

REORGANISATION

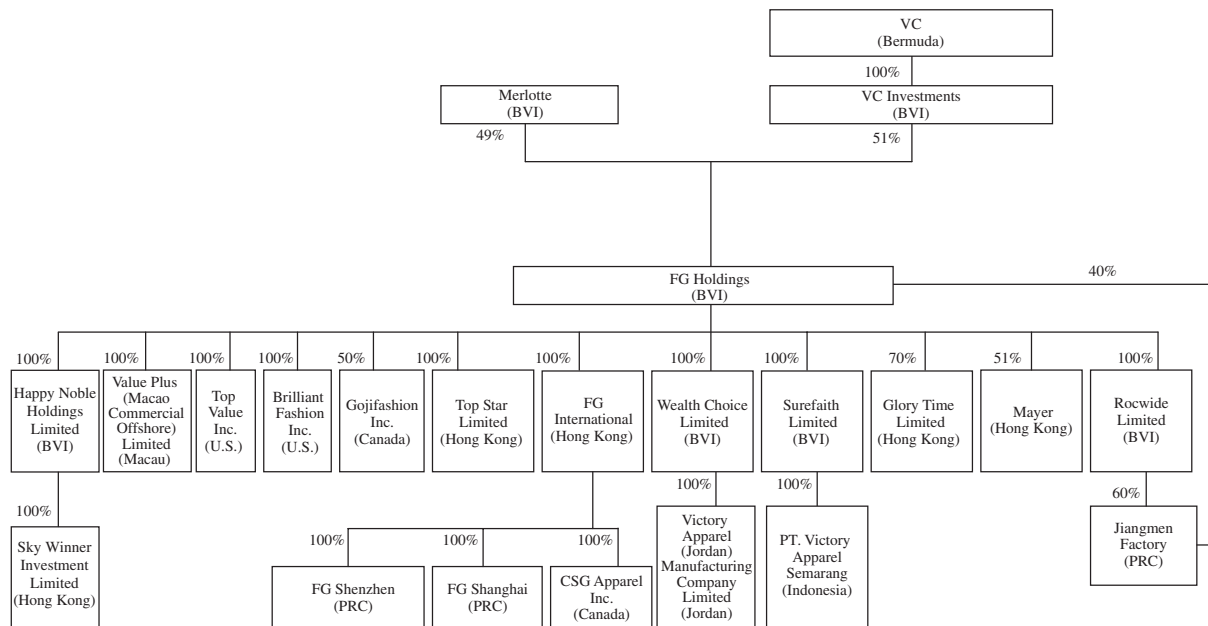
INTRODUCTION

In contemplation of the Listing, members of our Group have undergone certain restructuring steps whereby a coherent corporate structure of our Group has been established which is suitable for listing on the Main Board. The Reorganisation involved the following principal steps:-

- (1) Incorporation of our Company
- (2) Incorporation of Sure Strategy
- (3) Acquisition of entire issued share capital in our Company by Sure Strategy
- (4) Acquisition of entire issued share capital in FG Holdings by our Company

CORPORATE STRUCTURE PRIOR TO THE REORGANISATION

Set out below is the shareholding structure of our Group immediately prior to the Reorganisation:



REORGANISATION

DETAILED PROCEDURES

For the purpose of Listing, the following Reorganisation steps have been implemented:

(1) Incorporation of our Company

On 3 March 2010, our Company was incorporated in Bermuda under the Companies Act as an exempted company with an authorised share capital of HK\$10,000 divided into 1,000,000 Shares of HK\$0.01 each, of which 510,000 Shares and 490,000 Shares were allotted and issued nil-paid by our Company to VC Investments and Merlotte respectively on 8 April 2010. The said 1,000,000 nil-paid Shares were, on 17 May 2010, transferred to Sure Strategy at nil consideration and were subsequently paid up in the manner described in paragraph (4) below.

(2) Incorporation of Sure Strategy

On 25 March 2010, Sure Strategy was incorporated in the BVI with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each, of which 49 shares and 51 shares were subscribed at par by each of Merlotte and VC Investments respectively.

(3) Acquisition of our Company by Sure Strategy

On 17 May 2010, Merlotte and VC Investments transferred all of their respective shares, being the entire issued share capital in our Company, to Sure Strategy at nil consideration.

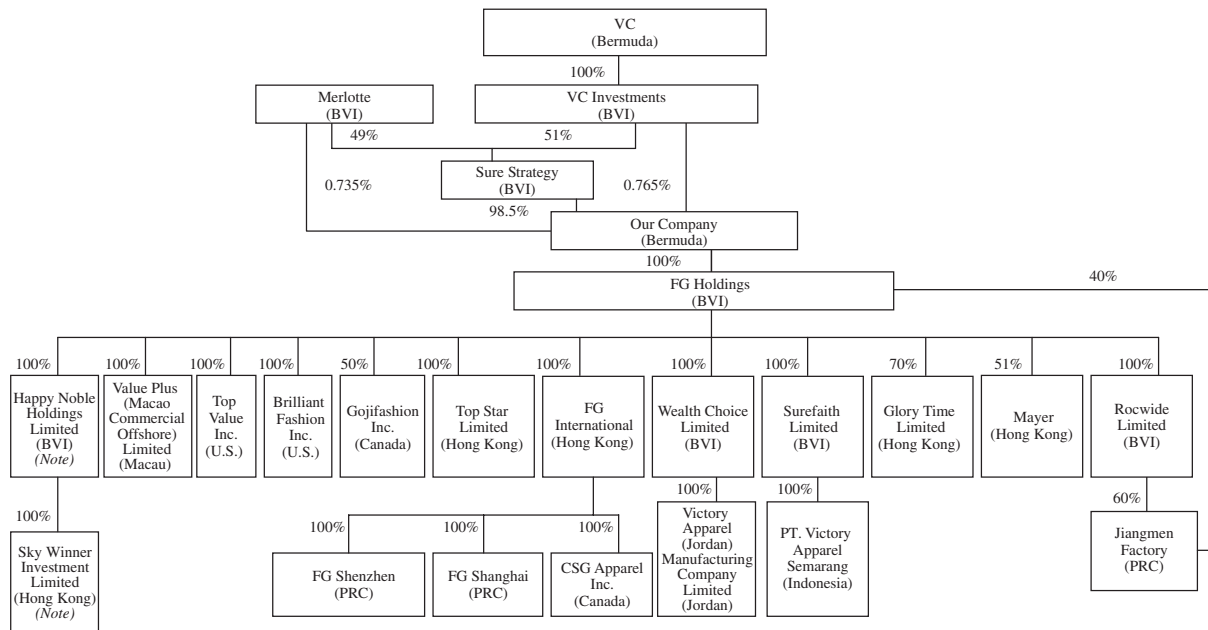
(4) Acquisition of entire issued share capital in FG Holdings by our Company

On 8 September 2010, the authorised share capital of our Company was increased from HK\$10,000 to HK\$9,000,000. On 8 September 2010, our Company as purchaser, VC Investments and Merlotte as vendors and VC as warrantor, entered into a share transfer agreement, pursuant to which our Company acquired the entire issued share capital of FG Holdings in consideration of and in exchange for which our Company, (i) at the direction of VC Investments and Merlotte, allotted and issued, credited as fully paid, 1,000,000 Shares to Sure Strategy and 14,700 Shares and 15,300 Shares to Merlotte and VC Investments respectively; and (ii) credited as fully paid at par 1,000,000 nil-paid Shares then held by Sure Strategy.

REORGANISATION

CORPORATE STRUCTURE AFTER THE REORGANISATION

Set out below is the shareholding structure of our Group after the Reorganisation and immediately prior to the Global Offering and the Capitalisation Issue:



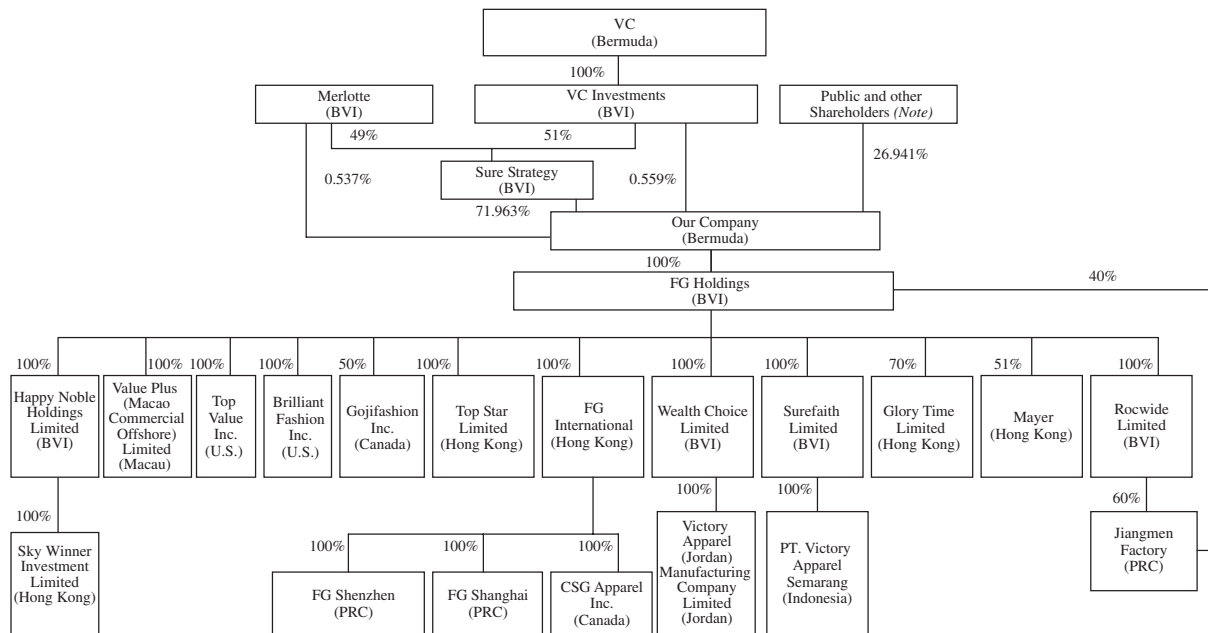
Note:

Happy Noble Holdings Limited was incorporated on 15 July 2010 and Sky Winner Investment Limited was incorporated on 11 February 2010. The incorporation of these companies are not part of the Reorganisation.

REORGANISATION

CORPORATE STRUCTURE AFTER THE CAPITALISATION ISSUE AND THE GLOBAL OFFERING

Set out below is the shareholding structure of our Group following completion of the Capitalisation Issue and the Global Offering (assuming that no Shares have been issued pursuant to the exercise of any option granted or which may be granted under the Share Option Scheme):



Note:

“Public and other Shareholders” include Qualifying VC Shareholders who may take up Shares pursuant to the Preferential Offering and such Shareholders may or may not be public Shareholders. Assuming all Qualifying VC Shareholders take up Shares pursuant to the Preferential Offering and according to the number of VC Shares held by the non-public Shareholders as at the Latest Practicable Date, approximately 25.1% of the Shares will be held by public Shareholders and approximately 1.8% of the Shares will be held by Qualifying VC Shareholders who are not public Shareholders. Rule 8.08 of the Listing Rules will be complied with by our Company and relevant information on our public float will be disclosed in our announcement on results of allocations for the Hong Kong Public Offering and the Preferential Offering to be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) and posted on our website at (www.fordglory.com.hk) and the Stock Exchange’s website (www.hkexnews.hk) on Monday, 4 October 2010.