

INTERESTS DISCLOSEABLE UNDER THE SFO

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Interests and/or short positions of our Directors and chief executives in the share capital of our Company and our associated corporations

So far as is known to our Directors, immediately following completion of the Share Offer (taking no account of any Shares which may be issued upon the exercise of the options that may be granted under the Share Option Scheme), the interests or short positions of our Directors in the shares, debentures or underlying shares of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our 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 entered in the register referred to therein or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies of the Listing Rules, to be notified to our Company and the Stock Exchange, once the Shares are listed are as follows:

- (i) Directors' interests in the shares of associated corporations:

<u>Name of associated corporation</u>	<u>Name of Director</u>	<u>Capacity</u>	<u>Long/Short position</u>	<u>No. of shares in Convoy Inc held</u>	<u>Approximate percentage of the issued share capital in Convoy Inc</u>
Convoy Inc	Mr. Wong Lee Man	Beneficial owner	Long position	14,074	19.7%
	Ms. Fong Sut Sam	Beneficial owner	Long position	14,034	19.7%
	Mr. Mak Kwong Yiu	Beneficial owner	Long position	3,911	5.4%

Interests and/or short positions of the substantial shareholders in the share capital of our Company which are discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to our Directors, immediately following completion of the Share Offer (taking no account of any Shares which may be issued upon the exercise of the options that may be granted under the Share Option Scheme), the following entities, not being a Director or chief executive of our Company, will have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be 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 our Group:

<u>Name of Shareholder</u>	<u>Capacity</u>	<u>Long/Short position</u>	<u>Number of Shares held</u>	<u>Approximate percentage of the issued share capital</u>
Convoy Inc ⁽¹⁾	Interests of a controlled corporation	Long position	300,000,000	75%
Perfect Team ⁽¹⁾	Interests of a controlled corporation	Long position	300,000,000	75%
CFG	Beneficial owner	Long position	300,000,000	75%

Note:

(1) The 300,000,000 Shares are held by CFG which is owned as to approximately 43.8% by Convoy Inc and 56.2% by Perfect Team. As a result of such relationship as described in this paragraph, Convoy Inc and Perfect Team are deemed to be interested in 300,000,000 Shares held by CFG. CFG is beneficially interested in 300,000,000 Shares.

RESTRICTIONS ON DISPOSAL OF SHARES

Immediately after the completion of the Share Offer, the Controlling Shareholders will control the exercise of voting rights of approximately 75% of the Shares eligible to vote in the general meeting

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of our Company. Save and except for their interest in our Company, the Controlling Shareholders did not have any interest in any other companies as at the Latest Practicable Date which (i) had previously held any interests in our business during the Track Record Period; and (ii) had ceased to hold such interests after the Reorganisation.

Pursuant to Rule 10.07(1) of the Listing Rules, each of the Controlling Shareholders has undertaken to our Company and the Stock Exchange that, save as pursuant to the Share Offer, he/she/it will not and will procure the relevant registered holders not to:

- (i) in the period commencing from the date of this prospectus and ending on the date which is six months from the Listing Date (the “**First Six-Month Period**”), dispose of, or enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Shares (or any interest therein) in respect of which he/she/it is shown in this prospectus to be the beneficial owner; and
- (ii) in the period of six months commencing on the date falling the expiration of the First Six-Month Period, dispose of, or enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, the Shares (or any interest therein) in respect of which he/she/it is shown in this prospectus to be the beneficial owner if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, he/she/it would cease to be a controlling shareholder of our Company (as defined in the Listing Rules).

Each of the Controlling Shareholders has also undertaken to our Company and the Stock Exchange that, within the period commencing on the date of this prospectus and ending on the date which is 12 months from the Listing Date, he/she/it will:

- (i) when he/she/it or the registered owner pledges or charges any securities or interests in the securities of our Company beneficially owned by him/her/it, whether directly or indirectly, in favour of an authorised institution pursuant to Note (2) to Rule 10.07(2) of the Listing Rules, immediately inform our Company of such pledge or charge together with the number of securities so pledged or charged; and
- (ii) when he/she/it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged securities or interests in the securities of our Company will be disposed of, immediately inform our Company of such indications.

Our Company will inform the Stock Exchange as soon as practicable after we have been informed of the matters referred to in (i) or (ii) above by any Controlling Shareholder and disclose such matters by way of an announcement in compliance with the Listing Rules.