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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT THE COMPANY

1. Incorporation

The Company was incorporated in Bermuda as an exempted company under the Companies Act on 21 December 2006. The Company has established a place of business in Hong Kong at 11/F, 10 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong, and has been registered on 19 June 2008 with the Companies Registry as a non-Hong Kong company in Hong Kong under Part XI of the Companies Ordinance. Each of Mr. Wong Yat Ming and Ms. Yiu Yuen Wah, Christiana has been appointed as the agent of the Company for acceptance of service of process and notices in Hong Kong.

As the Company is incorporated in Bermuda, its corporate affairs are subject to the Companies Act and to its constitutive documents comprising the Memorandum of Association and the Bye-laws. A summary of various provisions of its constitutive documents and relevant aspects of the Companies Act is set out in Appendix V to this document.

2. Changes in share capital of the Company

The Company was incorporated on 21 December 2006 with an authorised share capital of HK\$100,000 divided into 1,000,000 Shares.

On 28 December 2006, 1,000,000 Shares were allotted and issued to LiFung Trinity for cash at par.

On 1 September 2007, the authorised share capital of the Company was increased from HK\$100,000 divided into 1,000,000 Shares to HK\$200,000,000 divided into 2,000,000,000 Shares by the creation of 1,999,000,000 new Shares.

On 24 September 2007:

- (a) pursuant to a subscription and assignment agreement dated 24 September 2007 entered into between LiFung Trinity, the Company and BLS Holdings, 328,000,000 Shares were issued to LiFung Trinity credited as fully paid at a total consideration of HK\$82,000,000, representing an issue price of HK\$0.25 per Share, such consideration was satisfied by assignment to the Company by LiFung Trinity of an amount of HK\$82,000,000 owed to LiFung Trinity by BLS Holdings; and
- (b) pursuant to a subscription agreement dated 24 September 2007 entered into between the Company, LiFung Trinity and Fung Trinity Holdings, 611,999,999 Shares were issued to LiFung Trinity and 1 Share was issued to Fung Trinity Holdings holding on trust for LiFung Trinity, all credited as fully paid at a total consideration of HK\$153,000,000, representing an issue price of HK\$0.25 per Share.

On 7 December 2007, 82,337,500 fully paid-up Shares were allotted and issued to Horsford Nominees Ltd. at a total consideration of HK\$292,298,125.

On 8 December 2007:

- (a) 55,035,935 Shares were allotted and issued to Flank & Co. fully paid at a total consideration of HK\$195,377,569.25;
- (b) 649,530 Shares were allotted and issued to Circus & Co. fully paid at a total consideration of HK\$2,305,831.50;

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (c) 15,198,335 Shares were allotted and issued to Flight & Co. fully paid at a total consideration of HK\$53,954,089.25; and
- (d) 11,453,700 Shares were allotted and issued to Resortstream & Co. fully paid at a total consideration of HK\$40,660,635.

On 21 December 2007, 21,760,625 fully paid-up Shares were allotted and issued to J.P. Morgan Securities Ltd. at a total consideration of HK\$77,250,218.75.

On 27 December 2007, 21,760,625 fully paid-up Shares were allotted and issued to Citigroup Global Markets Financial Products LLC at a total consideration of HK\$77,250,218.75.

On 23 January 2008:

- (a) 10,351,000 Shares were allotted and issued to Eagle Bright Group Limited fully paid at a total consideration of HK\$36,746,050;
- (b) 10,351,000 Shares were allotted and issued to Megacom Enterprises Limited fully paid at a total consideration of HK\$36,746,050;
- (c) 4,234,500 Shares were allotted and issued to Martinville Holdings Limited fully paid at a total consideration of HK\$15,032,475; and
- (d) 2,117,250 Shares were allotted and issued to Mr. Wong Yat Ming fully paid at a total consideration of HK\$7,516,237.50.

On 28 January 2008, 2,117,250 Shares were allotted and issued to Mr. Leong Kwok Yee fully paid at a total consideration of HK\$7,516,237.50.

On 29 January 2008, 26,805,633 fully paid up Shares were allotted and issued to Renown as consideration for the transfer of 2,450,490 shares in Trinity China (BVI) (representing 49% of the issued share capital thereof) by Renown to LiFung Trinity JV.

Save as disclosed herein and in the paragraphs headed "A. Further Information about the Company — 3. Resolutions of the Shareholders passed on 16 October, 2009" and "A. Further Information about the Company — 4. Reorganisation" in this Appendix, the Company does not have any changes in its share capital since its incorporation.

3. Resolutions of the Shareholders passed on 16 October, 2009

Resolutions of the Shareholders were passed on 16 October, 2009 which resolved amongst other things:

- (a) the Company conditionally approved and adopted the Bye-laws, the provisions of which are summarised in Appendix V to this document;
- (b) the authorised share capital of the Company was increased from HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 each to HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each;
- (c) [●]
 - (ii) the rules of the Post-[●] Share Option Scheme (subject to such amendments as may be approved by the Directors or a committee thereof) were conditionally approved and adopted and the Directors were authorised to grant options to subscribe for the Shares thereunder and to allot, issue and deal with the Shares pursuant to the exercise of options granted under the Post-[●] Share Option Scheme;

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (iii) a general unconditional mandate was given to the Directors to allot, issue and deal with the Shares (including the power to make or grant offers, agreements and options which would or might require the exercise of such powers), otherwise than pursuant to (ww) a rights issue; (xx) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (yy) the exercise of the subscription rights under options granted under the Pre-[●] Share Option Scheme or the Post-[●] Share Option Scheme or any other similar arrangement of the Company from time to time adopted for the grant or issue to officers and/or employees and/or consultants and/or advisors of the Company and/or any of its subsidiaries and/or other persons of Shares or rights to acquire Shares; or (zz) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company, with an aggregate nominal amount not exceeding the sum of (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following the completion of the [●] (such share capital being inclusive of any Shares which may be issued pursuant to the exercise of the [●]); and (bb) the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company pursuant to the authority granted to the Directors as referred to in paragraph (iv) below, until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or the Companies Act or any other applicable laws or the date of passing of an ordinary resolution by the Shareholders at general meeting revoking or varying the authority given to the Directors, whichever occurs first;
- (iv) a general unconditional mandate was given to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange or other stock exchange on which Shares may be listed and recognised by the SFC and the Stock Exchange for this purpose, with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following the completion of the [●] (such share capital being inclusive of any Shares which may be issued pursuant to the exercise of the [●]) until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or the Companies Act or any other applicable laws or the date of passing of an ordinary resolution by the Shareholders at general meeting revoking or varying the authority given to the Directors, whichever occurs first; and
- (v) the general unconditional mandate mentioned in paragraph (iii) above was extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to in paragraph (iv) above, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue immediately following the completion of the [●] (such share capital being inclusive of any Shares which may be issued pursuant to the exercise of the [●]).

4. Reorganisation

The companies in the Group underwent a reorganisation to rationalise the Group's structure in preparation for the [●] which involved the following:

(a) Incorporation of new companies

- (i) On 23 March 2006, LiFung Trinity was incorporated in the BVI and on 18 April 2006, one share of US\$1 was allotted and issued to Fung Trinity Holdings.
- (ii) On 6 April 2006, LiFung Trinity (Management) was incorporated in Hong Kong and one share of HK\$1 was subscribed by the subscriber and on 25 May 2006, such share was transferred to LiFung Trinity at par as the sole shareholder.
- (iii) On 12 May 2006, LiFung Trinity JV was incorporated in the BVI and on 16 June 2006, one share of US\$1 was allotted and issued to LiFung Trinity as the sole shareholder.
- (iv) On 18 May 2006, LiFung International Brands was incorporated in Hong Kong and one share of HK\$1 was subscribed by the subscriber and on 9 June 2006, such share was transferred to LiFung Trinity at par as the sole shareholder.
- (v) On 8 December 2006, International Brands Holdings was incorporated in the BVI and on 28 December 2006, one share of US\$1 was allotted and issued to LiFung Trinity as the sole shareholder.
- (vi) On 8 December 2006, LiFung Trinity Services was incorporated in the BVI and on 28 December 2006, one share of US\$1 was allotted and issued to LiFung Trinity as the sole shareholder.
- (vii) On 21 December 2006, the Company was incorporated in Bermuda and on 28 December 2006, 1,000,000 shares of par value HK\$0.10 each were allotted and issued to LiFung Trinity for cash at par.

(b) Injection of new members into the Group

- (i) Acquisition of Green Group

By way of the following transactions, the Group acquired Green Group (except certain dormant companies):

- (aa) share transfer on 18 September 2006 between LiFung Trinity (as transferor) and LiFung Trinity JV (as transferee) for the acquisition of 51% of the issued share capital of Trinity China (BVI) at consideration of HK\$290,000,000; and
- (bb) share transfer agreement dated 31 December 2006 entered into between LiFung Trinity (as transferor) and International Brands Holdings (as transferee) for the acquisitions of the entire issued share capital of each of A.T., Champion, Concord, Golden Palace, Million Venture and Trubest at consideration of HK\$7,200,000, HK\$57,000,000, HK\$74,000,000, HK\$153,000,000, HK\$142,000,000 and HK\$150,000,000, respectively, completion of which took place on the same day.

APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

(ii) Acquisition of DDL Group

By way of the following transactions, the Group acquired DDL Group (except a dormant company):

- (aa) share transfer agreement dated 31 December 2006 between LiFung Trinity (as transferor), Trinity Retail (HK) (as transferor) and LiFung Trinity JV (as transferee) for the acquisition of the entire issued share capital of Trinity Retail at an aggregate consideration of HK\$50,971,429, completion of which took place on the same day;
- (bb) a share transfer agreement dated 31 December 2006 entered into between LiFung Trinity (as transferor) and LiFung Trinity JV (as transferee) for the acquisition of the entire issued share capital of Trinity Retail (HK) at consideration of HK\$761,560,000, completion of which took place on the same day; and
- (cc) share transfer agreement dated 29 March 2007 entered into between LiFung Trinity (as transferor) and LiFung Trinity JV (as transferee) for the acquisition of 10% of the issued share capital of DDM, at consideration of MOP1, completion of which took place on the same day.

(iii) Acquisition of other members

- (aa) Pursuant to a share transfer agreement dated 31 December 2006 entered into between Trinity Textiles HK and LiFung Trinity Services, Trinity Textiles HK transferred to LiFung Trinity Services the entire issued share capital of each of Trinity (Casual Wear) and Trinity (Business Wear) at consideration of HK\$10,000,000 for each of the companies, completion of which took place on the same day.
- (bb) Pursuant to a share transfer agreement dated 31 December 2006 entered into between LiFung Trinity and International Brands Holdings, LiFung Trinity transferred to International Brands Holdings the entire issued share capital of LiFung International Brands at consideration of HK\$100, completion of which took place on the same day.
- (cc) Pursuant to a share transfer agreement dated 31 December 2006 entered into between LiFung Trinity and LiFung Trinity Services, LiFung Trinity transferred to LiFung Trinity Services the entire issued share capital of LiFung Trinity (Management) at consideration of HK\$100, completion of which took place on the same day.
- (dd) Pursuant to a share transfer agreement dated 31 December 2006 entered into between LiFung Trinity and the Company, LiFung Trinity transferred to the Company the entire issued share capital of each of: (1) LiFung Trinity JV; (2) International Brands Holdings; and (3) LiFung Trinity Services, together with their respective loans receivable, for HK\$1,078,400,100, HK\$583,200,200 and HK\$20,000,200, respectively, such amounts were satisfied by a shareholders' loan due from the Company to LiFung Trinity, which was partially settled by the novation of a US\$205,000,000 term loan by LiFung Trinity as referred to in subparagraph (i) of paragraph (c) below. The transfers were completed on the same day.

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

(ee) Pursuant to a share transfer agreement dated 27 March 2007 entered into between Trinity Textiles HK and LiFung Trinity Services, Trinity Textiles HK transferred to LiFung Trinity Services the entire issued share capital of IDD at consideration of A\$2,184,000, completion of which took place on the same day.

(c) Settlement of inter-company loan

- (i) On 16 January 2007, pursuant to a novation agreement dated 29 December 2006 between LiFung Trinity, The Bank of Tokyo-Mitsubishi UFJ, Ltd., the Company and Fung Trinity Holdings in relation to the Assumed Loan owed by LiFung Trinity to The Bank of Tokyo-Mitsubishi UFJ, Ltd., the Assumed Loan was novated by LiFung Trinity to the Company as a partial set-off of the shareholders' loan owing from the Company to LiFung Trinity as referred to in subparagraph (dd) of paragraph (b) (iii) above.
- (ii) On 24 September 2007, the Company, LiFung Trinity and Fung Trinity Holdings entered into a subscription agreement pursuant to which the sum of HK\$153,000,000 owing by the Company to LiFung Trinity was applied as consideration for the issue by the Company of 612,000,000 Shares to LiFung Trinity.

(d) Acquisition of interests in the JVs from Parent Group

Pursuant to a share transfer agreement dated 31 March 2007 entered into between LF Retailing and International Brands Holdings, LF Retailing transferred to International Brands Holdings the entire issued share capital of L&F Branded Lifestyle at consideration of HK\$150,000,000, completion of which took place on the same day.

5. Changes in share capital of subsidiaries

The Company's subsidiaries are listed in the Accountant's Report set out in Appendix I to this document.

Save as mentioned in the paragraph headed "A. Further Information about the Company — 4. Reorganisation" in this Appendix or disclosed below, there is no change in share capital (or registered capital, as the case may be) of the subsidiaries of the Company during the two years immediately prior to the date of this document.

(a) LiFung Trinity Fashions

On 9 November 2007:

- (i) its authorised share capital of LiFung Trinity Fashions was increased from HK\$10,000 divided into 10,000 shares of HK\$1 each to HK\$10,000,000 divided into 10,000,000 shares of HK\$1 each; and
- (ii) 4,999,999 shares of HK\$1 each were allotted and issued to LiFung Trinity Services at par.

(b) Kent & Curwen Limited

On 27 June 2008:

- (i) the authorised share capital of Kent & Curwen Limited was increased from GBP1,000,000 divided into 1,000,000 shares of GBP1 each to GBP2,000,000 divided into 2,000,000 shares of GBP1 each; and

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

- (ii) 750,000 shares of GBP1 each were allotted and issued to Renown to capitalise a loan of GBP750,000 from Renown.

6. Brief details of the Company's subsidiaries established in Mainland China

Brief details of the Company's subsidiaries established in Mainland China are as follows:

(a) 逸質服飾銷售（上海）有限公司 (Champion Fashion Distributions (Shanghai) Limited)

Date of establishment:	27 June 2005
Registered capital:	RMB3,000,000
Term of operation:	27 June 2005 to 26 June 2035
Scopes of businesses:	Retail, wholesale and sale on commission of apparel clothing, accessories and related products (auction excluded); import and export of the abovementioned merchandise and other related business (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	Champion Distributions Limited

(b) 永盈服飾銷售（上海）有限公司 (Concord Fashion Distributions (Shanghai) Limited)

Date of establishment:	18 May 2005
Registered capital:	RMB3,000,000
Term of operation:	18 May 2005 to 17 May 2035
Scopes of businesses:	Retail, wholesale and sale on commission of apparel clothing, accessories and related products (auction excluded); import and export of the abovementioned merchandise and other related business (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	Concord Distributions Limited

(c) 利永（上海）時裝商貿有限公司 (Trinity China Distributions (Shanghai) Limited)

Date of establishment:	27 October 2006
Registered capital:	RMB3,000,000
Term of operation:	27 October 2006 to 26 October 2036
Scopes of businesses:	Retail, wholesale and sale on commission of apparel clothing, accessories and related products (auction excluded); import and export of the abovementioned merchandise and other related operations (quota approvals or other specific item approvals shall be obtained for such particular products if applicable) (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	Trinity China Distributions (H.K.) Limited

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

(d) 利宜貿易（上海）有限公司 (Trinity China Distributions Trading (Shanghai) Co., Ltd.)

Date of establishment:	29 December 2000
Registered capital:	US\$200,000
Term of operation:	29 December 2000 to 28 December 2050
Scopes of businesses:	International trade, entrepot trade, trade among enterprises in the Waigaoqiao Bonded Area (the "Area") and trade agency in the Area; trading with enterprises out of the Area through domestic enterprises with import and export business licences; simple commercial processing and commercial consultancy services within the Area (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	Trinity China Distributions (H.K.) Limited

(e) 永圖貿易（上海）有限公司 (Golden Palace Global Trading (Shanghai) Co., Ltd.)

Date of establishment:	29 December 2000
Registered capital:	US\$200,000
Term of operation:	29 December 2000 to 28 December 2050
Scopes of businesses:	International trade, entrepot trade, trade among enterprises in the Waigaoqiao Bonded Area (the "Area") and trade agency in the Area; trading with enterprises out of the Area through domestic enterprises with import and export business licences; simple commercial processing and commercial consultancy services within the Area (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	Golden Palace Global (H.K.) Limited

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

(f) 利邦（上海）服装贸易有限公司 (LiFung Trinity China Distribution (Shanghai) Limited)

Date of establishment:	27 October 2006
Registered capital:	RMB3,000,000
Term of operation:	27 October 2006 to 26 October 2036
Scopes of businesses:	Retail, wholesale and sale on commission of apparel clothing, accessories and related products (auction excluded); import and export of the abovementioned merchandise and other related business (quota approvals or other specific item approvals shall be obtained for such particular products if applicable) (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	LiFung Trinity International Brands Limited

(g) 逸倫貿易（上海）有限公司 (Million Venture Trading (Shanghai) Co., Ltd.)

Date of establishment:	29 December 2000
Registered capital:	US\$200,000
Term of operation:	29 December 2000 to 28 December 2050
Scopes of businesses:	International trade, entrepot trade, trade among enterprises in the Waigaoqiao Bonded Area (the "Area") and trade agency in the Area; trading with enterprises out of the Area through domestic enterprises with import and export business licences; simple commercial processing and commercial consultancy services within the Area (subject to all necessary approvals (if any))
Group's attributable percentage interest:	100%
Owner of the registered capital:	Million Venture (H.K.) Limited

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

B. FURTHER INFORMATION ABOUT THE BUSINESS

1. Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this document and are or may be material:

- (a) a subscription agreement dated 14 November 2007 entered into between the Company, LiFung Trinity and SMALLCAP World Fund, Inc. pursuant to which SMALLCAP World Fund, Inc. agreed to subscribe for 82,337,500 Shares at a consideration of HK\$292,298,125;
- (b) a subscription agreement dated 14 November 2007 entered into between the Company, LiFung Trinity and Janus Adviser International Growth Fund pursuant to which Janus Adviser International Growth Fund agreed to subscribe for 11,453,700 Shares at a consideration of HK\$40,660,635;
- (c) a subscription agreement dated 14 November 2007 entered into between the Company, LiFung Trinity and Janus Aspen International Growth Portfolio pursuant to which Janus Aspen International Growth Portfolio agreed to subscribe for 15,198,335 Shares at a consideration of HK\$53,954,089.25;
- (d) a subscription agreement dated 14 November 2007 entered into between the Company, LiFung Trinity and Janus Overseas Fund pursuant to which Janus Overseas Fund agreed to subscribe for 55,035,935 Shares at a consideration of HK\$195,377,569.25;
- (e) a subscription agreement dated 19 December 2007 entered into between the Company, LiFung Trinity and J.P. Morgan Securities Ltd. pursuant to which J.P. Morgan Securities Ltd. agreed to subscribe for 21,760,625 Shares at a consideration of HK\$77,250,218.75;
- (f) a subscription agreement dated 19 December 2007 entered into between the Company, LiFung Trinity and EMP-Daiwa Capital Asia Limited pursuant to which EMP-Daiwa Capital Asia Limited agreed to subscribe for 10,351,000 Shares at a consideration of HK\$36,746,050;
- (g) a subscription agreement dated 19 December 2007 entered into between the Company, LiFung Trinity and Megacom Enterprises Limited pursuant to which Megacom Enterprises Limited agreed to subscribe for 10,351,000 Shares at a consideration of HK\$36,746,050;
- (h) a subscription agreement dated 21 December 2007 entered into between the Company, LiFung Trinity and Citigroup Global Markets Financial Products LLC pursuant to which Citigroup Global Markets Financial Products LLC agreed to subscribe for 21,760,625 Shares at a consideration of HK\$77,250,218.75;
- (i) a subscription agreement dated 7 January 2008 entered into between the Company, LiFung Trinity and Mr. Jeremy Paul Egerton Hobbins pursuant to which Mr. Hobbins agreed to subscribe for 4,234,500 Shares at a consideration of HK\$15,032,475;
- (j) a sale and purchase agreement dated 29 January 2008 entered into between the Company and Renown pursuant to which the Company agreed to purchase from Renown 2,450,490 shares in Trinity China (BVI) (formerly known as D'urban China Distributions (B.V.I.) Limited), representing 49% of the issued share capital thereof, at a consideration of HK\$95,160,000 which was satisfied by the issue of 26,805,633 Shares to Renown;

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION







- (k) a deed of tax indemnity dated 15 October 2009 given by LiFung Trinity in favour of the Company (for itself and on behalf of the members of the Group) in connection with the [●];
- (l) [●] and
- (m) [●]

2. Intellectual property rights

The following intellectual property rights are material in relation to the Group's business:

(a) Trade Marks









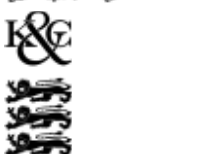
- (i) Kent & Curwen:

Trade mark	Registered Owner/ (Applicant)	Place of Registration	Expiry Date / (Date of Application)	Class	Registration Number / (Application Number)
	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	16 August 2017	14, 18 and 25	300935910
 KENT&CURWEN	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	18 November 2017	24	300995509
 KENT&CURWEN	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	23 July 2013	9, 14 and 18	300052028
	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	27 September 2019	25	1989B0869
 KENT & CURWEN	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	18 March 2012	25	199302482
	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	14 December 2016	25	199811668

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APPENDIX VI





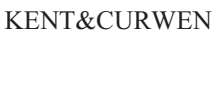




STATUTORY AND GENERAL INFORMATION

Trade mark	Registered Owner/ (Applicant)	Place of Registration	Expiry Date / (Date of Application)	Class	Registration Number / (Application Number)
A 	LiFung Trinity Management (Singapore) Pte. Ltd.	Hong Kong	26 January 2017	25	199908343
B 	LiFung Trinity Management (Singapore) Pte. Ltd.	PRC	29 July 2016	25	256993
	LiFung Trinity Management (Singapore) Pte. Ltd.	PRC	(23 July 2003)	18	(3644405)
	(LiFung Trinity Management (Singapore) Pte. Ltd.)	PRC	(9 January 2008)	24	(6500240)
	LiFung Trinity Management (Singapore) Pte. Ltd.	PRC	6 April 2017	25	973727
	LiFung Trinity Management (Singapore) Pte. Ltd.	Macau	10 July 2012	25	P/13965
	LiFung Trinity Management (Singapore) Pte. Ltd.	Macau	5 February 2011	18/ 25	N/12340/ N/12341
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	31 October 2009	40	00464198
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	31 May 2014	25	798894

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APPENDIX VI









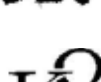

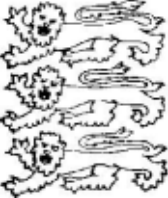

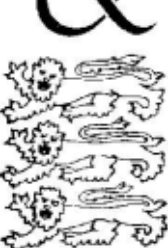
STATUTORY AND GENERAL INFORMATION

Trade mark	Registered Owner/ (Applicant)	Place of Registration	Expiry Date / (Date of Application)	Class	Registration Number / (Application Number)
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	15 February 2014	18/ 25	1087031/ 1087033
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	15 February 2014	18/ 25	1087036 / 1087039
KENT&CURWEN					
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	15 February 2014	18	1087035
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	30 September 2018	3 and 24	1332257
KENT&CURWEN					
	LiFung Trinity Management (Singapore) Pte. Ltd.	Taiwan	30 September 2018	14, 18 and 25	1332118
	Renown Incorporated	Japan/ Korea	20 March 2013/ 13 June 2014	18 & 25/ 18 & 25	4654139/ 40-0101669
	LiFung Trinity Management (Singapore) Pte. Ltd.	Thailand/ United Kingdom/ United States/ CTM (EU)	28 August 2017/ 14 March 2015/ 22 June 2016/ 1 April 2016	25/ 25/ 25/ 14, 18 & 25	Kor83400/ 1214755/ 1390882/ 000128199
	LiFung Trinity Management (Singapore) Pte. Ltd.	Canada	24 January 2022	18, 20, 25 & 28	TMA393221
	I.D.D. ITALIA SRL INTERNATIONAL DIVISION OF D'URBAN	Italy	5 March 2015	25	724408

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APPENDIX VI







STATUTORY AND GENERAL INFORMATION

Trade mark	Registered Owner/(Applicant)	Place of Registration	Expiry Date / (Date of Application)	Class	Registration Number / (Application Number)
	International Division of D'Urban Japan Inc.	Australia/ New Zealand	2 May 2016/ 23 November 2016	25	509734/ 256201
	Renown Incorporated/ International Division of D'Urban Japan Inc.	Japan/	20 March 2013/	18 & 25/	4654140/
		Korea/	13 February	18/	40-0574526/
		Korea/	2014/	25/	40-0582239/
	LiFung Trinity Management (Singapore) Pte. Ltd.	Russia	11 May 2014/ 28 June 2015	18 & 25	310948
		Thailand	28 August 2017	25	Kor86326
	Renown Incorporated	Indonesia	22 February 2015	25/	IDM000095869/
				18/	IDM000095870/
				14	IDM000095871
	Renown Incorporated	Malta	17 May 2019	25	24340
	LiFung Trinity Management (Singapore) Pte. Ltd.	United Kingdom/ CTM (EU)	20 March 2015/ 1 April 2016	25/	1215017/
				14, 18 &	000128231
				25	

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APPENDIX VI

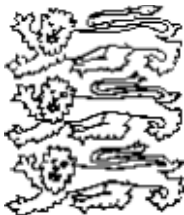


STATUTORY AND GENERAL INFORMATION

<u>Trade mark</u>	<u>Registered Owner/ (Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date / (Date of Application)</u>	<u>Class</u>	<u>Registration Number / (Application Number)</u>
	International Division of D'Urban Japan Inc.	New Zealand	23 November 2016	25	256200
					
	Renown Incorporated	Indonesia	22 February 2015	25/ 18	IDM000095866/ IDM000095867
	LiFung Trinity Management (Singapore) Pte. Ltd.	Thailand	28 August 2017	25	Kor79782
	Renown Incorporated	Japan/ Korea/ Malaysia/ Malaysia	30 March 2018/ 13 June 2014/ 6 June 2014/ 6 June 2014	24 & 25/ 18 & 25/ 18/ 25	2031976/ 40-0101670/ MB100303/ MB100304
	Renown Incorporated	Malaysia	27 June 2014	18/ 25	B27380/ B27378
KENT & CURWEN	Renown Incorporated/ International Division of D'Urban Japan Inc./ LiFung Trinity Management (Singapore) Pte. Ltd.	Malta/ Russia/ CTM (EU)	17 May 2019/ 28 June 2015/ 1 April 2016	25/ 18 & 25/ 14, 18 & 25	24339/ 309915/ 000128330
KENT & CURWEN	LiFung Trinity Management (Singapore) Pte. Ltd.	United Kingdom/ United States	14 January 2014/ 19 June 2014	25/ 25	1188612/ 1282592
KENT & CURWEN	International Division of D'Urban Japan Inc.	Australia/ New Zealand	2 May 2016/ 23 November 2016	25	509735/ 256202

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APPENDIX VI

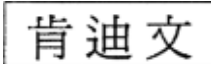
STATUTORY AND GENERAL INFORMATION

<u>Trade mark</u>	<u>Registered Owner/ (Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date / (Date of Application)</u>	<u>Class</u>	<u>Registration Number / (Application Number)</u>
KENT & CURWEN	Renown	Japan/	20 March 2013/	18 & 25/	4654141/
	Incorporated	Thailand	28 August 2017	25	Kor79783
KENT & CURWEN	LiFung Trinity Management (Singapore) Pte. Ltd.	Canada	9 December 2018	25	TMA348909
KENT&CURWEN ENGLAND	(Renown Incorporated)/ Lifung Trinity Management (Singapore) Pte. Ltd.	Korea/	(17 August 2007)/	14, 18 & 25/	(4020070043769)/
		Singapore	31 August 2017	14, 18 & 25	T0718076I
	LiFung Trinity Management (Singapore) Pte. Ltd.	United States/	19 May 2017/	25/	1440032/
		Canada/	21 August 2017/	18 & 25/	TMA331214/
		Australia	16 October 2015	25	416801
	I.D.D. ITALIA SRL INTERNATIONAL DIVISION OF D'URBAN	Italy	5 March 2015	25	724409
		D'urban	13 May 2017/	25/	1003670/
	(Renown Incorporated)/ I.D.D. ITALIA SRL INTERNATIONAL DIVISION OF D'URBAN/ LiFung Trinity Management (Singapore) Pte. Ltd.	PRC/	5 March 2015/	25/	724407/
		Italy/	1 April 2016	14, 18 & 25	000128280
		CTM (EU)			
肯迪文	LiFung Trinity Management (Singapore) Pte. Ltd./ LiFung Trinity (Management) Limited/ LiFung Trinity (Management) Limited	Hong Kong/	15 April 2017/	25	200013839/
		Macau/	25 September 2014/		N/005889/
		Taiwan	30 November 2011		974413







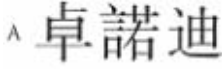
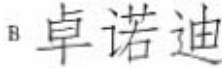

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Trade mark	Registered Owner/ (Applicant)	Place of Registration	Expiry Date / (Date of Application)	Class	Registration Number / (Application Number)
	LiFung Trinity (Management) Limited	PRC	6 May 2011	25	1565327
肯迪文	(利永(上海)時裝 商貿有限公司)	PRC	(6 December 2007)	18/ 24/ 25	(6421995/ 6421994/ 6421993)

(ii) Cerruti 1881:

Trade mark	Registered Owner/ (Applicant)	Place of Registration	Expiry Date/(Date of Application)	Class	Registration Number/ (Application Number)
	Cerruti 1881	Hong Kong/ PRC/ PRC/ PRC	14 November 2011/ 9 August 2010/ 6 June 2014/ 6 June 2014	25	1992B01594/ 526297/ 3337721/ 3340349
	Cerruti 1881	Hong Kong	18 July 2018	3, 14, 16, 18, 25	200204396AA
	Cerruti 1881	Hong Kong	16 May 2019	18, 25	200303250AA
	Cerruti 1881	Hong Kong	4 November 2013	18, 25	300106235
	Cerruti 1881	Hong Kong	4 November 2013	18, 25	300106244
	Cerruti 1881	Hong Kong	4 November 2013	18, 25	300106271
					
	Cerruti 1881	Hong Kong	5 November 2013	18, 25	300107009
					
	Cerruti 1881	Hong Kong/ Macau/ Taiwan	4 November 2013/ 5 February 2011/ 15 July 2014	18, 25/ 25/ 25	300106226/ N/12386/ 01111867
	Cerruti 1881	Hong Kong	9 November 2013	18, 25	300108693

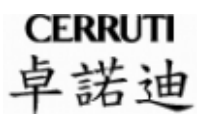






*The applicant claims the colours blue and black as elements of mark "A" in series.

*The applicant claims the colours blue and black as elements of the trade mark.

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APPENDIX VI



STATUTORY AND GENERAL INFORMATION

<u>Trade mark</u>	<u>Registered Owner/ (Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date/(Date of Application)</u>	<u>Class</u>	<u>Registration Number/ (Application Number)</u>
卓路迪1881	Cerruti 1881	PRC	27 November 2015	25	795639
卓瑞迪1881	Cerruti 1881	PRC	6 September 2017	25	1095449
	Cerruti 1881	Taiwan	31 December 2014	25	1025406
	Cerruti 1881	Taiwan	15 August 2014/ 15 December 2014/ 31 December 2014	44/ 45/ 47	00253656/ 00266908/ 00269068
CERRUTI 1881	Cerruti 1881, Societe anonyme	Macau	12 February 2012	25	P/4830
CERRUTI	Cerruti 1881	Macau/ PRC/ Taiwan	5 February 2011/ 13 September 2016/ 15 July 2014	25	N/12384/ 3784213/ 01111861
CERRUTI 1881	Cerruti 1881	Macau/ PRC/ Taiwan	9 March 2011/ 13 September 2016/ 15 July 2014	25	N/12453/ 3784223/ 01111862
	Cerruti 1881	Macau	5 February 2011	25	N/12379
* The applicant claims the colour blue for the border in the middle of the trade mark.					
* 	Cerruti 1881	Macau	9 March 2011	25	N/12452
* The applicant claims the colour blue for the border in the middle of the trade mark.					
	Cerruti 1881	Macau/ PRC/ Taiwan	5 February 2011/ 13 September 2016/ 15 July 2014	25	N/12388/ 3784221/ 01111863
* 	Cerruti 1881	Macau	5 February 2011	25	N/12381
* The applicant claims the colour blue for the border in the middle of the trade mark.					
卓諾迪	Cerruti 1881	Macau/ PRC/ Taiwan	5 February 2011/ 13 September 2016/ 15 July 2014	25	N/12390/ 3784233/ 01111865
* 	Cerruti 1881	PRC/ Taiwan	13 September 2016/ 15 July 2014	25	3784219/ 01111864
* The applicant claims colour for the trade mark.					






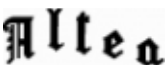

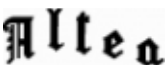
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APPENDIX VI







STATUTORY AND GENERAL INFORMATION

<u>Trade mark</u>	<u>Registered Owner/ (Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date/(Date of Application)</u>	<u>Class</u>	<u>Registration Number/ (Application Number)</u>
* 	Cerruti 1881	PRC/ Taiwan	13 September 2016/ 15 July 2014	25	3784217/ 01111866
* The applicant claims colour for the trade mark.					
* 	Cerruti 1881	PRC/ Taiwan	13 October 2016/ 15 June 2014	25	3790353/ 01106842
* The applicant claims colour for the trade mark.					
1881 SHAPES	Cerruti 1881	PRC	20 January 2019	25	3784215

(iii) Altea:

<u>Trade mark</u>	<u>Registered Owner/ (Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date/(Date of Application)</u>	<u>Class</u>	<u>Registration Number/ (Application Number)</u>
	Altea S.r.l./	Hong Kong/	19 May 2014/	25/	199806174/
	Altea S.r.l./	PRC/	6 October 2013/	25/	3177489/
	(Altea S.r.l.)	PRC	(24 March 2004)	18	(3976439)
	Altea S.r.l./	Hong Kong/	24 September 2009/	25/	200307946/
	(Altea S.r.l.)	PRC	(24 March 2004)	18	(3976436)
	Altea S.r.l.	PRC	27 October 2018	25	1218543
	Altea S.r.l.	PRC	6 October 2013	25	3177490
	Altea S.r.l.	Taiwan	15 October 2013	25	01061706

(iv) Gieves & Hawkes:

<u>Trade mark</u>	<u>Registered Owner/ (Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date/(Date of Application)</u>	<u>Class</u>	<u>Registration Number/ (Application Number)</u>
	Gieves & Hawkes	Hong Kong	5 March 2018/	25/	1989B2245/
	International Limited		2 March 2013/	40/	1993B03781/
			5 March 2018/	18/	1988B3192/
			5 March 2018	24	1989B0448
	Gieves & Hawkes	PRC	6 March 2017	25	957298
	International Limited				
	Gieves & Hawkes	PRC	20 August	25/	654763/
	International Limited		2013/	18/	744157/
			6 May 2015/	40	1439793
			27 August 2010		





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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Trade mark	Registered Owner/ (Applicant)	Place of Registration	Expiry Date/(Date of Application)	Class	Registration Number/ (Application Number)
	Gieves & Hawkes International Limited	Taiwan	30 June 2016	25	720847
GIEVES & HAWKES	Gieves & Hawkes International Limited	Taiwan	15 February 2019/ 31 March 2019	12/ 39	00034334/ 00436794
君皇仕	Gieves & Hawkes International Limited	Hong Kong/ PRC/ Taiwan	21 October 2017/ (30 November 2007)/ 31 July 2018	25	300977383/ (6409458)/ 1321571
吉凡克斯	Trinity Textiles Limited	Hong Kong/ PRC	15 April 2017/ 6 May 2011	25	200013840/ 1565326
吉凡克斯	LiFung Trinity (Management) Limited	Taiwan	28 February 2011	25	934042



(v) D'urban:

Trade mark	Registered Owner/(Applicant)	Place of Registration	Expiry Date/(Date of Application)	Class	Registration Number/ (Application Number)
	Kabushiki Kaisha Renown (Renown Incorporated)	Hong Kong	26 August 2012	25	1978B0491
D'URBAN	Kabushiki Kaisha Renown (Renown Incorporated)	Hong Kong	21 July 2013	9,14,18	300050804
	(Kabushiki Kaisha Renown (Renown Incorporated))	Hong Kong	(7 January 2008)	3,24	(301026828)
	Kabushiki Kaisha Renown (Renown Incorporated)	PRC	29 July 2016	25	256987
都 本	Kabushiki Kaisha Renown (Renown Incorporated)	PRC	13 April 2016	25	3375949
D'URBAN	Kabushiki Kaisha Renown (Renown Incorporated)	PRC	27 January 2019/ 27 August 2018	25/ 18	4003637/ 3644407
D'URBAN	都本股份有限公司	Taiwan	15 February 2011/ 28 February 2011	25/ 44	01002844/ 00516055
	Renown Incorporated	Taiwan	31 October 2017	25	00783620
D'URBAN	Renown Incorporated	Taiwan	15 December 2018	24	01341935

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APPENDIX VI


STATUTORY AND GENERAL INFORMATION

<u>Trade mark</u>	<u>Registered Owner/(Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date/(Date of Application)</u>	<u>Class</u>	<u>Registration Number/(Application Number)</u>
	D'urban Inc.	Australia	3 November 2016	25	B253337
	Renown Incorporated	New Zealand	20 February 2018	25	784568

(vi) Intermezzo:

<u>Trade mark</u>	<u>Registered Owner/(Applicant)</u>	<u>Place of Registration</u>	<u>Expiry Date/(Date of Application)</u>	<u>Class</u>	<u>Registration Number/(Application Number)</u>
INTERMEZZO	Kabushiki Kaisha Renown (Renown Incorporated)	Hong Kong	6 January 2018	3,14,24	301026819
	Kabushiki Kaisha Renown (Renown Incorporated)	PRC	29 July 2016	25	256988

(vii) Others:

<u>Trade mark</u>	<u>Registered Owner</u>	<u>Place of Registration</u>	<u>Expiry Date</u>	<u>Class</u>	<u>Registration Number</u>
利邦	LiFung Trinity (Management) Limited	Hong Kong	28 January 2018	35	301040868
	LiFung Trinity (Management) Limited	Hong Kong	22 January 2018	35	301036845

(b) Domain Names

As at the Latest Practicable Date, the Group's registered domain names which are material in relation to the Group's business are as follows:

<u>Domain Name</u>	<u>Registered Owner</u>	<u>Expiry Date</u>
d-urban.com	Trinity Retail (H.K.) Limited	13 December 2009
lfrtrinity.com	LiFung Trinity (Management) Limited	10 May 2016
trinity-limited.com	LiFung Trinity (Management) Limited	13 February 2010
altea-cn.com	LiFung Trinity (Management) Limited	5 May 2010
basic-gear.com.cn	Trinity Retail (H.K.) Limited	1 May 2012
durban.cn	Trinity Retail (H.K.) Limited	5 January 2012
d-urban.cn	Trinity Retail (H.K.) Limited	5 January 2012
durban.com.cn	Trinity Retail (H.K.) Limited	5 January 2012
d-urban.com.cn	Trinity Retail (H.K.) Limited	30 May 2012
lfrtrinity.com.cn	利邦（上海）服装貿易有限公司	13 November 2011

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

C. FURTHER INFORMATION ABOUT DIRECTORS, MANAGEMENT AND STAFF

1. Directors

Disclosure of interests — interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations

Immediately following the completion of the [●] (assuming the [●] is not exercised), the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

The Company

Long Positions:

<u>Name of Director</u>	<u>Number of Shares and Nature of Interest</u>	<u>Number of underlying Shares of options granted under the Pre-[●] Share Option Scheme</u>	<u>Approximate percentage of issued Shares immediately after the [●] (assuming the [●] is not exercised)</u>
			(%)
Dr. Victor FUNG Kwok King ⁽¹⁾	[649,027,555] Beneficiary of a trust	[●]	[●]
Dr. William FUNG Kwok Lun ⁽¹⁾	[649,027,555] Controlled corporation	[●]	[●]
Ms. Sabrina FUNG Wing Yee ⁽¹⁾	[649,027,555] Beneficiary of a trust	[1,400,000]	[●]
Mr. Jose Hosea CHENG Hor Yin ⁽²⁾	65,227,590 Controlled corporation	[●]	[●]
Mr. WONG Yat Ming	47,776,563 Personal	[7,500,000]	[●]
Mr. Jeremy Paul Egerton HOBBS ⁽³⁾	4,234,500 Controlled corporation	[2,000,000]	[●]
Mr. Bruno LI Kwok Ho	—	[3,000,000]	[●]

Notes:

- King Lun Holdings Limited ("King Lun") is owned as to 50% by HSBC Trustee (C.I.) Limited, the trustee of a trust established for the benefit of the family members of Dr. Victor Fung Kwok King and as to 50% by Dr. William Fung Kwok Lun. King Lun through its indirect wholly owned subsidiaries, LiFung Trinity and Fung Capital Limited, will be interested in [649,027,555] Shares immediately following the completion of the [●] (assuming the [●] is not exercised). Therefore, each of Dr. Victor Fung Kwok King, Ms. Sabrina Fung Wing Yee (as a family member of Dr. Victor Fung Kwok King) and Dr. William Fung Kwok Lun is deemed to be interested in the Shares held by LiFung Trinity and Fung Capital Limited under the SFO.
- SperoTrinity Limited, a company wholly owned by Mr. Jose Hosea Cheng Hor Yin, will hold 65,227,590 Shares immediately following completion of the [●] (assuming the [●] is not exercised). Therefore, Mr. Jose Hosea Cheng Hor Yin is deemed to be interested in the Shares held by SperoTrinity Limited under the SFO.
- Martinville Holdings Limited, a company wholly owned by Mr. Jeremy Paul Egerton Hobbins, will hold 4,234,500 Shares immediately following the completion of the [●] (assuming the [●] is not exercised). Therefore, Mr. Jeremy Paul Egerton Hobbins is deemed to be interested in the Shares held by Martinville Holdings Limited under the SFO.

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

2. Substantial shareholders

Information on persons, not being Directors or chief executive of the Company, who will have, immediately following the [●], an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO is set out in the section headed "Substantial Shareholders and Selling Shareholder" in this document.

3. Particulars of service agreements

There are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group.

4. Directors' remuneration

The Company's principal policies concerning remuneration of executive Directors are to enable the Group to retain and motivate executive Directors by linking their compensation with performance as measured against corporate objectives. Under the policy, a Director is not allowed to approve his own remuneration. The principal elements of the Group's executive remuneration package include basic salary, discretionary bonus without capping and share option to be granted upon the [●].

The aggregate remuneration (comprising basic salary, discretionary bonus and pension scheme contributions) and benefits in kind payable to the Directors for the three years ended 31 December 2008 and the six months ended 30 June 2009 were approximately HK\$3.7 million, approximately HK\$14.1 million, approximately HK\$22.6 million and approximately HK\$5.7 million, respectively.

There has been no arrangement under which a Director has waived or agreed to waive any emoluments during the three years ended 31 December 2008.

Under the current arrangements, the Directors will be entitled to receive remuneration which, for the financial year ending 31 December 2009, is expected to amount to approximately HK\$10.4 million, excluding the discretionary bonuses payable to the Directors.

The non-executive Directors have been appointed for an initial term of three years subject to early termination as stipulated in the Bye-laws, including retirement by way of rotation at each Annual General Meeting. Save for director's fee and their eligibility to participate in the Share Option Schemes, none of the non-executive Directors is expected to receive any other remuneration for holding their office as non-executive Directors.

The aggregate annual director's fees for executive Directors and non-executive Directors are approximately HK\$0.3 million and approximately HK\$1.5 million respectively.

5. Agency fees or commissions

Save for the placing fees paid by the Company to Citi and J.P. Morgan (Asia Pacific) in relation to the subscription of Shares by SMALLCAP World Fund, Inc., Janus Overseas Fund, Janus Aspen International Growth Portfolio, Janus Adviser International Growth Fund, Janus Adviser Long/Short Fund, Citigroup Global Markets Financial Products LLC and J.P. Morgan in December 2007 (details of which are set out in the section headed "History, Reorganisation and Group Structure — Investors"

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

in this document), within the two years preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries.

6. Disclaimers

Save as disclosed in this document,

- (a) none of the Directors or chief executive of the Company has any interest and/or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO) or which will be required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, will be required to be notified to the Company and the Stock Exchange, in each case once the Shares are listed;
- (b) so far as is known to any of the Directors or chief executive of the Company, no person other than member of the Group has an interest or short position in the Shares and underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group;
- (c) none of the Directors or the experts named in the paragraph headed "F. Other Information — 8. Consents of Experts" in this Appendix is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (d) none of the Directors is materially interested in any contract or arrangement subsisting as at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of the Group taken as a whole;
- (e) save in connection with the [●], none of the experts named in the paragraph headed "F. Other Information — 8. Consents of Experts" in this Appendix has any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group;
- (f) save for the [●], none of the experts named in the paragraph headed "F. Other Information — 8. Consents of Experts" in this Appendix is materially interested in any contract or arrangement subsisting as at the date of this document which is significant in relation to the business of the Group taken as a whole;
- (g) no cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this document to any promoter of the Company nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the [●] or related transactions as mentioned in this document;

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (h) so far as is known to the Directors, none of the Directors or their associates, or the Shareholders who are expected to be interested in 5% or more of the issued share capital of the Company has any interest in the five largest customers or the five largest suppliers of the Group; and
- (i) none of the Directors are interested in any business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the business of the Group.

D. PRE-[●] SHARE OPTION SCHEME

The principal terms of the Pre-[●] Share Option Scheme adopted by the Company on [16] October 2009 are substantially the same as the terms of the Post-[●] Share Option Scheme (where applicable) except for the following principal terms:

- (a) the subscription price per Share shall be the [●];
- (b) no further options will be offered or granted upon the commencement of dealings in the Shares on the Stock Exchange;
- (c) [●];
- (d) the maximum number of Shares in respect of which options may be granted under the Pre-[●] Share Option Scheme shall not exceed [●] Shares, being [●]% of the total number of issued Shares immediately following completion of the [●] (assuming the [●] is not exercised);
- (e) the conditions precedent to the adoption of the Post-[●] Share Option Scheme shall not apply and any options granted or to be granted under the Pre-[●] Share Option Scheme shall lapse automatically should [●] does not take place on or before 31 December 2009; and
- (f) the provisions relating to the restriction on time of grant of option and the grant of option to connected persons under the Post-[●] Share Option Scheme shall not apply to the Pre-[●] Share Option Scheme.

Application has been made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the options granted under the Pre-[●] Share Option Scheme.

On [16] October 2009, options were granted under the Pre-[●] Share Option Scheme to recognise the contributions of certain directors, employees and officers of the Group and Affiliates (as defined in the section headed "E. Post-[●] Share Option Scheme - (b) Who may join" in this Appendix below) to the growth of the Group and to incentivise them going forward. As at the date of this document, in consideration of HK\$1 from each grantee, options to subscribe for an aggregate of [45,194,000] Shares at a subscription price equal to the [●] had been granted to [●] grantees under the Pre-[●] Share Option Scheme.

Each option has a five-year exercise period commencing from the [●]. The grantee shall not, within 12 months from the [●], exercise any of the options granted under the Pre-[●] Share Option Scheme and all options granted under the Pre-[●] Share Option Scheme can only be exercised in the following manner:

Exercise period	Maximum percentage of options exercisable
Anytime on or after the first anniversary of the [●]	50% of the total number of options granted
Anytime on or after the second anniversary of the [●]	100% of the total number of options granted

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Save for the number of Shares which may be subscribed for pursuant to the exercise of options, each option so granted under the Pre-[●] Share Option Scheme has the same terms and conditions. Assuming that all the options granted under the Pre-[●] Share Scheme had been exercised in full during the year ending 31 December 2009 and that [●] Shares, comprising [●] Shares in issue immediately following the completion of the [●] and [●] Shares to be issued upon the exercise of all the options granted under the Pre-[●] Share Option Scheme, were deemed to have been in issue throughout the year ending 31 December 2009, but not taking into account any Shares which may be issued upon the exercise of the [●] or any options which may be granted under the Post-[●] Share Option Scheme. Details of the options that have been granted to the Directors are disclosed below and under the paragraph headed "C. Further Information about Directors, Management and Staff — 1. Directors" in this Appendix.

Particulars of the options that were granted to the Directors, senior management and connected persons of the Company and grantees with options to subscribe for 200,000 Shares or more under the Pre-[●] Share Option Scheme are set out as follows:

<u>Grantee</u>	<u>Address</u>	<u>Number of Shares subject to the option</u>	<u>Percentage of shareholding held upon exercise of the options (Note 1)</u>
Directors			
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
Senior management of the Company			
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
Connected persons of the Company			
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
Grantees with options to subscribe for 200,000 Shares or more			
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Assuming that the [●] is not exercised, the shareholding structure of the Company before and after the exercise in full of all the options granted under the Pre-[●] Share Option Scheme on the basis set out below is as follows:

Name of Shareholders	Shareholding structure immediately after completion of the [●] but before exercise of the options granted under the Pre-[●] Share Option Scheme		Shareholding structure immediately after completion of the [●] and after full exercise of the options granted under the Pre-[●] Share Option Scheme	
	Number of Shares	%	Number of Shares	%
LiFung Trinity	[●]	[●]	[●]	[●]
Investors ⁽¹⁾	[●]	[●]	[●]	[●]
Grantees under the Pre-[●] Share Option Scheme	[●]	[●]	[●]	[●]
Shareholders taking up Shares under the [●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]

Note:

(1) Details of investors, including the names and the number of Shares held by each investors, are set out in the section headed "History, Reorganisation and Group Structure — Investors" in this document.

Save as disclosed above, no options have been granted or agreed to be granted by the Company under the Pre-[●] Share Option Scheme as at the date of this document. No options will be granted under the Pre-[●] Share Option Scheme on or after the date of this document.

[●]

E. POST-[●] SHARE OPTION SCHEME

The terms of the Post-[●] Share Option Scheme conditionally adopted by the Company on [●], subject to certain conditions as referred to in paragraph (y) in this section, are as follows:

(a) Purpose

The purpose of the Post-[●] Share Option Scheme is to attract and retain the best quality personnel for the development of the Group's businesses; to provide additional incentives to the Qualifying Grantees (as defined below); and to promote the long term financial success of the Group by aligning the interests of option holders to Shareholders.

(b) Who may join

On and subject to the terms of the Post-[●] Share Option Scheme and the requirements of the Listing Rules, the Board may offer to grant an option to any Qualifying Grantee as the Board may in its absolute discretion select. "Qualifying Grantee" means:

- (i) (1) any employee (whether full-time or part-time employee) of any members of the Group or any Affiliates and any person who is an officer of the Group or any Affiliates ("Employee");
- (2) any person who is seconded to work for any member of the Group or any Affiliates ("Seconded");

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (3) any consultant, agent, representative, adviser, customer, contractor of the Group or any Affiliates; or
- (4) any business partner / ally / alliance, joint venture partner, supplier of goods or services to the Group or any Affiliates or any employee thereof

(collectively the "Eligible Person"); and

- (ii) any trust for the benefit of an Eligible Person or his immediate family members or any company controlled by an Eligible Person or his immediate family members ("Related Trust and Company").

"Affiliate" means a company that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company and includes any company which is (a) the holding company of the Company; or (b) a subsidiary of holding company of the Company; or (c) a subsidiary of the Company; or (d) a fellow subsidiary of the Company; or (e) the controlling shareholder of the Company; or (f) a company controlled by the controlling shareholder of the Company; or (g) a company controlled by the Company; or (h) an Associated Company of the holding company of the Company; or (i) an Associated Company of the Company; or (j) Associated Company of controlling shareholder of the Company;

"Associated Company" means a company in the equity share capital of which a company, directly or indirectly, has an 20% or greater beneficial interest but excluding the subsidiaries of that company;

"immediate family members" means spouse or person co-habiting as the spouse of an Eligible Person, and any child or step-child, parent or step-parent, brother, sister, step-brother, step-sister, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of an Eligible Person;

"officer" means company secretary or director (whether executive or non-executive); and

"subsidiary" has the meaning set out in the Listing Rules.

(c) Administration

The Post-[●] Share Option Scheme shall be subject to the administration of the Board. Subject to the provisions of the Listing Rules and applicable law and other regulations from time to time in force, the Board's administrative powers include the authority, in its discretion:

- (i) to select Qualifying Grantees to whom options may be granted under the Post-[●] Share Option Scheme;
- (ii) to determine, subject to the requirements of the Listing Rules and the law, the time of the grant of options;
- (iii) to determine the number of Shares to be covered by each option granted under the Post-[●] Share Option Scheme;
- (iv) to approve forms of option agreements;
- (v) to determine the terms and conditions of any option. Such terms and conditions may include:
 - the subscription price;

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- the option period, which shall be not greater than the period prescribed by the Listing Rules from time to time (which is, as at the date of adoption of the Post-[●] Share Option Scheme, a period of 10 years from the date of grant);
 - the minimum period, if any, for which an option must be held before it vests or becomes exercisable in whole or in part (the Post-[●] Share Option Scheme itself does not specify any minimum holding period);
 - the performance targets, if any, that must be achieved before the option can be exercised (the Post-[●] Share Option Scheme itself does not specify any performance targets);
 - the amount, if any, payable on application or acceptance of the option and the period within which payments must be made; and
 - the period, if any, during which Shares allotted and issued upon exercise of option shall be subject to restrictions on dealings, and the terms of such restrictions;
- (vi) to construe and interpret the terms of the Post-[●] Share Option Scheme and options granted pursuant to the Post-[●] Share Option Scheme;
- (vii) to prescribe, amend and rescind rules and regulations relating to the Post-[●] Share Option Scheme, including rules and regulations relating to sub-schemes established for the purpose of qualifying for preferred treatment under foreign laws and for benefits intended solely for any particular type of Qualifying Grantees; and
- (viii) subject to the provisions relating to grant to substantial shareholders and independent non-executive directors and their respective associates in the Post-[●] Share Option Scheme, to vary the terms and conditions of any option agreement (provided that such variation is not inconsistent with the terms of the Listing Rules and the Post-[●] Share Option Scheme).

(d) Grant of options

On and subject to the terms of the Post-[●] Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled at any time within 10 years commencing on the [●] to make an offer for the grant of an option to any Qualifying Grantee as the Board may in its absolute discretion select.

(e) Restriction on time of grant of option

An offer of the grant of an option may not be made after a price sensitive event or a price sensitive matter in respect of the Group has been the subject of a decision, until such price sensitive information has been publicly disseminated in accordance with the Listing Rules. In particular, but only insofar as and for so long as the Listing Rules require, no option may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange) for the approval of the Company's interim or annual results; and (ii) the deadline for the Company to publish its interim or annual results announcement, and ending on the date of the results announcement.

An offer of the grant of an option shall be deemed to have been made on the date such offer is approved by the Board, notwithstanding that the letter or any other document containing the offer is sent to and received by the Qualifying Grantee on a later date.

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

(f) Acceptance and payment on acceptance of option offer

An offer of the grant of an option shall remain open for acceptance by the Qualifying Grantee concerned for a period of 28 days from the date of the offer (or such period as the Board may specify in writing).

HK\$1 is payable by the grantee to the Company on acceptance of the option offer.

(g) Subscription price

The subscription price in respect of any particular option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant option but the subscription price shall not be less than whichever is the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

For the purpose of determining the subscription price, if the Shares have been listed for less than five business days immediately preceding the date of grant, the new issue price per Share under the [●] in connection with such listing (excluding brokerage, trading fee and transaction levy payable thereon) shall be deemed to be the closing price for any business day falling within the period before such listing.

(h) Option period

The period as the Board may in its absolute discretion determine and specify in relation to any particular option holder in his option agreement during which the option may be exercised (subject to such restriction on exercisability specified therein), save that such period shall not be greater than the period prescribed by the Listing Rules from time to time (which is, as at the date of adoption of the Post-[●] Share Option Scheme, a period of 10 years from the date of grant of the relevant option).

(i) Rights are personal to grantee

An option shall be personal to the grantee and shall not be assignable or transferable.

(j) Rights attaching to Shares allotted

The Shares to be allotted upon the exercise of an option shall be subject to all the provisions of the Bye-laws of the Company for the time being in force and will rank pari passu in all respects with the existing fully paid Shares in issue on the date of issue and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of issue, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date of issue.

(k) Rights on retirement, death or permanent physical or mental disability

If an option holder (or, in the case of an option holder which is a Related Trust and Company, the relevant Eligible Person) ceases to be a Qualifying Grantee attributable to the fact that he dies or becomes permanently physically or mentally disabled or in the case of an option holder being an Employee (or, in the case of an option holder which is a Related Trust and Company of an Employee, the relevant Employee), retires, unless otherwise provided in the option agreement, the option may be exercised within such period of time as is specified in the option agreement (but in no event later than the expiration of the term of such option as set forth in the option agreement).

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

In the absence of a specified time in the option agreement, the option shall remain exercisable for 12 months (or such longer period as the Board shall decide) following the relevant option holder's or Qualifying Grantee's or Employee's (as the case may be) retirement, death or permanent physical or mental disability. The option may be exercised within that period by the personal representatives of the option holder.

If the option is not so exercised within the time specified, the option shall lapse.

(l) Termination for misconduct

If an option holder being an Employee (or, in the event of an option holder which is a Related Trust and Company of the Employee, the relevant Employee) ceases to be an Employee for his conduct based on which the relevant employer can terminate his contract of employment without notice or payment in lieu, or having been convicted of any criminal offence involving his integrity or honesty, the option shall immediately lapse.

(m) Termination for bankruptcy cause

If an option holder (or, in the event of an option holder which is a Related Trust and Company of an Eligible Person, the relevant Eligible Person) ceases to be a Qualifying Grantee for having committed any act of bankruptcy or having become insolvent or having made any arrangements or composition with his creditors generally, the option shall immediately lapse.

(n) Rights on termination other than for retirement, death, permanent disability, termination resulting from misconduct or bankruptcy cause

If an option holder ceases to be a Qualifying Grantee other than in any of the circumstances described in paragraphs (k), (l) or (m), unless otherwise provided in the option agreement, an option holder may exercise his option within three months of such cessation (or such longer period as the Board may decide, but in no event later than the expiration of the term of such option as set forth in the option agreement).

If the option is not so exercised within the time specified, the option shall lapse.

(o) Rights on takeover

If a general offer by way of takeover is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), and the general offer becomes or is declared unconditional in all respects, the option holder shall be entitled to exercise the option (to the extent not already exercised) at any time within one month (or such longer period as the Board shall decide) after the date on which the general offer becomes or is declared unconditional.

If the option is not so exercised within the time specified, the option shall lapse.

(p) Rights on compromise or arrangement

If a compromise or arrangement between the Company and its members or creditors is proposed, the Company shall give notice to the option holder on the same date as it despatches the notice to each

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

member or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the option holder (or his personal representatives) may until the expiry of the period commencing with such date and ending with the earlier of the date two calendar months thereafter or the date on which such compromise or arrangement is sanctioned by the court exercise any of his options (to the extent not already exercised) whether in full or in part, but the exercise of an option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective, and upon such compromise or arrangement becoming effective, all options shall lapse except insofar as previously exercised under the Post-[●] Share Option Scheme. The Company may require the option holder to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the option holder in the same position, as nearly as possible, as would have been the case had such Shares been subject to such compromise or arrangement.

If the option is not so exercised within the time specified, the option shall lapse.

(q) Rights on voluntary winding-up of the Company

In the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all option holders (together with a notice of the existence of the provisions of the Post-[●] Share Option Scheme relating to this paragraph (q)) and thereupon, each option holder (or his personal representatives) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the option holder credited as fully paid.

If the option is not so exercised within the time specified, the option shall lapse.

(r) Lapse of option

Subject to the discretion of the Board to extend the option period as referred to in paragraphs (c), (k), (n) and (w), and without prejudice to the authority of the Board to provide for additional situations where an option shall lapse in any option agreement, an option shall lapse and not be exercisable (to the extent not already exercised) on the earliest of (i) the expiry of the option period; (ii) the expiry of any of the periods referred to in paragraphs (k), (l), (m), (n), (o), (p) and (q); and (iii) the date on which the Board or the two directors of the Company duly authorised by the Board certify that for the reason of a breach of paragraph (i).

(s) Cancellation of options

Options granted but not exercised or lapsed in accordance with the terms of the Post-[●] Share Option Scheme may be cancelled by the Company with the consent of the Qualifying Grantee provided that such consent shall not be required where an option lapses in accordance with paragraph (r) above. Where the Company cancels options and offers to issue new ones to the same Qualifying Grantee, the issue of such new options may only be made under the Post-[●] Share Option Scheme with available unissued options (excluding the cancelled options) within the limits set out in paragraph (t) below.

(t) Maximum number of Shares available under the Post-[●] Share Option Scheme

(i) Overriding Limit

The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-[●] Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time. No options may be granted under any schemes of the Company if this will result in the limit being exceeded.

(ii) Mandate Limit

In addition to the limit set out in sub-paragraph (t)(i) above and prior to the approval of a Refreshed Mandate Limit as referred to in sub-paragraph (t)(iii) below, the total number of Shares which may be issued upon exercise of all options to be granted under the Post-[●] Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue immediately following the commencement of dealings in the Shares on the Stock Exchange, being 150,646,488 Shares ("Initial Mandate Limit"). Options lapsed in accordance with the terms of the Post-[●] Share Option Scheme or any other schemes will not be counted for the purpose of calculating the 10% limit.

(iii) Refreshing of Mandate Limit

The Company may by ordinary resolutions of the Shareholders refresh the Mandate Limit provided the Company shall issue a circular containing such information as required by the Listing Rules to Shareholders before such approval is sought. However, the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company under the limit as refreshed ("Refreshed Mandate Limit") must not exceed 10% of the Shares in issue as at the date of approval of the Refreshed Mandate Limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with any of the schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

(iv) Grant to specifically identified Qualifying Grantees

Specifically identified Qualifying Grantees may be granted Options beyond the Mandate Limit. The Company may in addition seek separate approval by its Shareholders in general meeting for granting options beyond the Mandate Limit provided the options in excess of the limit are granted only to Qualifying Grantees specifically identified by the Company and a circular containing such information as required by the Listing Rules is issued to Shareholders before such approval is sought.

(v) Limit for each Qualifying Grantee

The total number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to each Qualifying Grantee must not exceed 1% of the Shares in issue. Where any further grant of options to a Qualifying Grantee would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant shall be subject to separate approval by Shareholders in general meeting with the relevant Qualifying Grantee and his associates abstaining from voting. Prior to seeking such approval, the Company shall issue a circular containing such information as required by the Listing Rules to Shareholders.

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(u) Grant of option to connected persons

Insofar and for so long as the Listing Rules so require, where any offer of an option is proposed to be made to a director, chief executive or substantial shareholder of the Company or any of their respective associates, such offer must first be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is or whose associate is the Qualifying Grantee to whom the option is proposed to be granted). Insofar and for so long as the Listing Rules so requires, no option may be granted to any substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all options already granted or to be granted (including options exercised, cancelled and outstanding) to such person under the Post-[●] Share Option Scheme and any other scheme(s) of the Company in the 12-month period up to and including the date of board meeting for proposing such further grant (i) representing in aggregate over 0.1% of the share capital of the Company in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of the board meeting for proposing such further grant, in excess of HK\$5 million, unless such further grant is approved by Shareholders in general meeting. Prior to seeking such approval, the Company shall issue a circular containing such information as required by the Listing Rules to Shareholders. At such general meeting, the grant of options to the substantial shareholder or independent non-executive director of the Company, or any of their respective associates shall, for so long and insofar as the Listing Rules so required, be approved by Shareholders by way of poll with all connected persons of the Company abstaining from voting, except that any connected person may vote against such resolution provided that he has informed the Company of his intention to do so and such intention has been stated in the relevant circular to Shareholders.

(v) Effects of reorganisation of capital structure

In the event of any alteration in the capital structure of the Company whilst any option remains exercisable, whether by way of capitalisation of profits or reserves (other than pursuant to a scrip dividend scheme), rights issue or other general offer of securities made by the Company to holders of its securities, consolidation, subdivision, reduction or similar reorganisation of the share capital of the Company, such corresponding alterations (if any) shall be made to the number or nominal amount of Shares subject to the option so far as unexercised; and/or the subscription price; and/or the maximum number of Shares subject to the Post-[●] Share Option Scheme, as the auditors or independent financial adviser shall certify in writing to the Board to be in their opinion fair and reasonable (except in the case of a capitalisation issue where no such certification shall be required), provided that (i) any such alterations shall be made on the basis that the aggregate subscription price payable by an option holder on the full exercise of any option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; (ii) no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; (iii) no such alterations shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any option holder is entitled to subscribe pursuant to the options held by him; and (iv) any such adjustments shall be made in compliance with Chapter 17 of the Listing Rules, the supplemental guidance issued by the Stock Exchange dated 5 September 2005 and such other guidelines or supplementary guidance as may be issued by the Stock Exchange from time to time.

For the avoidance of doubt, the issue of securities by the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such alterations.

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(w) Alteration to the Scheme

The Post-[●] Share Option Scheme may be altered in any respect by resolution of the Board except that the provisions of the Post-[●] Share Option Scheme relating to matters contained in Rule 17.03 of the Listing Rules shall not be altered to the advantage of option holders or proposed option holders except with the prior sanction of a resolution of the Company in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the option holders as would be required of Shareholders under the Bye-laws for the time being of the Company for a variation of the rights attached to the Shares. Any alterations to the terms and conditions of the Post-[●] Share Option Scheme, which are of a material nature and any change to the terms of the options granted, shall be approved by Shareholders, except where the alterations take effect automatically under the existing terms of the Post-[●] Share Option Scheme. The amended terms of the Post-[●] Share Option Scheme shall comply with the relevant requirements of Chapter 17 of the Listing Rules from time to time. Any change to the authority of the Board in relation to any alteration to the terms of the Post-[●] Share Option Scheme shall be approved by Shareholders. Subject to the Listing Rules and the terms of the Post-[●] Share Option Scheme, the Board may, at any time and in its absolute discretion, remove, waive or vary the conditions, restrictions or limitations imposed in an option agreement on compassionate or any other grounds.

(x) Termination of Post-[●] Share Option Scheme

The Company by resolution in general meeting or the Board may at any time terminate the operation of the Post-[●] Share Option Scheme and in such event no further options will be offered after the Post-[●] Share Option Scheme is terminated but in all other respects the provisions of the Post-[●] Share Option Scheme shall remain in full force and effect. All options granted prior to such termination and not then exercised shall remain valid.

(y) Conditions of Post-[●] Share Option Scheme

[●]

As at the date of this document, no option has been granted under the Post-[●] Share Option Scheme. Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued following the exercise of the options granted under the Post-[●] Share Option Scheme. The Directors confirm that the Post-[●] Share Option Scheme is in full compliance with Chapter 17 of the Listing Rules.

F. OTHER INFORMATION

1. Tax and estate duty

LiFung Trinity has entered into a deed of tax indemnity in favour of the Group (being a material contract referred to in the paragraph headed "B. Further Information about the Business — 1. Summary of Material Contracts" in this Appendix to this document) to provide the following indemnities in favour of the Group. The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries.

Under the deed of tax indemnity, amongst others, LiFung Trinity will indemnify each of the members of the Group against any taxation which might be payable by any member of the Group in

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

respect of any income, profits or gains earned, accrued or received (or deemed to be so earned, accrued or received) on or before the date on which the [●] becomes unconditional, save:

- (a) to the extent that provision has been made for such taxation in the audited consolidated accounts of the Group or the audited accounts of the relevant member of the Group for an accounting period ended on or before 30 June 2009;
- (b) for taxation falling on any of the members of the Group in respect of any accounting period commencing on or after 1 July 2009 unless liability for such taxation would not have arisen but for some act or omission of, or transaction entered into by, LiFung Trinity, members of the Group or any of them (whether alone or in conjunction with some other act, omission or transaction, whenever occurring), otherwise than in the ordinary course of business or in the ordinary course of acquiring or disposing of capital assets on or before the [●] becomes unconditional;
- (c) to the extent that such taxation arises or is incurred as a result of any change in the law, rules or regulations, or the interpretation or practice thereof having retrospective effect coming into force after the date on which the [●] becomes unconditional or to the extent such taxation arises or is increased by an increase in rates of taxation after the date on which the [●] becomes unconditional with retrospective effect (except the imposition of or an increase in the rate of any tax on the profits of companies for the current or any earlier financial period);
- (d) to the extent that such taxation is discharged by another person who is not a member of the Group and that no member of the Group is required to reimburse such person in respect of the discharge of the taxation; or
- (e) to the extent of any provision or reserve made for taxation in the audited accounts referred to in sub-paragraph (a) above which is finally established to be an over-provision or an excessive reserve, provided that the amount of any such provision or reserve applied to reduce the liability of LiFung Trinity in respect of taxation shall not be available in respect of any such liability arising thereafter.

2. Particulars of the Selling Shareholder

The details of the Selling Shareholder and the number of Shares to be sold by it under the [●] are set out below:

Name, description and address
of the Selling Shareholder

LiFung Trinity Limited
P.O. Box 957
Offshore Incorporations Centre
Road Town
Tortola
British Virgin Islands

Number of Shares to be sold

[●] Shares

3. Litigation

Save as disclosed in this document, as at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and no litigation, claim or arbitration of material importance is known to the Directors to be pending or threatened against any member of the Group.

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

4. [●]

5. Preliminary expenses

The preliminary expenses of the Company are US\$4,711.70 and are borne by the Company.

6. Promoter

The promoter of the Company is LiFung Trinity. Save as disclosed in this document, no amount or benefit has been paid or given to the promoter in connection with the [●] or related transactions described in this document within the two years preceding the date of this document.

7. Qualifications of experts

The qualifications of the experts who have given opinions in this document are as follows:

<u>Name</u>	<u>Qualification</u>
PricewaterhouseCoopers	Certified Public Accountants
CB Richard Ellis Limited	Property valuer
Yuan Tai Law Offices	PRC lawyers
Conyers Dill & Pearman	Bermuda Attorneys-at-law
Lee & Li Attorneys-At-Law	Registered law firm in Taiwan
Manuela Antonio Law Office	Macau legal advisers
Euromonitor International (Asia) Pte Ltd.	Independent market analyst

8. Consents of experts

Each of [●], PricewaterhouseCoopers, CB Richard Ellis Limited, Yuan Tai Law Offices, Conyers Dill & Pearman, Lee & Li Attorneys-At-Law, Manuela Antonio Law Office and Euromonitor International (Asia) Pte Ltd has given and has not withdrawn their respective written consents to the issue of this document with inclusion of their reports, valuation report, letters and/or opinions or summaries of opinions (as the case may be) and/or the references to their names included herein in the form and context in which they respectively appear.

9. Taxation of holders of Shares

(a) Hong Kong

Dealings in Shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current ad valorem rate of which is 0.2% of the consideration or, if higher, the adjudicated value of the Shares being sold or transferred.

Profits from dealings in the Shares arising or derived from Hong Kong may also be subject to Hong Kong profits tax.

Estate duty has been abolished in Hong Kong by The Revenue (Abolition of Estate Duty) Ordinance which came into effect on 11 February 2006.

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APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(b) Bermuda

Under present Bermuda law, transfers and other dispositions of the Shares are exempt from Bermuda stamp duty.

Potential investors in the [●] are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares. None of the Company, the Directors, the [●] or the other parties involved in the [●] accepts responsibility for any tax effects on, or liabilities of, any person resulting from the subscription for, purchase, holding or disposal of, or dealing in, the Shares or exercise of any rights attaching to them.

10. Principal register of members and branch register of members

Subject to the provisions of the Companies Act, the principal register of members of the Company is maintained in Bermuda by Butterfield Fulcrum Group (Bermuda) Limited and a branch register of members of the Company is maintained in Hong Kong by Tricor Investor Services Limited. Unless the Directors otherwise agree, all transfers of and other documents of title of the Shares must be lodged for registration with, and registered by, the Company's branch share registrar in Hong Kong and may not be lodged in Bermuda.

11. Binding effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance of Hong Kong so far as applicable.

12. Bilingual document

The English language and Chinese language versions of this document are being published separately. Unless the context otherwise requires, the English language version of this document shall prevail.

13. Miscellaneous

- (a) Save as disclosed in this document,
 - (i) within the two years preceding the date of this document, no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (ii) none of the Directors or any of the persons whose names are listed in the paragraph headed "F. Other Information — 7. Qualification of Experts" in this Appendix had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of the Group within the two years preceding the date of this document;
 - (iii) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iv) the Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;

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APPENDIX VI**STATUTORY AND GENERAL INFORMATION**

- (v) none of the equity and debt securities of the Company is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought;
 - (vi) the Company has no outstanding convertible debt securities or debentures; and
 - (vii) within the two years preceding the date of this document, no commission has been paid or payable (except [●]) to any persons for subscription or purchase, agreeing to subscribe or purchase, procuring subscription or purchase or agreeing to procure subscription or purchase of any Shares in the Company.
- (b) As at the Latest Practicable Date, there is no restriction in Hong Kong affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside Hong Kong.