issued and allotted to our Company on August 19, 2017 and upon completion of such issue and allotment, BVTEHU became wholly-owned by our Company.



---

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

---

### **Transfer of shares of Tour East Canada to BVTEHC**

On October 9, 2017, RT Group transferred its 60 common shares and 4,200,000 Class A preference shares of Tour East Canada to BVTEHC at fair market value. The consideration was fully settled by BVTEHC issuing and allotting 59 common shares of BVTEHC to RT Group.

On October 9, 2017, AT Holdings transferred its 30 common shares and 2,100,000 Class A preference shares of Tour East Canada to BVTEHC at fair market value. The consideration was fully settled by BVTEHC issuing and allotting 30 common shares of BVTEHC to AT Holdings.

On October 9, 2017, DC Holdings transferred its 10 common shares and 700,000 Class A preference shares of Tour East Canada to BVTEHC at fair market value. The consideration was fully settled by BVTEHC issuing and allotting 10 common shares of BVTEHC to DC Holdings.

Upon completion of such transfers, Tour East Canada became wholly-owned by BVTEHC.

### **Transfer of shares of Tour East New York to 1134351 B.C.**

On October 9, 2017, RT Group, AT Holdings and DC Holdings transferred their respective 120, 60 and 20 common shares of Tour East New York to 1134351 B.C. at fair market value. The considerations were fully settled by 1134351 B.C. issuing and allotting 60, 29 and 10 common shares of 1134351 B.C. to RT Group, AT Holdings and DC Holdings, respectively. Upon completion of such transfers, Tour East New York became wholly-owned by 1134351 B.C.

### **Transfers of shares of each of BVTEHC and 1134351 B.C. to our Company**

On October 9, 2017, RT Group, AT Holdings and DC Holdings transferred their respective 60, 30 and 10 common shares of BVTEHC to our Company at fair market value. The considerations were settled by our Company issuing and allotting 496,799,999, 248,400,000 and 82,800,000 Shares to RT Group, AT Holdings and DC Holdings, respectively. Upon completion of such transfers, BVTEHC became wholly-owned by our Company.

On the same date, RT Group, AT Holdings and DC Holdings transferred their respective 60, 30 and 10 common shares of 1134351 B.C. to our Company at fair market value. The considerations were settled by our Company issuing and allotting 43,200,000, 21,600,000 and 7,200,000 Shares to RT Group, AT Holdings and DC Holdings, respectively. Upon completion of such transfers, 1134351 B.C. became wholly-owned by our Company.

### **Transfer of shares of each of BVTEHC and 1134351 B.C. to BVTEHU**

On October 9, 2017, our Company transferred its 100 common shares of BVTEHC and 100 common shares of 1134351 B.C. to BVTEHU at fair market value. The consideration was settled by BVTEHU issuing and allotting 100 common shares of BVTEHU to our Company. Upon completion of such transfers, BVTEHC and 1134351 B.C. became directly wholly-owned by BVTEHU.

---

## **HISTORY, REORGANIZATION AND CORPORATE STRUCTURE**

---

### **Transfers of Shares to BVRTH, BVATH and BVDCH**

On October 9, 2017, RT Group transferred its 540,000,000 Shares to BVRTH at fair market value. In full settlement of the consideration, BVRTH issued and allotted 119 common shares of BVRTH to RT Group.

On October 9, 2017, AT Holdings transferred its 270,000,000 Shares to BVATH at fair market value. In full settlement of the consideration, BVATH issued and allotted 59 common shares of BVATH to AT Holdings.

On October 9, 2017, DC Holdings transferred its 90,000,000 Shares to BVDCH at fair market value. In full settlement of the consideration, BVDCH issued and allotted 19 common shares of BVDCH to DC Holdings.

Upon completion of such transfers, our Company was owned as to 60% by BVRTH, 30% by BVATH and 10% by BVDCH.

### **Exchange of Class A preference shares to common shares of Tour East Canada**

On October 9, 2017, BVTEHC exchanged its 7,000,000 Class A preference shares of Tour East Canada for seven common shares of Tour East Canada at fair market value.

### **Continuation of jurisdiction of BVRTH, BVATH, BVDCH, BVTEHU and our Company**

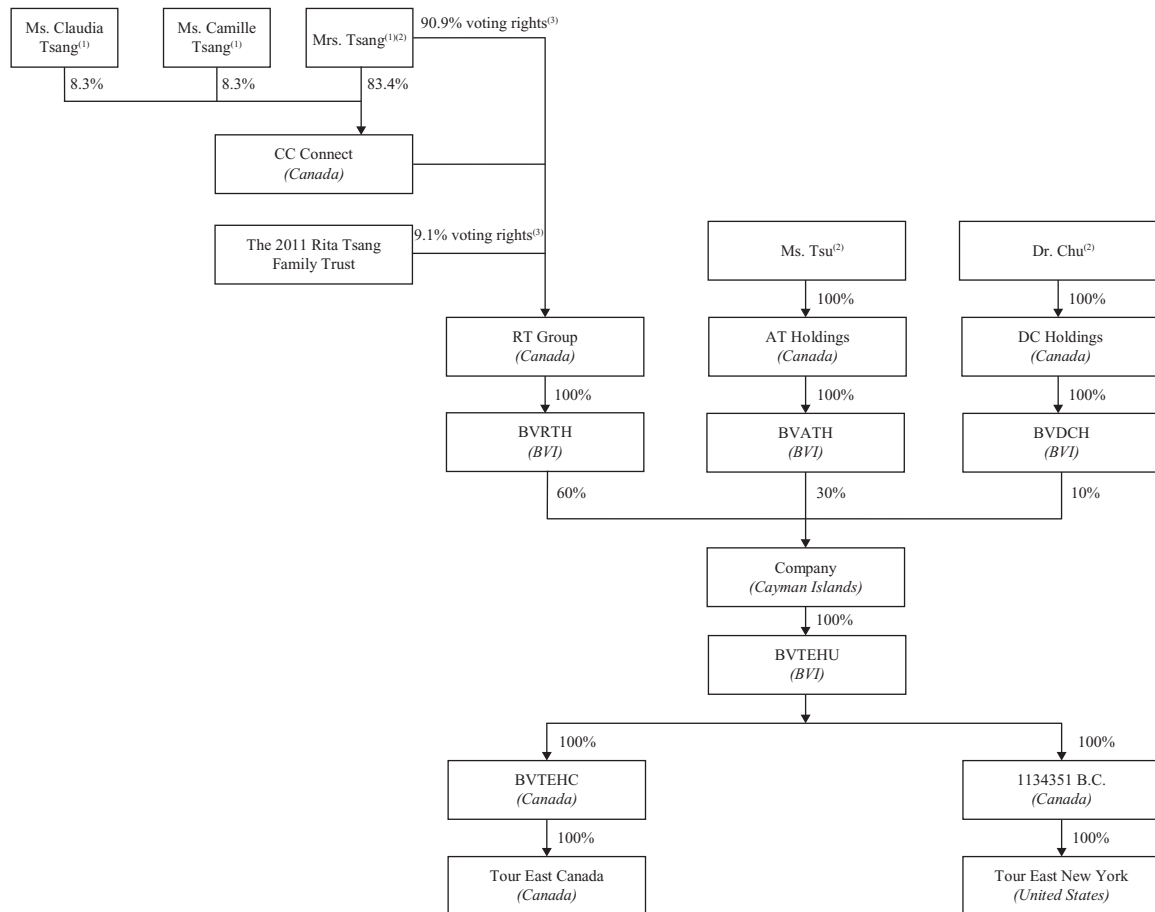
On October 20, 2017, our Company was registered by way of continuation as an exempted Company in the Cayman Islands with limited liability.

On October 23, 2017, each of BVRTH, BVATH, BVDCH and BVTEHU continued its jurisdiction of incorporation from the province of Ontario, Canada to the BVI.

All the relevant regulatory requirements and approvals under Canadian corporate laws in respect of the Reorganization have been complied with and obtained.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart sets forth our corporate and shareholding structure immediately after the Reorganization, but before the completion of the Share Offer:

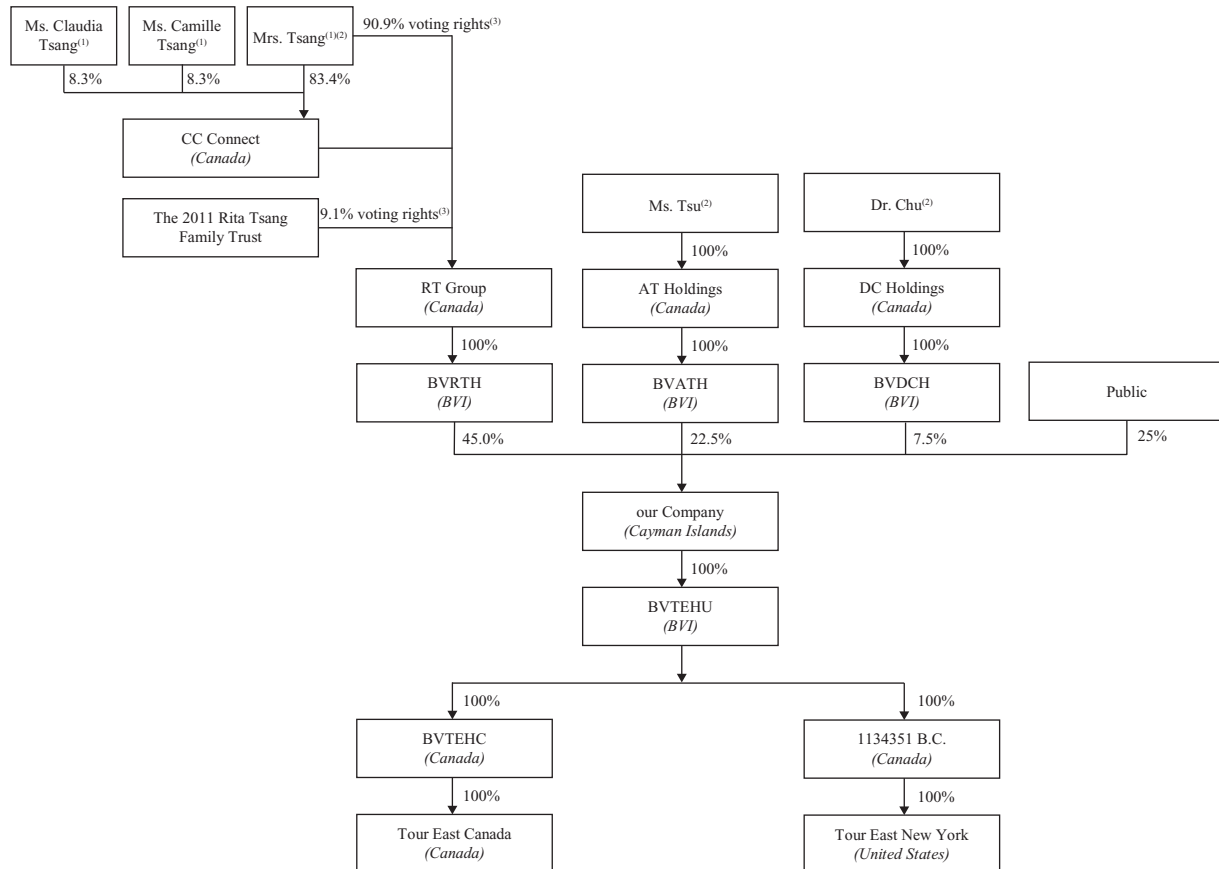


*Notes:*

- (1) Ms. Claudia Tsang and Ms. Camille Tsang are daughters of Mrs. Tsang.
- (2) Mrs. Tsang, Ms. Tsu and Dr. Chu are siblings.
- (3) Both the common shares and class A shares of RT Group carry equal voting rights.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart sets forth our corporate and shareholding structure upon completion of the Share Offer (assuming the Over-allotment Option is not exercised and taking no account of any Shares to be issued upon the exercise of any options that may be granted under the Share Option Scheme):



Notes:

- (1) Ms. Claudia Tsang and Ms. Camille Tsang are daughters of Mrs. Tsang.
- (2) Mrs. Tsang, Ms. Tsu and Dr. Chu are siblings.
- (3) Both the common shares and class A shares of RT Group carry equal voting rights.