

---

## SUBSTANTIAL SHAREHOLDERS

---

### SUBSTANTIAL SHAREHOLDERS

Immediately following completion of the Offering and taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme, so far as is known to any Director or the chief executive of the Company, the persons, other than a Director or chief executive of the Company who will have interests or short positions in the Shares, underlying Shares or debentures of the Company which will fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO once the Shares are listed in Hong Kong or who 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 members of the Group are as follows:

#### Interests in the Company

Name	Long/Short position	Type of interest	Number of Shares	Approximate percentage of shareholding in the Company
Perfect Choice	Long position	Beneficial owner	77,500,000	18.56% <sup>(Note)</sup>
Classic Venture	Long position	Beneficial owner	54,850,000	13.14% <sup>(Note)</sup>
Daniel Kearney	Long position	Beneficial owner	22,475,000	5.38%

*Note:* As the entire issued share capital of both Classic Venture and Perfect Choice are owned by Mrs. Ho Wong Mary Mee-Tak, Mrs. Ho Wong Mary Mee-Tak is deemed to be interested in the 132,350,000 Shares in aggregate held by Classic Venture and Perfect Choice under the SFO.

#### Interests in other members of the Group

Name of person	Name of member of the Group	Approximate percentage of interest
ACL Semiconductors Inc.	iSmart Global Technology Limited	25%

Save as disclosed herein, so far as the Directors are aware, immediately following completion of the Offering, without taking into account any Shares that may be allotted and issued pursuant to the exercise of the Over-allotment Option and any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option

---

## SUBSTANTIAL SHAREHOLDERS

---

Scheme, there are no other persons who will have interests or short positions in the Shares, underlying Shares or debentures of the Company which will fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO once the Shares are listed or who 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 members of the Group.

### NON-DISPOSAL UNDERTAKINGS

Each of the Controlling Shareholders have undertaken to the Stock Exchange and the Company that save pursuant to the Placing or as permitted under the Listing Rules, she/it shall not:

- (i) during the period commencing on the date of this prospectus and ending on the date which is six months from the Listing Date (the “**First Period**”), whether directly or indirectly, 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 in respect of which she/it is shown by this prospectus to be the beneficial owner; and
- (ii) during the period of six months commencing from the expiry of the First Period, whether directly or indirectly, 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 referred to in paragraph (i) above if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, she/it would, whether on her/its own or together with others, cease to be regarded as a Controlling Shareholder.

Each of the Controlling Shareholders have also undertaken to the Stock Exchange and the Company respectively that, for the period commencing on the date of this prospectus and ending on the date which is twelve months from the Listing Date, she/it shall:

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

The Company will inform the Stock Exchange as soon as it has been informed by any of the Controlling Shareholders of the matters above (if any) and disclose such matters by way of announcement in accordance with the requirements of the Listing Rules.