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## CONTINUING CONNECTED TRANSACTION

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### **Continuing Connected Transaction Exempt from the Reporting, Announcement and Independent Shareholders' Approval Requirements**

#### *Financial assistance provided by Haton*

On March 11, 2009, Top Promise as tenant and Hang Lung Real Estate Agency Limited (“Hang Lung”) as agent for the registered owner, AP Success Limited, (the “Landlord”) entered into a tenancy agreement (the “Tenancy Agreement”) for a term of two years commencing from February 25, 2009. The monthly rent and the management fees for the Hong Kong Premises under the Tenancy Agreement are HK\$122,472.0 and HK\$15,454.8, respectively. We currently use the Hong Kong Premises as our Hong Kong office. On March 11, 2009, a guarantee and indemnity (the “Guarantee”) was entered into among Hang Lung as agent for the Landlord, Top Promise, Haton and our Company, pursuant to which Haton and our Company guarantee unconditionally and irrevocably Top Promise’s due and punctual performance and fulfillment of all of its actual or contingent obligations, covenants, terms and conditions under the Tenancy Agreement.

As Mr. Suolang Duoji, the founder, the chairman, a Controlling Shareholder and a non-executive Director of our Company, is a connected person of our Company under Rules 1.01 and 14A.11 of the Listing Rules and Haton is more than 30% owned by him, Haton is considered as an associate of Mr. Suolang Duoji and a connected person of our Company under Rule 14A.11 of the Listing Rules. Further details of Haton are set out in the section headed “Controlling, Substantial and Selling Shareholders” in this prospectus.

The maximum monthly rent and management fees that will be subject to the guarantee provided by Haton under the Guarantee are HK\$137,926.8 per month. The Directors consider that the financial assistance provided by Haton is for the benefit of our Company and is on normal commercial terms and our Company has not and will not grant any security over any of our assets in respect of such financial assistance.

#### *Historical figures and proposed annual caps*

For each of the years ended December 31, 2006, 2007 and 2008, the aggregate amount of the financial assistance provided by Haton to Top Promise amounted to nil, nil and nil, respectively.

Based on the Guarantee, the Directors expect that the aggregate amount of the financial assistance to be provided by Haton to Top Promise for the three consecutive years ending December 31, 2009, 2010 and 2011 will not exceed HK\$965,487.6 (for seven months ending December 31, 2009), HK\$1,655,121.6 and HK\$275,853.6, respectively.

#### *No waiver applied for exempt continuing connected transaction*

The Directors, including the independent non-executive Directors, consider that the continuing connected transaction described above is qualified under Rules 14A.33 and 14A.65(4) of the Listing Rules as a continuing connection transaction exempt from the reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. Therefore, no waiver for this exempt continuing connected transaction is sought from the Stock Exchange.

### **Confirmation from the Directors**

The Directors, including the independent non-executive Directors, confirm that the continuing connected transaction described above was entered into in the ordinary and usual course of business of our Company, on normal commercial terms and are fair and reasonable to our Company on the basis that the terms thereof are no less favorable to our Company than terms offered by independent third parties, and therefore are in the interests of our Shareholders and our Company as a whole.

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The Directors, including the independent non-executive Directors, are of the view that the proposed annual caps are fair and reasonable and in the interests of the Shareholders and our Company as a whole.

### **Confirmation from the Joint Sponsors**

The Joint Sponsors are of the opinion that the continuing connected transaction described above are in the ordinary and usual course of business of our Company, on normal commercial terms, are fair and reasonable and in the interests of our Shareholders and our Company as a whole, and that the proposed annual caps are fair and reasonable.