

# REORGANIZATION

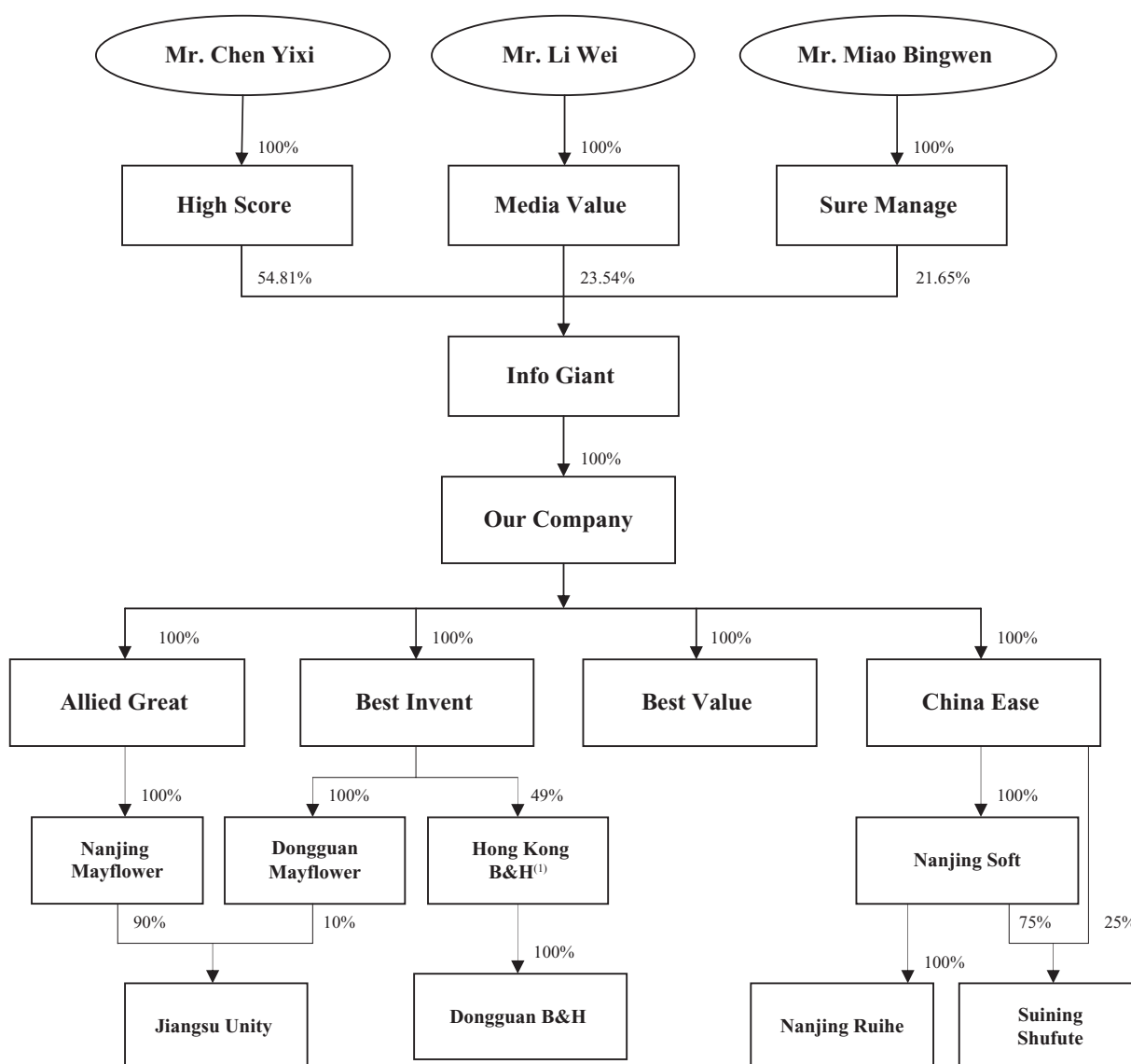
## INTRODUCTION

Upon completion of the compulsory acquisition of all Privatization Shares by Info Giant and the Delisting, our Group became wholly-owned by Info Giant on May 6, 2010.

In preparation for the Listing, our Group underwent the Reorganization, which involves the following principal steps:

- disposal of Jiangsu Unity; and
- acquisition of 54.81%, 23.54% and 21.65% shareholding interests in our Company by High Score, Media Value and Sure Manage, respectively, from Info Giant.

The following diagram illustrates the shareholding and corporate structure after the Delisting and prior to the Reorganization:



(1) Hong Kong B&H is a joint venture company owned as to 49% by Best Invent and 51% by Brown Shoe Asia.

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## REORGANIZATION

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### DETAILED REORGANIZATION STEPS

In preparation for the Listing, we underwent the Reorganization, which involves the following principal steps:

#### **Disposal of Jiangsu Unity**

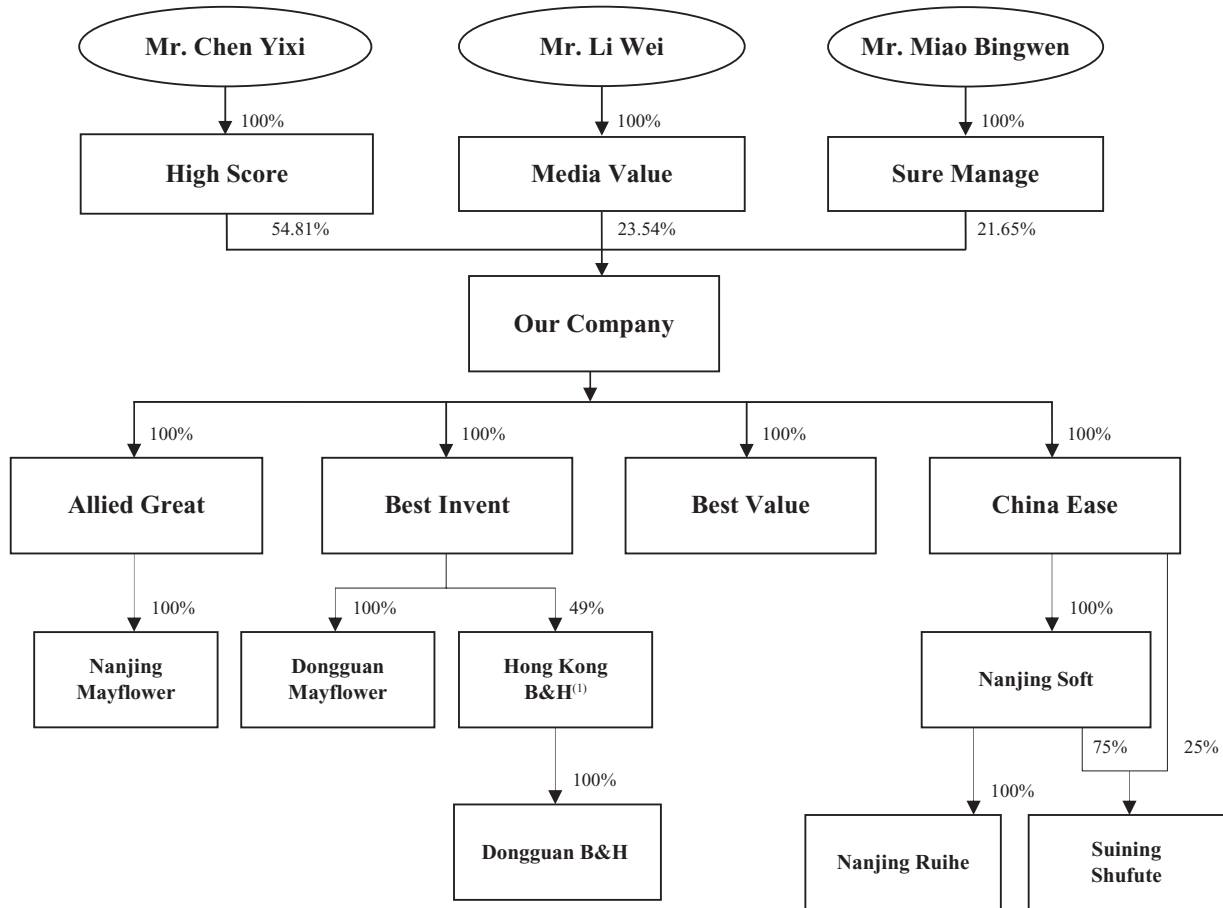
As disclosed in the section entitled “History and Development—Previous Subsidiaries of Our Group During the Track Record Period—Jiangsu Unity”, on December 8, 2010, Nanjing Mayflower and Dongguan Mayflower entered into an equity transfer agreement with Hongguo Industry to dispose of their respective 90% and 10% equity interests in Jiangsu Unity to Hongguo Industry for a total consideration of RMB34,550,000. After the disposal, Jiangsu Unity ceased to be a subsidiary of our Group effective from December 30, 2010.

#### **Acquisition of our Company by High Score, Media Value and Sure Manage**

On March 9, 2011, Info Giant transferred to High Score, Media Value and Sure Manage 54.81%, 23.54% and 21.65% shareholding interests in our Company for consideration of US\$3,262,852, US\$1,401,342 and US\$1,288,829, respectively. The consideration payable by each of High Score, Media Value and Sure Manage to Info Giant was set off by the dividends in a sum of US\$5,953,023 declared by Info Giant to High Score, Media Value and Sure Manage in proportion to their respective shareholding interests in Info Giant. Upon completion of the acquisition, our Company has been owned as to 54.81%, 23.54% and 21.65% by High Score, Media Value and Sure Manage, respectively.

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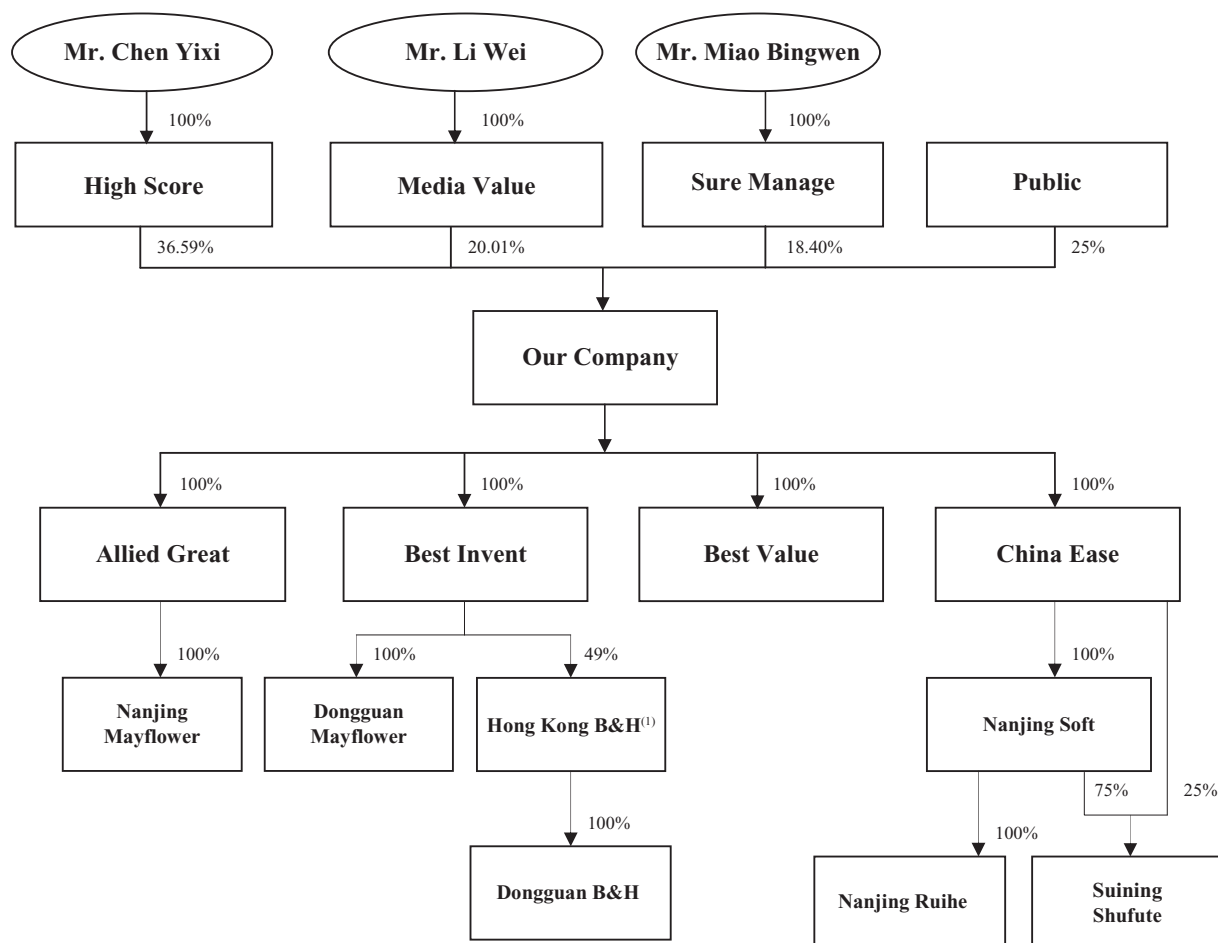
The following diagram illustrates our shareholding and corporate structure at the Latest Practicable Date:



(1) Hong Kong B&H is a joint venture company owned as to 49% by Best Invent and 51% by Brown Shoe Asia.

## REORGANIZATION

The diagram below illustrates our shareholding and corporate structure following completion of the Capitalization Issue and the Global Offering, assuming that the Over-allotment Option is not exercised and that no Shares have been issued pursuant to the exercise of the options which may be granted under the Share Option Scheme:



(1) Hong Kong B&H is a joint venture company owned as to 49% by Best Invest and 51% by Brown Shoe Asia.

Mr. Chen Yixi, Mr. Li Wei and Mr. Miao Bingwen, who are founders of our Group, have exercised their rights over their shareholdings in our Company independently and are not connected persons to each other. None of our founders is currently, or has in the past been, acting in concert with each other under the Hong Kong Code on Takeovers and Mergers. Our founders have also confirmed that they have no current intention to act in concert with each other after the Listing. There is no shareholders' agreement between our founders in respect of the matters of our Group that will apply after the Listing. The aggregate ultimate shareholding of Mr. Li Wei of 20.01% and Mr. Miao Bingwen of 18.40% in our Company will exceed the ultimate shareholding of Mr. Chen Yixi of 36.59% in our Company upon completion of the Capitalization Issue and the Global Offering. Despite the above change in shareholding of our founders, our Company and each of our founders have no current intention to change the way of managing our business after the Listing.

If the Over-allotment Option is exercised in full, the shareholding percentage of the public Shareholders will increase to approximately 28.75% and the shareholding percentage of High Score will decrease to approximately 32.84%.