

SUBSTANTIAL, INITIAL MANAGEMENT AND SIGNIFICANT SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, immediately following the completion of the Capitalisation Issue, the Conversion and the Placing, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which have been granted under the Pre-IPO Share Option Plan or which may be granted under the Share Option Scheme, the following persons, will be directly or indirectly interested in 10% or more of the voting power at any general meetings of the Company and are regarded as substantial Shareholders upon the Listing under the GEM Listing Rules:

Name	Number of Shares	Percentage of voting power (%)
XGII (<i>Note</i>)	234,144,000	54.20%
Mr. Wang (<i>Note</i>)	234,144,000	54.20%
Ms. Zhao (<i>Note</i>)	234,144,000	54.20%
Investec	51,840,000	12.00%

Note: The three references to 234,144,000 Shares above relate to the same block of Shares. Such Shares are held by XGII which is owned as to 50% by Mr. Wang and 50% by Ms. Zhao. Ms. Zhao is the spouse of Mr. Wang and therefore both Mr. Wang and Ms. Zhao are deemed to be interested in such 234,144,000 Shares under the SFO.

INITIAL MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, immediately following the completion of the Capitalisation Issue, the Conversion and the Placing, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which have been granted under the Pre-IPO Share Option Plan or which may be granted under the Share Option Scheme, XGII, Mr. Wang and Ms. Zhao are regarded as Initial Management Shareholders under the GEM Listing Rules. So far as the Directors are aware, each of the Initial Management Shareholders' number of Shares and their respective percentage of voting power at general meetings of the Company immediately following the completion of the Capitalisation Issue, the Conversion and the Placing, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which have been granted under the Pre-IPO Share Option Plan or which may be granted under the Share Option Scheme, are shown in the table under the section headed "Substantial Shareholders" in this section. XGII has undertaken to the Company and the Stock Exchange not to dispose of its Shares for a period of 12 months commencing on the Listing Date. Each of Mr. Wang and Ms. Zhao has undertaken to the Company and the Stock Exchange not to dispose of his/her shares in XGII for a period of 12 months commencing on the Listing Date.

SUBSTANTIAL, INITIAL MANAGEMENT AND SIGNIFICANT SHAREHOLDERS

SIGNIFICANT SHAREHOLDERS

So far as the Directors are aware, immediately following the completion of the Capitalisation Issue, the Conversion and the Placing, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option or the exercise of any options which have been granted under the Pre-IPO Share Option Plan or which may be granted under the Share Option Scheme, the following person will be entitled to exercise or control the exercise of 5% or more of the voting power at any general meetings of the Company and who is not an Initial Management Shareholder, and is accordingly regarded as a Significant Shareholder upon the Listing under the GEM Listing Rules:

Name	Number of Shares	Percentage of voting power
Symbiospartners (<i>Note 1</i>)	26,016,000	6.02%
Investec (<i>Note 2</i>)	51,840,000	12.00%

Notes:

1. Symbiospartners is an investment company incorporated in BVI on 2 January 2004 and is owned as to approximately 50% by Symbiospartners Investment Limited, 35% by SinoBanker Group and 15% by Mr. Liang Zhengzhong ("Mr. Liang"). Symbiospartners Investment Limited is a company incorporated in BVI on 3 January 2003 and is indirectly owned as to approximately 81%, 14% and 5% by Mr. Hui Ching Lau ("Mr. Hui"), Mr. Liang and other independent securities and investment fund companies respectively. SinoBanker Group is a company incorporated in the Cayman Islands on 23 February 2000 and is owned as to approximately 56% and 44% by Mr. Liang and other independent securities and investment fund companies respectively. Accordingly, each of Mr. Liang and Mr. Hui holds approximately 41% interest in the issued share capital of Symbiospartners. Mr. Liang is also the founder, president and chief executive officer of SinoBanker Group. The principal business of each of Symbiospartners, Symbiospartners Investment Limited and SinoBanker Group is the investment in equities of listed and unlisted companies. However, these companies do not have any interests in any company which competes or is likely to compete with the business of the Group. Each of Mr. Liang and Mr. Hui is an Independent Third Party. Symbiospartners will have no representation on the Board nor will it have any management functions in the Group.
2. The Company, amongst others, entered into the Convertible Bond Subscription Agreement with Investec, pursuant to which EIGL issued Investec, an Independent Third Party, an aggregate principal amount of US\$5,000,000 of redeemable convertible bonds and the entire Redeemable Convertible Bonds will be mandatorily converted in full upon (i) the Listing Committee the granting the listing of, and permission to deal in, the Shares in issue and the Shares to be issued as mentioned in this prospectus (including any Shares which may be issued pursuant to the exercise of any options which have been or may be granted under the Pre-IPO Share Option Plan, the Share Option Scheme and the Over-allotment Option; and (ii) the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of the waiver of any conditions by the Lead Manager, on behalf of the Underwriters) and not being terminated in accordance with the terms of the Underwriting Agreement or otherwise, in each case at or before 8 a.m. on the Listing Date. Investec will be allotted and issued such number of Shares, which is expected to represent 12.00% of the enlarged issued share capital immediately following the completion of the Capitalisation Issue and the Placing (without taking into account any exercise of that the Over-allotment Option or the exercise of the options which have been granted under the Pre-IPO Share Option Plan and may be granted under the Share Option Scheme). The Redeemable Convertible Bonds will bear interest at a rate of 2.5% per annum, payable quarterly. Based on the aggregate subscription amount of US\$5,000,000 and 51,840,000 Shares which are expected to be issued, the conversion price is approximately HK\$0.75 per Share.

SUBSTANTIAL, INITIAL MANAGEMENT AND SIGNIFICANT SHAREHOLDERS

RESTRICTIONS ON DISPOSAL OF SHARES BY INITIAL MANAGEMENT SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

Pursuant to Rule 13.16 of the GEM Listing Rules, every Initial Management Shareholder has undertaken with the Company and the Stock Exchange that during the Lock-up Period:

- (a) it/he/she will place in escrow, with an escrow agent and on such terms as are acceptable to the Stock Exchange, all its/his/her Relevant Securities;
- (b) it/he/she will not, save as provided in Rule 13.18 of the GEM Listing Rules, (i) dispose of (nor enter into any agreement to dispose of) nor permit the registered holder to dispose of (or enter into any agreement to dispose of) any of its/his/her direct or indirect interest in the Relevant Securities; or (ii) otherwise create (nor enter into any agreement to create) nor permit the registered holder to create (or to enter into any agreement to create) any options, rights, interests or encumbrances in respect of any such interest;
- (c) in the event that it/he/she pledges or charges any direct or indirect interest in the Relevant Securities under Rule 13.18(1) of the GEM Listing Rules or pursuant to any right or waiver granted by the Stock Exchange pursuant to Rule 13.18(4) of the GEM Listing Rules, it/he/she must inform the Company immediately thereafter, disclosing the details as specified in Rule 17.43(1) to (4) of the GEM Listing Rules; and
- (d) having pledged or charged any of its/his/her interests in the Relevant Securities under sub-paragraph (c) above, it/he/she must inform the Company immediately in the event that it/he/she becomes aware that the pledgee or chargee has disposed of or intends to dispose of such interest and of the number of the Relevant Securities affected.

Pursuant to Rule 13.17 of the GEM Listing Rules, Symbiospartners and Investec, each of them a Significant Shareholder, has undertaken with the Company and the Stock Exchange that commencing on the date of this prospectus and ending on the date which is 6 months from the Listing Date:

- (a) it will place in escrow, with an escrow agent and on such terms as are acceptable to the Stock Exchange, all its Relevant Securities;
- (b) it will not, save as provided in Rule 13.18 of the GEM Listing Rules, (i) dispose of (nor enter into any agreement to dispose of) nor permit the registered holder to dispose of (or enter into any agreement to dispose of) any of its direct or indirect interest in the Relevant Securities; or (ii) otherwise create (nor enter into any agreement to create) nor permit the registered holder to create (or to enter into any agreement to create) any options, rights, interests or encumbrances in respect of any such interest;

SUBSTANTIAL, INITIAL MANAGEMENT AND SIGNIFICANT SHAREHOLDERS

- (c) in the event that it pledges or charges any direct or indirect interest in the Relevant Securities under Rule 13.18(1) of the GEM Listing Rules or pursuant to any right or waiver granted by the Stock Exchange pursuant to Rule 13.18(4) of the GEM Listing Rules, it must inform the Company immediately thereafter, disclosing the details as specified in Rule 17.43(1) to (4) of the GEM Listing Rules; and
- (d) having pledged or charged any of its interests in the Relevant Securities under sub-paragraph (c) above, it must inform the Company immediately in the event that it becomes aware that the pledgee or chargee has disposed of or intends to dispose of such interest and of the number of the Relevant Securities affected.

In addition, Symbiospartners has voluntarily undertaken with EIGL not to dispose of its Relevant Securities for 12 months after the Listing Date.