



CCB INTERNATIONAL CAPITAL LIMITED

28 June 2021

To the Independent Shareholders,

Dear Sir or Madam,

UNCONDITIONAL MANDATORY CASH OFFER BY CCB INTERNATIONAL CAPITAL LIMITED FOR AND ON BEHALF OF TOMORROW EDUCATION TECHNOLOGY LIMITED TO ACQUIRE ALL ISSUED SHARES IN THE COMPANY (OTHER THAN THOSE OWNED AND/OR AGREED TO BE ACQUIRED BY TOMORROW EDUCATION TECHNOLOGY LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)

INTRODUCTION

Reference is made to the Joint Announcement in relation to, among other things, the Sale and Purchase Agreement and the Share Offer. It was mentioned in the Joint Announcement that on 6 June 2021, the First Vendor, the Second Vendor and the Third Vendor and the Offeror entered into the Sale and Purchase Agreement pursuant to which the Offeror agreed to acquire 270,000,000 Shares from the First Vendor, 90,000,000 Shares from the Second Vendor, and 540,000,000 Shares from the Third Vendor, representing a total of 900,000,000 Shares (equivalent to 75.0% of the total issued share capital of the Company as at the date of the Joint Announcement), for a consideration of an aggregated amount of HK\$205 million, equivalent to approximately HK\$0.2278 per Sale Share. Reference is also made to the announcement jointly published by the Offeror and the Company on 10 June 2021 which announced that the sale and purchase of the Sale Shares contemplated in the Sale and Purchase Agreement was completed on 10 June 2021.

Prior to the Completion, neither the Offeror nor any person acting in concert with it was interested in any Shares. Upon the Completion and as at the Latest Practicable Date, the Offeror and parties acting in concert with it hold 900,000,000 Shares, representing 75.0% of the total issued share capital of the Company as at the Latest Practicable Date.

Upon Completion, the Offeror is required to make the Share Offer for all the issued Shares (other than the Shares that are owned by and/or acquired by the Offeror and/or parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code.

This letter forms part of this Composite Document and sets out, among other things, details of the Offer, information on the Offeror, and the intention of the Offeror in relation to the Group. Further details on the terms and the procedures for acceptance of the Share Offer are set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance and Transfer.

The Independent Shareholders are strongly advised to carefully consider the information contained in the “Letter from the Board”, the “Letter from the Independent Board Committee”, the “Letter from the Independent Financial Adviser”, the appendices to this Composite Document and the accompanying Forms of Acceptance and Transfer, and to consult their own professional advisers before reaching a decision as to whether or not to accept the Share Offer.

THE SHARE OFFER

As at the Latest Practicable Date, there were 1,200,000,000 Shares in issue, of which 900,000,000 Shares (representing approximately 75.0% of the entire issued share capital of the Company) are held by the Offeror and parties acting in concert with each of them. The Company does not have any outstanding warrants, options, derivatives or securities convertible into Shares and has not entered into any agreement for the issue of such warrants, options, derivatives or securities which are convertible into or which confer rights to require the issue of Shares as at the Latest Practicable Date.

Principal terms of the Share Offer

CCBI, for and on behalf of the Offeror and in compliance with the Takeovers Code, is making the offer to acquire all the Offer Shares on terms set out in this Composite Document in accordance with the Takeovers Code on the following basis:

For each Offer ShareHK\$0.2278 in cash

The Share Offer Price of HK\$0.2278 is equal to the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement, which was determined by the Offeror after taking into account, among others, (i) the Company’s historical share price performance and (ii) commercial assessment of the Company. The Share Offer Price will not be affected by the downward adjustment of the Consideration, if any, as stipulated in the section headed “The Sale and Purchase Agreement — Downward Adjustment of the Consideration” in the Joint Announcement. The Offeror believes that the Share Offer Price is fair and commercially attractive to other Shareholders.

The Offeror will not increase the Share Offer Price. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Share Offer Price and the Offeror does not reserve the right to increase the Share Offer Price.

The Share Offer will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

Comparison of value

The Share Offer Price of HK\$0.2278 per Offer Share represents:

- (a) a premium of approximately 18.65% over the closing price of HK\$0.192 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (b) a premium of approximately 9.10% over the average closing price of approximately HK\$0.2088 per Share based on the daily closing prices as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (c) a premium of approximately 4.83% over the average closing price of approximately HK\$0.2173 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (d) a premium of approximately 3.99% over the average closing price of approximately HK\$0.2191 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (e) a premium of approximately 15.96% over the average closing price of approximately HK\$0.1965 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 consecutive trading days immediately prior to and including the Last Trading Day;
- (f) a premium of approximately 27.25% over the average closing price of approximately HK\$0.1790 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 consecutive trading days immediately prior to and including the Last Trading Day;
- (g) a premium of approximately 140.07% over the audited consolidated net asset value attributable to the Shareholders of approximately HK\$0.0949 per Share as at 31 December 2020, calculated by dividing the Group's audited consolidated net assets attributable to the Shareholders of approximately HK\$113,865,000 as at 31 December 2020 by 1,200,000,000 Shares in issue as at the Latest Practicable Date; and
- (h) a discount of approximately 4.29% to the closing price of HK\$0.238 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Highest and lowest Share prices

During the Relevant Period, the highest and lowest closing prices of the Shares as quoted on the Stock Exchange were HK\$0.325 per share on 11 June 2021 and HK\$0.139 per Share on 15, 18, 19, 20 and 21 January 2021, respectively.

Value and total consideration for the Share Offer

As at the Latest Practicable Date, there are 1,200,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and on the basis of the Share Offer Price being HK\$0.2278 per Offer Share, excluding the 900,000,000 Shares already held by the Offeror, 300,000,000 Shares will be subject to the Share Offer. On the basis of full acceptance of the Share Offer, the maximum cash consideration payable by the Offeror under the Share Offer would be HK\$68,340,000, based on the Share Offer Price.

Effects of Accepting the Share Offer

By accepting the Share Offer, the Shareholders will sell their Shares to the Offeror free from all liens, claims, encumbrances and all third party rights and with all rights attached thereto as at the date on which the Share Offer is made, being the date of this Composite Document, including the right to receive all dividends declared, paid or made, if any, on which the Share Offer is made.

Acceptance of the Share Offer would be irrevocable and would not be capable of being withdrawn, subject to the provision of the Takeovers Code.

Overseas Shareholders

The making of the Share Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders who wish to accept the Share Offer to satisfy themselves as to full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Share Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholders in respect of such jurisdictions). Any acceptance by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the local laws and requirements have been complied with.

Financial resources available to the Offeror

The Offeror intends to finance and satisfy the consideration payable under the Share Offer with the margin loan facility provided by CCBIS on 13 May 2021 with a guaranteed commitment of HK\$175,000,000 for financing the consideration payable by the Offeror for the Completion of the Sale and Purchase Agreement and the Share Offer, and which is to be secured by the Charged Shares and the financial assets owned by the ultimate beneficial owner of the Offeror. Under the Margin Loan Facility, unless there is occurrence of any events of default which is continuing or the Offeror defaults on the repayment of any amount payable on its due date, the voting right of the Charged Shares would not be transferred to CCBIS. And, after the Completion, there is a guaranteed commitment remained in place of HK\$70,000,000 for the consideration payable under the Share Offer.

CCBI, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable by the Offeror upon full acceptance of the Share Offer.

The Offeror does not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) in relation to the abovementioned loan will depend to any significant extent on the business of the Group.

Hong Kong stamp duty

The seller's Hong Kong ad valorem stamp duty payable by the Shareholders on acceptance of the Share Offer calculated at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror, whichever is higher, will be deducted from the amounts payable by the Offeror to such person on acceptance of the Share Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Shareholders who accept the Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptances of the Share Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Payment

Payment in cash in respect of the Share Offer will be made as soon as possible but in any event within seven (7) Business Days (as defined in the Takeovers Code) of the date on which the duly completed acceptances of the Share Offer are received. Relevant documents evidencing title in respect of such acceptances must be received by the Offeror (or its agent) to render each such acceptance of the Share Offer complete and valid in accordance with Note 1 to Rule 30.2 of the Takeovers Code.

Tax advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Share Offer. None of the Offeror, the Company, the financial adviser to the Offeror, and (as the case may be) their respective ultimate beneficial owners, directors, officers, agents, advisers or associates or any other person involved in the Share Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Share Offer.

Procedures for acceptance

Your attention is drawn to "Further Terms of the Share Offer" as set out in Appendix I to this Composite Document and the accompanying **WHITE** Form of Acceptance and Transfer.

INFORMATION ON THE COMPANY AND THE GROUP

Your attention is drawn to the section headed "Information of the Company and the Group" in the "Letter from the Board" contained in this Composite Document.

INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability on 9 April 2020, the shares of which are owned as to 70% by Tomorrow Education Holding Limited (which is wholly-owned by Mr. Liu, a non-resident of Canada) and 30% by Tomorrow Education Investment Limited (which is wholly-owned by Ms. Kou Chung Yin Mariana, a non-resident of Canada). As of the Latest Practicable Date, none of the Offeror, its respective ultimate beneficial owners, its directors, being Mr. Liu and Ms. Kou Chung Yin Mariana, and the parties acting in concert with any of them is interested in any Shares, other than the Sale Shares.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

The Offeror intends to continue the existing business of the Company and has no intention to dispose of the Company's businesses immediately after completion of the Share Offer. The Offeror will, following the closing of the Share Offer, conduct a detailed review of the operations of the existing business and asset base and broaden its income stream. Each of the Company and the Offeror confirms that, during the Offer Period, there is no intention and no anticipation to further expand and/or divest the existing businesses of the Company should appropriate opportunities arise. Given that the Group is a long-established air ticket consolidator, travel business process management provider and travel products and services provider, the Offeror expects that upon Completion, by leveraging the expertise and the existing business network of the Group in the sector of travel services, the Offeror and its ultimate beneficial owner, and the Group may all be benefited by fostering a long-term growth potential and create synergies through possible cooperation between the respective businesses of the Group, and the Offeror and its ultimate beneficial owner. Regarding the proposed change to the Board of the Group (as stated in the section headed "Proposed Change of The Board Composition" below), both the Offeror and the proposed Directors to the Board do not have relevant experience in any business similar to that of the Group. Nevertheless, in order to facilitate the operation of the existing business of the Group, the existing senior management members of the Group's subsidiaries will be retained, and, furthermore, given the proposed Directors possess experiences in premium private education and real estate development, the Offeror believe that, by leveraging such experiences and their extensive business network, the customer base of the Group would be broaden and additional marketing channels for promoting the Group can be introduced. Also, given the proposed Directors to the Board share diverse background, including real estate, education, consumer products, corporate finances and financial services, as well as their hands-on experience in enterprise management, it is believed that the proposed Directors to the Board will enhance the Group's ability in exploring further business opportunities and strengthen the corporate governance of the Group.

As at the Latest Practicable Date, the Offeror has no plan of injecting any of its assets into the Company (but any proposed injection of assets in the future will be made in compliance with the Listing Rules) or redeploying the employees and fixed assets of the Company other than in the ordinary course of business. The Offeror also intends to continue to employ the employees of the Group after the completion of the Share Offer. However, the Offeror reserves the right to make any changes that it deems necessary or appropriate to the Group's businesses and operations to optimise the value of the Group.

PROPOSED CHANGE OF THE BOARD COMPOSITION

The Board is currently made up of two executive Directors, one non-executive Director and three independent non-executive Directors.

All of the existing Directors have tendered resignation to take effect from a date which is no earlier than such date as permitted under Rule 7 of the Takeovers Code (i.e. after the close of the Offer).

The Offeror has nominated (i) Mr. Liu and Ms. Kou Chung Yin Mariana as the new executive Directors of the Board, (ii) Mr. Liu Jiefeng as the new non-executive Director of the Board, (iii) Mr. Fong Wai Bun Benny, Ms. Suen Yin Wah Chloe, and Ms. Kwan Ka Yee as the new Independent non-executive Director of the Board. The appointment of the new Directors will take effect on the close of the Offer. Any changes to the composition of the Board will be made in compliance with the Takeovers Code and the Listing Rules. The biographies of the new Directors to be nominated are set out below:

Biographies of new Directors nominated by the Offeror

Mr. Liu, aged 48, is an executive director of Wisdom Education International Holdings Company Limited (睿見教育國際控股有限公司) (HKSE: 6068) (“**Wisdom Group**”), a private education group that is listed on the Main Board of the Stock Exchange and principally engages in providing premium primary and secondary school education, since June 2016. He is responsible for the overall formulation, supervision and guidance of business strategies, planning and development of the Wisdom Group. From October 2002 to July 2016, Mr. Liu served as a director at Guangdong Guangzheng Educational Group Co., Ltd.* (廣東光正教育集團有限公司), a company that is principally engaged in the provision of private education in the PRC, which has become part of the Wisdom Group after its listing in January 2017.

Mr. Liu also holds interest in other companies that engaged in other businesses, including but not limited to, real estate, construction, hotel and tourism in the PRC.

Mr. Liu was awarded the World Outstanding Chinese Award (世界傑出華人獎) by United World Chinese Association Limited (世界華人協會) in 2007.

Ms. Kou Chung Yin Mariana (高頌妍), aged 37, is an executive director and the chief executive officer of Research Study Education Group, a company that provides overseas education services to students in the Greater Bay Area, since December 2019, where she is mainly responsible for the strategic planning and day-to-day business operations of the company. From May 2010 to November 2019, she was at CLSA Limited, a company that provides corporate finance and asset management services, where she was most recently the head of China Education and HK consumer research and she had participated in a number of IPOs in various business sectors. Ms. Kou is also the author of a book titled “Investing in Dragons: Education Industry and Capital Markets”. She was featured by several international media and local press throughout the years.

Ms. Kou is pursuing a global executive doctoral degree in education at the University of Southern California in the United States. She also received a certificate of an innovation and entrepreneurship program from Stanford University, the USA in January 2016 and a master's degree in business administration from Columbia Business School, the USA, in May 2009. Ms. Kou obtained her bachelor's degree in business administration from University of Notre Dame, the USA, with magna cum laude and Raymond P. Kent Award in 2005.

Mr. Liu Jiefeng (劉杰鋒), aged 29, is the deputy manager of Andres International Education Group* (安德列斯教育集團), an education group that provides nursery programmes in the PRC, since April 2019, where he is primarily responsible for formulating the annual investment plan and overseeing the daily operations of kindergartens that are operated by the group. Prior to joining Andres International Education Group, from November 2014 to March 2016, Mr. Liu Jiefeng was a chairman assistant at Dongguan Fuying Real Estate Development Co., Ltd* (東莞市富盈房地產開發有限公司), a PRC based property developer, where he was responsible for the liaison with and coordination between different departments within the group. From March 2014 to October 2014, Mr. Liu Jiefeng was a general manager's assistant at Dongguan Fuying Hotel Management Co., Ltd.* (東莞市富盈酒店管理有限公司), where he was principally responsible for assisting the general manager on the day-to-day business operations.

Mr. Liu Jiefeng obtained his master's degree in business administration from City University in Malaysia in 2019.

Mr. Fong Wai Bun Benny (方衛斌), aged 47, is the director of corporate finance at I.T. Limited, a Hong Kong company that engages in the retailing of fashion apparels and accessories, since August 2011, where he is primarily responsible for overseeing the corporate finance and investor relations departments of the group. From May 2008 to May 2011, he was the portfolio manager at Adept Capital Partners, a Hong Kong based boutique investment firm, where he was responsible for formulating and managing the investment portfolio of a number of funds, and risk analysis.

Mr. Fong obtained a master's degree in finance from Illinois Institute of Technology in the United States in August 2001 and a master's degree in economics from York University in Canada in August 1998.

Ms. Suen Yin Wah Chloe (孫燕華), aged 38, is the vice chairman and chief executive officer at ASL Group, a company with a diversified investment portfolio in Asia and where she is primarily responsible for all investments and operations. She is also the chairman of Simon Suen Foundation, a charitable organization in Hong Kong that promotes Chinese arts and culture and operates the Sun Museum. She is a member of the Court at Hong Kong Baptist University and serves on multiple school boards in Hong Kong and the United States.

Ms. Suen has also been serving the following positions:-

Name of the entities/ governmental appointments	Position	Period
Art Sub-committee, Museum Advisory Committee	Co-opted Member	From October 2020 to present
Sha Tin Arts and Culture Promotion Committee	Vice-chairperson	From July 2020 to present
Appeal Board Panel (Gas Safety)	Member	From August 2018 to present
Advisory Committee on Built Heritage Conservation	Member	From May 2018 to present
Appeal Board Panel (Consumer Goods Safety)	Member	From October 2017 to present
Intangible Cultural Heritage Advisory Committee	Member	From January 2016 to present
The 12th Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十二屆廣西壯族自治區委員會)	Committee Member	From November 2020 to present
The 11th Committee of Guangdong Youth Federation* (廣東省青年聯合會第十一屆委員會)	Committee Member	From January 2017 to present
The 6th Committee of Dongguan Youth Federation* (東莞市青年聯合會第六屆委員會)	Standing Committee	From January 2016 to present
The 13th Dongguan Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十三屆東莞市委員會)	Committee Member	From December 2016 to present

Ms. Suen obtained a master's degree in organizational psychology from Columbia University in the USA in February 2009 and a dual bachelor's degree in philosophy and business administration from Carnegie Mellon University in the USA in May 2004.

Ms. Kwan Ka Yee (關嘉怡), aged 40, is the finance and operation director of Voyager Capital Limited, a Hong Kong based private equity firm that provides investment management and advisory services, since July 2019, where Ms. Kwan is primarily responsible for overseeing the daily operations, formulating budget and performance measures, and preparation of the firm's audit and tax filing matters. From April 2015 to May 2018, Ms. Kwan was the finance director at Lombard Odier (Hong Kong) Limited, an investment advisor that provides wealth management services for private and institutional clients in Asia, where Ms. Kwan was responsible for formulating budget and performance measures for Asia. From June 2012 to August 2014, Ms. Kwan was the controller at the finance team of Lombard Odier Asset Management (USA) Corporation, an investment management company based in the United States that offers asset management, equities, financial planning and advisory services, where she was responsible for managing the finance function of the company including reviewing the funds' performance and preparing year-end audit. From June 2012 to August 2014, Ms. Kwan was an assistant controller at M.D. Sass Investors Services, Inc., an asset management firm in New York, where she was mainly responsible for reviewing year-end financial statements and the investment portfolios of various funds. From October 2008 to April 2010, Ms. Kwan was the accounting manager of finance department at Apax Partners, a private equity firm, where she was responsible for preparing quarterly and year-end balances and financial statements for private equity funds.

Ms. Kwan is an inactive certified public accountant in the state of New York.

Ms. Kwan holds a bachelor's degree in business administration from Boston University in the USA in May 2002.

Each of the Proposed Directors, (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not hold any other directorship in, or direct or indirect interest in 10% or more of the issued share capital of, any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the date of this joint announcement; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company; (iv) does not have any interest in the Shares or underlying Shares in the Company (within the meaning of Part XV of the SFO). There is no other information in relation to the appointments of the new Directors that is required to be disclosed nor are/were they involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Tax Implication in relation to the change of Directors

The Company was incorporated under the laws of the province of Ontario and continued and redomiciled under the laws of the Cayman Islands. The Company is generally considered as a resident of Canada for the purposes of the ITA so long as their "mind and management" also remain in Canada. As such, the Company is subject to Canadian taxation under the ITA in the same manner as any other corporation resident in Canada, including being subject to full Canadian taxation on worldwide income.

If the Company at any time becomes a non-resident of Canada for the purposes of the ITA, certain adverse “departure taxes” (the “**Departure and Deemed Disposition Taxes**”) would arise. This result would be triggered if the “mind and management” of the Company shifts to a significant extent outside of Canada (which can occur, for example, if more than 50% of the Board consists of non-Canadian Directors who meet and make decision(s) outside of Canada). These departure taxes are imposed on the Company and not its shareholders. As disclosed in the paragraph headed “Proposed Change of the Board Composition” above, the Offeror intends to nominate new Directors for appointment to the Board with effect from the close of the Share Offer, it is probable that the departure taxes may be triggered at the time of such changes to the Board.

Moreover, for the purposes of the ITA, where at any particular time a corporation ceases to be a resident of Canada, the corporation is deemed to have disposed of each property owned by the corporation and will trigger the deemed disposition tax. Therefore, the deemed disposition tax will also be applicable for the taxable income arising from the deemed disposition of all properties held by the Company immediately before departure tax would be triggered. The payment of the Departure and Deemed Disposition Taxes as required by the ITA are based on the fair value and the financial results of the Company.

While the Departure and Deemed Disposition Taxes are imposed on the Company and not its shareholders, such taxes may erode the value of one’s investment in the Company. Based on the information currently available, the Departure and Deemed Disposition Taxes are estimated to be at or around HK\$27.3 million. Shareholders should note that such amount is an estimation only and may vary subject to the fair value and the financial results of the Company when the Departure and Deemed Disposition Taxes are triggered. For details, please refer to the section headed “Certain Canadian Legal and Regulatory Considerations in Relation to the Share Offer” and “Risk Factors” of the prospectus of the Company dated 15 June 2018.

COMPULSORY ACQUISITION

The Offeror does not intend to exercise any power of compulsory acquisition of any outstanding Offer Shares not acquired under the Offer after the close of the Share Offer.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the closing of Share Offer.

Pursuant to the Listing Rules, if, at the closing of the Share Offer, less than the minimum prescribed percentage applicable to the Company, being 25.0% of the issued share capital of the Company, are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

the Stock Exchange will consider exercising its discretion to suspend dealing in the Shares. Therefore, it should be noted that upon closing of the Share Offer, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares. Each of the directors of the Offeror and the new directors to be appointed to the Board will joint and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after the close of the Share Offer.

GENERAL

All documents and remittances to be sent to the Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Shareholders at their respective addresses as they appear in the registers of the members of the Company and in the case of joint holders, to such holder whose name appears first in the relevant registers. The Offeror and parties acting in concert with it, the Company, CCBI, Lego Corporate Finance Limited, Octal Capital, the Registrar and their respective ultimate beneficial owners, directors, officers, agents, advisers and associates or any other parties involved in the Share Offer will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Share Offer set out in the appendices to this Composite Document and the accompanying **WHITE** Form of Acceptance and Transfer, which form part of this Composite Document. In addition, your attention is also drawn to the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” contained in this Composite Document.

Yours faithfully
for and on behalf of
CCB International Capital Limited



Gilman Siu

Managing Director, Mergers & Acquisitions