The information contained in this Appendix II is provided for the purposes of compliance with the Listing Rules and Takeovers Code.

1. INTRODUCTION

The New Holdco was incorporated in Hong Kong on 28 November 2024 as a company with limited liability under the Companies Ordinance. As at the Latest Practicable Date, the New Holdco was a wholly-owned subsidiary of the Company. The registered office of the New Holdco is located at 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

As the New Holdco is incorporated in Hong Kong, it operates subject to the laws of Hong Kong and to its constitution, which comprises the Articles. It has not carried on any business since the date of its incorporation. Upon the Scheme being implemented, the New Holdco will become the ultimate holding company of the Group, which will continue to carry on the Group's present business activities, and the principal activity of the New Holdco will be investment holding.

2. NEW HOLDCO DIRECTORS

The New Holdco Board is the primary decision making body of the New Holdco and consists of six New Holdco Directors, comprising one executive director, two non-executive directors and three independent non-executive directors.

The table below shows certain information in respect of the members of the New Holdco Board, who are identical to the members of the Board:

Name	Age	Present position(s)/Title(s)	Date of appointment as a New Holdco Director	Date of first joining the Group	Principal roles and responsibilities
Mr. Arthur George Dew	84	Chairman and non-executive director	27 April 2026	7 February 2014	Management of the New Holdco Board, management of relationships of the New Holdco Board and management and strategic direction of the Group; chairman of the nomination committee
Mr. Brett Robert Smith	65	Executive director and chief executive officer	28 November 2024	7 February 2014	Managing the overall operations of the Group
Mr. Wong Tai Chun Mark	61	Alternate director to Mr. Arthur George Dew	27 April 2026	19 May 2015	Acting on behalf of Mr. Dew in his absence

Name	Age	Present position(s)/Title(s)	Date of appointment as a New Holdco Director	Date of first joining the Group	Principal roles and responsibilities
Ms. Lam Lai	47	Non-executive director	27 April 2026	18 July 2019	Acting as a non-executive director on the New Holdco Board
Mr. Carlisle Caldow Procter	85	Independent non-executive director	[REDACTED]	19 May 2015	Supervising and providing independent judgement to the New Holdco Board; chairman of the remuneration committee, member of the audit and risk management committee, and the nomination committee
Mr. Pak Wai Keung Martin	62	Independent non-executive director	27 April 2026	24 May 2018	Supervising and providing independent judgement to the New Holdco Board; member of the audit and risk management committee, the nomination committee, and the remuneration committee
Mr. Poon Yan Wai	55	Independent non-executive director	27 April 2026	24 May 2018	Supervising and providing independent judgement to the New Holdco Board; chairman of the audit and risk management committee and member of the remuneration committee

Note:

1. According to the announcement of the Company dated 12 March 2026, Mr. Carlisle Caldow Procter has notified the Board of his decision to retire as an independent non-executive director by rotation at the forthcoming annual general meeting of the Company and will not offer himself for re-election.

Executive director of the New Holdco Board

Mr. Brett Robert Smith, chief executive officer

Mr. Brett Robert Smith, aged 65, was appointed as the executive Director of the Company on 7 February 2014. Mr. Smith is the chief executive officer of the Company. He is also a director of certain subsidiaries of the Company. He was appointed as a director of the New Holdco on 28 November 2024, and redesignated as the executive director of the New Holdco Board since 27 April 2026.

Mr. Smith graduated from Melbourne University, Australia with a Bachelor's Degree in Chemical Engineering with Honours. Mr. Smith obtained a Master's Degree in Business Administration from Henley Management College, the United Kingdom and a Master's Degree in Research Methodology from Macquarie University, Australia.

Mr. Smith has participated in the development of a number of mining and mineral processing projects including coal, iron ore, base and precious metals. He has also managed engineering and construction companies in Australia and internationally. Mr. Smith has served on the board of private mining and exploration companies and has over 38 years international experience in the engineering, construction and mineral processing businesses.

Mr. Smith is currently an executive director of ASX listed company Metals X Limited (ASX: MLX), a non-executive director of ASX listed companies Tanami Gold NL (ASX: TAM), Prodigy Gold NL (ASX: PRX), Nico Resources Limited (ASX: NC1), Elementos Limited (ASX: ELT) and LSE listed company First Tin Plc (LSE: 1SN); and non-executive chairman of ASX listed company MGX Resources Limited (formerly known as Mount Gibson Iron Limited) (ASX: MGX). Mr. Smith was previously an executive director and deputy chairman of Hong Kong listed company APAC Resources Limited (Stock Code: 1104), a substantial shareholder of the Company.

Non-executive directors of the New Holdco Board

Mr. Arthur George Dew, Chairman and non-executive director

Mr. Arthur George Dew, aged 84, was elected as a non-executive Director on 7 February 2014 and appointed as chairman of the Board. Mr. Dew has held the post of non-executive director since that date. Mr. Dew is primarily responsible for the management of the Board, management of the relationships of the Board and management and the strategic direction of the Group. Mr. Dew is also the chairman of the nomination committee of the Company. He has been appointed as the chairman and a non-executive director of the New Holdco Board since 27 April 2026.

Mr. Dew graduated from the Law School of the University of Sydney, Australia, and was admitted as a solicitor and later as a barrister of the Supreme Court of New South Wales, Australia. Mr. Dew is currently a non-practising barrister. He has a broad range of corporate and business experience and has served as a director, and in some instances chairman of the board of directors, of a number of public companies listed in Australia, Hong Kong and elsewhere. Mr. Dew is the chairman and a non-executive director of Hong Kong listed companies Allied Group Limited (Stock Code: 373) and APAC Resources Limited (Stock Code: 1104), both substantial shareholders of the Company. Mr. Dew is also the non-executive chairman and a non-executive director of ASX listed company Tanami Gold NL (ASX: TAM). Mr. Dew was previously a non-executive director of ASX listed company Tian An Australia Limited (ASX: TIA).

Mr. Dew was previously a non-executive director in approximately 1980 of an Australian agricultural company known as New England Agricultural Corporation Limited which company entered into a scheme of arrangement with its creditors and shareholders in approximately 1980 at a time when Mr. Dew was a non-executive director. Insofar as Mr. Dew can recollect, the approximate value involved in such scheme was approximately AU$2 million and such scheme was completed in or around 1981 or 1982.

Mr. Wong Tai Chun Mark, alternate director to Mr. Arthur George Dew

Mr. Wong Tai Chun Mark, aged 61, was appointed as an alternate director to Mr. Arthur George Dew on 19 May 2015. He has been appointed as an alternate director to Mr. Dew of the New Holdco Board since 27 April 2026.

Mr. Wong Tai Chun Mark has a Master's Degree in Business Administration and is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

Mr. Wong is an executive director of Hong Kong listed company Allied Group Limited (Stock Code: 373), a substantial shareholder of the Company, a non-executive director of Hong Kong listed company Tian An Medicare Limited (Stock Code: 383), an alternate director to Mr. Dew in Hong Kong listed company APAC Resources Limited (Stock Code: 1104), a substantial shareholder of the Company, and ASX listed company Tanami Gold NL (ASX: TAM). Mr. Wong was previously an alternate director to Mr. Dew in ASX listed company Tian An Australia Limited (ASX: TIA).

Ms. Lam Lai, non-executive director

Ms. Lam Lai, aged 47, was appointed as a non-executive director of the Company on 18 July 2019. She has been appointed as a non-executive director of the New Holdco Board since 27 April 2026.

Ms. Lam Lai graduated from the University of Western Sydney in 2001 with a Bachelor Degree of Business majoring in marketing.

Ms. Lam Lai was previously an executive director and authorised representative of Hong Kong listed company Ernest Borel Holdings Limited ("**EBH**") (Stock Code: 1856). EBH is a subsidiary of Hong Kong listed company Citychamp Watch & Jewellery Group Limited ("**Citychamp**") (Stock Code: 256). Ms. Lam Lai joined Citychamp in 2008 as an investment manager and has been redesignated as CEO assistant, mainly responsible for merger and acquisition as well as business development. Since April 2021, Ms. Lam Lai has been redesignated as the vice president of Citychamp. She is also a director of various subsidiaries of Citychamp, including Bendura Bank AG.

Mr. Carlisle Caldow Procter, independent non-executive director

Mr Carlisle Caldow Procter, aged 85, was appointed as an Independent Non-Executive Director of the Company on 19 May 2015. Mr Procter graduated from the University of Sydney, Australia with a Bachelor's Degree and a Master's Degree in Economics. He is a fellow member of the Chartered Institute for Securities & Investment (FCSI) (formerly the Financial Services Institute of Australasia (FINSIA)) and a member of the Australian Institute of Company Directors (MAICD). Based in Australia, Mr Procter worked in the Reserve Bank of Australia for over 30 years, holding various senior management positions. Since leaving the Reserve Bank, he has worked as a consultant to the International Monetary Fund and the Asian Development Bank and has also undertaken private consulting work in South East Asia and the Pacific. Mr Procter has been a non-executive director of a number of public companies, both in Australia and overseas. He is currently an independent nonexecutive director of ASX listed company Tanami Gold NL (ASX: TAM).

Mr. Pak Wai Keung Martin, independent non-executive director

Mr. Pak Wai Keung Martin, aged 62, was appointed as an independent non-executive Director of the Company on 24 May 2018 with effect from 5 November 2018 (the listing date of the Company on the Stock Exchange). He has been appointed as an independent non-executive director of the New Holdco Board since 27 April 2026.

Mr. Pak holds a Bachelor of Commerce from Murdoch University, Australia, a Master of Corporate Governance from The Hong Kong Polytechnic University and is a fellow member of The Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Pak is also an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom and a member of The Hong Kong Institute of Chartered Secretaries.

Mr. Pak has over 25 years' experience in accounting and financial management. He previously worked at a number of international audit firms and other private companies from 1987 to 2000. Thereafter, since 2001 Mr Pak. has served as a chief financial officer and company secretary to a number of listed companies in Hong Kong.

Mr. Pak is currently an independent non-executive director of Hong Kong listed companies Nan Nan Resources Enterprise Limited (Stock Code: 1229) and Viva Goods Company Limited (Stock Code: 933).

Mr. Poon Yan Wai, independent non-executive director

Mr. Poon Yan Wai, aged 55, was appointed independent non-executive director of the Company on 24 May 2018 with effect from 5 November 2018 (the listing date of the Company on the Stock Exchange). He has been appointed as an independent non-executive director of the New Holdco Board since 27 April 2026.

Mr. Poon holds a Bachelor’s Degree in Accountancy and a Master’s Degree in Corporate Finance from the Hong Kong Polytechnic University. Mr. Poon is a fellow member of The Hong Kong Institute of Certified Public Accountants. Mr. Poon has over 20 years of experience in the auditing and accounting field and is the financial controller, company secretary and an authorised representative of a Hong Kong listed company.

Mr. Poon is an independent non-executive director of Hong Kong listed company Emperor International Holdings Limited (Stock Code: 163). Mr. Poon was previously an independent non-executive director of Hong Kong listed company Emperor Capital Group Limited (Stock Code: 717).

3. NEW HOLDCO DIRECTORS’ REMUNERATION

The Directors and senior management receive compensation in the form of salaries, housing and other benefits in kind and/or discretionary bonuses. The Group also reimburses them for expenses which are necessarily and reasonably incurred for providing services or executing their functions in relation to the Group’s operations. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management.

The annual salaries of the Directors and the base annual directors’ fees of independent non-executive Directors for the year ended 31 December 2025 are as follows:

Name	**Annual amount** *AU$*
Executive Director	
Mr. Brett Robert Smith	347,511
Non-executive Directors	
Mr. Arthur George Dew	90,000
Mr. Wong Tai Chun Mark (Alternate Director)	—
Ms. Lam Lai	40,000
Independent Non-executive Directors	
Mr. Carlisle Caldow Procter	30,000
Mr. Pak Wai Keung Martin	30,000
Mr. Poon Yan Wai	30,000
Total	**567,511**

The Group did not pay remuneration to the Directors or the five highest paid individuals as an inducement to join, or upon joining, the Group. No compensation was paid to, or is receivable by, the Directors or past Directors for the three years ended 31 December 2025 for the loss of office as director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group. None of the Directors waived any emoluments during the same period.

Since the New Holdco has remained dormant since its incorporation, no remuneration was paid and no benefits were granted to its directors for the three years ended 31 December 2025. By way of reference, the aggregate amount of emolument (comprising salary and fees, bonus and other allowances and benefits in kind) of the Directors for the year ended 31 December 2025 was nil.

As at the Latest Practicable Date, the estimated aggregate amount of remuneration of the New Holdco Directors payable for the year ending 31 December 2026 will be approximately AU$567,511.

4. SENIOR MANAGEMENT

Mr. Daniel Broughton, chief financial officer

Mr. Daniel Broughton was appointed as chief financial officer of the Company on 8 September 2014 and is responsible for ensuring the Company's compliance with corporate and statutory obligations and financial reporting. Mr. Broughton has been appointed as the chief financial officer of the New Holdco since [REDACTED].

Mr. Broughton graduated with a Bachelor of Commerce from Murdoch University, Australia in September 2005 and obtained a Graduate Diploma of Chartered Accounting from The Institute of Chartered Accountants, Australia in July 2010.

Mr. Broughton has over 20 years' experience with financial operations of listed mining companies. Mr. Broughton is also the chief financial officer of ASX listed companies Tanami Gold NL (ASX: TAM) and Metals X Limited (ASX: MLX). Mr. Broughton is a non-executive director of ASX listed company Elementos Limited (ASX: ELT) appointed 23 May 2025.

Mr. Neale Edwards, chief geologist

Mr. Neale Edwards joined the Company in 1996 and has over 30 years' experience in the mineral exploration and mining industry. Mr. Edwards has been appointed as the chief geologist of the New Holdco since [REDACTED].

Mr. Edwards holds a Bachelor of Applied Science in Applied Geology and Bachelor of Science with Honours and is a Fellow of the Australian Institute of Geoscientists. Mr. Edwards experience covers projects ranging from grassroots level through to mine development and mining in major geological provinces in Australia, the Pacific Rim, northern Africa and northern Europe. Mr. Edwards was responsible for the discovery of gold resources in the Southern Cross Province of Western Australia for Samantha Gold and the identification of the key project opportunity that resulted in the Company becoming an established gold producer in the Nordic region.

Mr. Edwards is a non-executive director of ASX listed companies Tanami Gold NL (ASX: TAM) appointed 28 May 2021 and Prodigy Gold NL (ASX: PRX) appointed 29 November 2021.

Ms. Päivi Mikkonen, general manager of finance and administration

Ms. Päivi Mikkonen joined the Company on 13 November 2006. Ms. Mikkonen is responsible for overseeing the administrative and finance function in the Nordic region. Ms. Mikkonen has a Master's Degree from the University of Tampere and a Degree from the University of Sydney, Australia, majoring in accounting, finance and international business. Ms. Mikkonen obtained a Diploma in Business Administration, majoring in public administration, from Valkeakosken seudun kauppaoppilaitos (Valkeakoski Regional Business College), Finland in May 1988. Ms. Mikkonen completed the qualification of a press officer in the Institute of Marketing, Finland in March 1993. Ms. Mikkonen graduated with a Bachelor of Science in Economics and Business from the University of Tampere, Finland in May 1998, a Master of International Business from the University of Sydney, Australia in March 2000, and a Master of Science (Business Administration) from the University of Tampere, Finland in December 2006. Ms. Mikkonen has been appointed as the general manager of finance and administration of the New Holdco since [REDACTED].

Mr. Petteri Tanner — chief operating officer

Mr. Petteri Tanner joined the Company in 2009. Mr. Tanner oversees the operations of all mines and processing plants within the Nordic region. Mr. Tanner holds a Master of Science in Mining Engineering and has over 15 years of experience in mining. Prior to his appointment as chief operating officer in December 2023, Mr. Tanner has held several roles within the Finnish operations, ranging from the general manager of operations to mine manager at the Company's Jokisivu and Orivesi mines. Mr. Tanner has been appointed as the chief operating officer of the New Holdco since [REDACTED].

Mr. Joshua Stewart, project manager at Fäboliden

Mr. Joshua Stewart joined the Company in 2004. Mr. Stewart has over 20 years' experience in the mining industry and holds a Bachelor of Mining Engineering from the University of Queensland, Australia and is a member of the Australasian Institute of Mining and Metallurgy. Mr. Stewart joined the Company during the construction and commissioning of the Svartliden Gold Mine. During his time with the Company, Mr. Stewart has held various technical and management roles within the Group, ranging from mine planning to chief operating officer. Mr. Stewart's current role is leadership of the Svartliden Operation and the full-scale mining permit application process for the Fäboliden Gold Project. Mr. Stewart has a broad range of experience from operation disciplines including safety, environmental performance, mining, mineral processing, near mine exploration, human resources, and administration. Mr. Stewart has been appointed as the project manager at Fäboliden of the New Holdco since [REDACTED].

Ms. Lau Tung Ni, company secretary

Ms. Lau Tung Ni, aged 44, was appointed as the joint company secretary on 1 July 2021 and reappointed on 15 October 2025. Ms. Lau is a fellow member of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Ms. Lau is also the company secretary of Hong Kong listed companies Allied Group Limited (Stock Code: 373) and Tian An China Investments Company Limited (Stock Code: 28). Ms. Lau has been appointed as company secretary of the New Holdco since [•] 2026.

5. BOARD COMMITTEES

Audit and risk management committee

Upon completion of the Reorganisation Proposal, the New Holdco will set up an audit and risk management committee comprising the same members and with the same terms of reference as the existing audit and risk management committee of the Company.

The audit and risk management committee of the New Holdco Board (the "**Audit Committee**") will comprise three members, namely Mr. Poon Yan Wai, chairman of the Audit Committee, Mr. Carlisle Caldow Procter and Mr. Pak Wai Keung Martin, each of whom is an independent non-executive director of the New Holdco. The main duties of the Audit Committee are, among other things, making recommendations to the New Holdco Board on the appointment, reappointment and removal of the external auditors, monitoring integrity of financial statements of the New Holdco and the New Holdco's annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them.

Remuneration committee

Upon completion of the Reorganisation Proposal, the New Holdco will set up a remuneration committee comprising the same members and with the same terms of reference as the existing remuneration committee of the Company.

The remuneration committee of the New Holdco Board (the "**Remuneration Committee**") will comprise three members, namely independent non-executive director Mr. Carlisle Caldow Procter, chairman of the Remuneration Committee, Mr. Pak Wai Keung Martin and Mr. Poon Yan Wai each of whom is an independent non-executive director of the New Holdco.

The main duties of the Remuneration Committee are, among other things, making recommendations to the New Holdco Board on the New Holdco's policy and structure for remuneration of all New Holdco Directors and senior management, and on the establishment of a formal and transparent procedure for developing remuneration policy; reviewing and approving the management's remuneration proposals by reference to the New Holdco's corporate goals and objectives; and considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

Nomination committee

Upon completion of the Reorganisation Proposal, the New Holdco will set up a nomination committee comprising the same members and with the same terms of reference as the existing nomination committee of the Company.

The nomination committee of the New Holdco Board (the "**Nomination Committee**") will comprise three members, namely, Mr. Arthur George Dew, the Chairman of the Board as the chairman of the Nomination Committee, and Mr. Carlisle Caldow Procter and Mr. Pak Wai Keung Martin, each of whom is an independent non-executive director of the New Holdco.

The main duties of the Nomination Committee are, among other things, reviewing the structure, size and composition (including the skills, knowledge and experience) of the New Holdco Board at least annually, making recommendations on any proposed changes to the New Holdco Board to complement the New Holdco's corporate strategy, identifying individuals suitably qualified to become New Holdco Board members and selecting or making recommendations to the New Holdco Board on the selection of individuals nominated for directorships; and assessing the independence of independent non-executive directors.

6. COMPANY SECRETARY

The company secretary of the New Holdco is Ms. Lau Tung Ni, who is one of the joint company secretaries of the Company (for Hong Kong regulations) since 1 July 2021.

Ms. Lau is a fellow member of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. She holds an Executive Master's Degree in Business Administration and has over 20 years of experience in the company secretarial and corporate governance profession. Ms. Lau is also the company secretary of Hong Kong listed companies Allied Group Limited (Stock Code: 373) and Tian An China Investments Company Limited (Stock Code: 28).

7. SHARE CAPITAL

Issued share capital

As at the Latest Practicable Date, one New Holdco Share was in issue and was fully paid.

Upon the Scheme becoming Effective and the and the Implementation Conditions being satisfied, the share capital of New Holdco will be as follows:

Issued, fully paid or credited as fully paid

189,715,935 New Holdco Shares

Expected contributed equity value of the issued share capital

HK$174,129,000

All New Holdco Shares presently in issue and to be issued will be fully paid or credited as fully paid and rank *pari passu* in all respects with each other, including as to dividends, voting rights and return of capital or other distributions that may be declared, paid or made.

8. SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the New Holdco upon the Scheme being implemented, assuming that no new Shares are issued prior to the Record Date after the Latest Practicable Date:

Name	**Nature of interest**	**No. of ordinary shares (and approximate percentage based on number of Shares in issue on the Latest Practicable Date)**	*Notes*
APAC Resources Limited ("**APAC**")	Interest of controlled corporations	[REDACTED] ([REDACTED]%)	1
Allied Group Limited ("**AGL**")	Interest of controlled corporations	[REDACTED] ([REDACTED]%)	2
Lee and Lee Trust	Interest of controlled corporations	[REDACTED] ([REDACTED]%)	3

Notes:

1. The interest in [REDACTED] New Holdco Shares are held by Allied Properties Resources Limited ("**APRL**"), a wholly-owned subsidiary of Genuine Legend Limited, which in turn is a wholly-owned subsidiary of APAC. APAC is therefore deemed to have an interest in the Shares in which APRL holds an interest.

2. APAC is owned approximately 46.74% by Allied Properties Investments (1) Company Limited ("**API(1)**"), a wholly-owned subsidiary of Allied Properties Overseas Limited ("**APOL**"), which in turn is a wholly-owned subsidiary of Allied Properties (H.K.) Limited ("**APL**"). AGL directly and indirectly (through Capscore Limited, Citiwealth Investment Limited and Sunhill Investments

Limited, all being direct wholly-owned subsidiaries of AGL), owned in aggregate 100% of the total number of issued shares of APL. AGL is therefore deemed to have an interest in the New Holdco Shares in which APAC holds an interest.

3. Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests) and is therefore deemed to have an interest in the New Holdco Shares in which AGL holds an interest.

4. All interests stated above represent long positions.

9. INDEPENDENCE FROM SUBSTANTIAL SHAREHOLDERS

The Directors consider that the Group is capable of carrying on the business and is operationally and financially independent from the Shareholders including the substantial Shareholders and their close associate(s) for the following reasons:

(i) Financial independence

The Group is financially independent of the Shareholders and its close associate(s) (excluding the Group). The Group is capable of obtaining financing from third parties, if necessary, without reliance on the Shareholders.

(ii) Operational independence

The Group has established a set of internal control procedures to facilitate the effective operation of the business.

The Group is capable of carrying on the business independently of the substantial Shareholders and their respective close associates. The Directors confirmed that the Group will be able to operate independently from the substantial shareholders and their close associates.

(iii) Management independence

The management and operational decisions are made by the New Holdco Board and senior management.

Although non-executive Director Mr. Arthur George Dew, independent non-executive director Mr. Carlisle Caldow Procter and the alternate Director for Mr. Arthur George Dew, Mr. Wong Tai Chun Mark hold directorships in the substantial Shareholders and/or their close associate(s), the Group considers that the Board and senior management will function independently from the substantial shareholders because:

(a) each of the Directors is aware of his fiduciary duties as a New Holdco Director which requires, among other things, that he acts for the benefit and in the best interests of the New Holdco and does not allow any conflict between his duties as a Director and his personal interest;

(b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between the Group and the Directors or their respective close associates, the interested Director(s) shall abstain from voting at the relevant board meetings of the New Holdco in respect of such transactions and shall not be counted in the quorum;

(c) none of the substantial Shareholders holds any directorship or has the rights to appoint any New Holdco Board members in the New Holdco. We have an independent management team to carry out the business decisions of the Group independently; and

(d) as a listed entity on the Stock Exchange prior to the Reorganisation Proposal, the Group has already adopted corporate governance measures to assist the Board in the exercise of its responsibilities, such as holding Board meetings regularly, publishing financial results within the required timeframe and disclosing the information on a non-selective basis. The Directors confirm that the Group will continue to adopt its corporate governance measures after the Reorganisation Proposal.

Having considered the above factors, the Directors are satisfied that they are able to perform their roles in the New Holdco independently, and the Directors are of the view that the Group is capable of managing the business independently from the substantial shareholders.

For details regarding the roles of Mr. Arthur George Dew, Mr. Carlisle Caldow Procter and Mr. Wong Tai Chun Mark in the substantial Shareholders and/or their close associates, please refer to the Section headed "Directors" of this Appendix.

10. WORKING CAPITAL

The Directors are of the opinion that taking into consideration the financial resources presently available to the Group, including the internal resources, expected operating cash inflow and the available loan facility, the working capital available to the Group is sufficient for 125% of the present requirements, that is, for at least the next twelve months from the date of this document.