
SUBSTANTIAL SHAREHOLDERS

So far as is known to our Directors, immediately following completion of the Share Offer (but without taking into account of any Shares which may be taken up under the Share Offer or any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme), the following persons will have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to us 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 shares carrying rights to vote in all circumstances at general meetings of our Company:

Name	Capacity	Class and number of securities <i>(Note 1)</i>	Approximate percentage of shareholding
Global Wisdom	Beneficial owner <i>(Note 2)</i>	241,000,000 Shares (L)	63.42%
Mr. Wong	Interest of controlled corporation <i>(Note 2)</i>	241,000,000 Shares (L)	63.42%
Madam HUNG Kin	Interest of controlled corporation <i>(Note 2)</i>	241,000,000 Shares (L)	63.42%
Mr. Wei	Beneficial owner	24,000,000 Shares (L)	6.31%

Notes:

- (1) The letter “L” denotes the entity/person’s long position in the Shares.
- (2) All the issued shares in Global Wisdom is solely and beneficially owned by Mr. Wong and Madam Hung Kin, who are spouses, in equal shares. Accordingly, each of Mr. Wong and Madam Hung Kin is deemed under the SFO to be interested in all the Shares held by Global Wisdom on the Listing Date.

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RESTRICTIONS ON DISPOSAL OF SHARES

Pursuant to Rule 10.07(1) of the Listing Rules, our Controlling Shareholders have undertaken to our Company, the Stock Exchange, the Sponsor and the Lead Manager (for itself and on behalf of the Underwriters) that, save as pursuant to the Share Offer, they will not and will procure the relevant registered holder 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 (“**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 they are shown in this prospectus to be the beneficial owner immediately after completion of the Share Offer; 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 they are 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, taken as a whole would cease to be our Controlling Shareholders.

Pursuant to note 3 to Rule 10.07(2) of the Listing Rules, our Controlling Shareholders have also undertaken to our Company and the Stock Exchange that, within 12 months from the Listing Date, they will:

- (i) when they or the registered owner pledge or charge any securities or interests in the securities of our Company beneficially owned by them, 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 they receive 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 it has been informed of the matters referred to in (i) or (ii) above by our Controlling Shareholders and disclose such matters by way of an announcement in compliance with the Listing Rules.