

## **APPENDIX V**

## **STATUTORY AND GENERAL INFORMATION**

### **A. FURTHER INFORMATION ABOUT OUR COMPANY AND ITS SUBSIDIARIES**

#### **1. Incorporation and registration under Part XI of the Companies Ordinance**

Our Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law on 26 June 2012. Our Company's registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. Our Company has established a principal place of business in Hong Kong at Unit No. 5A, 8th Floor, Tower 1, South Seas Centre, 75 Mody Road, Kowloon, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance on 14 September 2012, with Mr. So, Alan Wai Shing of Flat C, 23rd Floor, Block 8, Laguna City, 25 Laguna Street, Cha Kwo Ling, Kowloon, Hong Kong appointed as the authorised representative of our Company for acceptance of service of process in Hong Kong.

Our Company was incorporated in the Cayman Islands and is subject to the Companies Law. Its constitution comprises the Memorandum of Association and Articles of Association. A summary of various provisions of the Memorandum of Association and Articles of Association and relevant aspects of the Companies Law is set out in Appendix IV to this document.

#### **2. Changes in share capital**

The authorised share capital of our Company as at the date of its incorporation was HK\$[●] divided into [●] shares of HK\$0.01 each. Following its incorporation, one subscriber's Share was allotted and issued, nil paid, to Codan Trust Company (Cayman) Limited on 26 June 2012. The one Share was transferred to Mr. Zhu on 26 June 2012 and then from Mr. Zhu to Florescent Holdings on 13 July 2012. On 3 May 2013, the nil-paid Share was fully paid up by Florescent Holdings.

Pursuant to written resolutions of our Shareholders passed on 6 May 2013, the authorised share capital of our Company was increased from HK\$[●] to HK\$[●] by the creation of an additional [●] Shares.

Save as aforesaid, there has been no alteration in the share capital of our Company since incorporation.

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### 3. Written resolutions of our sole Shareholder passed on 6 May 2013

Pursuant to the written resolutions of our sole Shareholder passed on 6 May 2013:

- (a) the authorised share capital of our Company was increased from HK\$380,000 to HK\$80,000,000 by the creation of an additional 7,962,000,000 Shares of HK\$0.01 each ranking pari passu in all respects with the then existing Shares;
- (b) the Memorandum of Association and Articles of Association were conditionally approved and adopted;
- (c) [●].

### 4. Corporate reorganisation

Our Group underwent the Reorganisation in preparation for the [●] which involved the following steps:

- (a) On 26 June 2012, our Company was duly incorporated in the Cayman Islands as an exempted company with one Share being allotted and issued nil-paid to Codan Trust Company (Cayman) Limited as the initial subscriber. On 26 June 2012, Codan Trust Company (Cayman) Limited transferred its one Share to Mr. Zhu. On 13 July 2012, Mr. Zhu transferred one Share to Florescent Holdings. On 3 May 2013, the nil paid Share was fully paid up by Florescent Holdings.
- (b) On 8 June 2012, Likwin was duly incorporated in the BVI as a company with limited liability with one Share being allotted and issued at par to our Company as the initial subscriber.
- (c) On 3 May 2013, Florescent Holdings, through Likwin, acquired 3,000,001 shares of Huazhang Electric from Huazhang Overseas and 1 share of Huazhang Electric from Mr. Zhu, representing its entire issued share capital, in the consideration of which Florescent Holdings allotted and issued 778 Shares to Lian Shun and 221 Shares to Qunyu and to procure Mr. Zhu to transfer 1 Share of Florescent Holdings to Lian Shun.
- (d) [●].

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### 5. Changes in share capital of subsidiaries of our Company

Our Company's subsidiaries are referred to in the accountant's report, the text of which is set out in Appendix I to this document. Save for the subsidiaries mentioned in Appendix I to this document, our Company has no other subsidiaries.

The following sets out the changes to the share capital made by the subsidiaries of our Company during the two years preceding the date of this document:

(a) Likwin

- (1) Likwin was incorporated under the laws of the BVI with limited liability on 8 June 2012 and is authorised to issue a maximum of 50,000 shares of a single class each with a par value of US\$1.00.
- (2) On 13 July 2012, one fully paid share was allotted and issued to our Company and Likwin became a direct wholly-owned subsidiary of our Company. Likwin is an [●] holding company.

(b) Huazhang Electric

- (1) On 30 June 2012, the authorised share capital of Huazhang Electric was further increased to HK\$5,000,000 divided into 5,000,000 ordinary shares of HK\$1.00 each, and one share of Huazhang Electric was allotted to Huazhang Overseas on the same day for the purpose of capitalising the loan owed to Huazhang Overseas amounting to approximately HK\$35,200,000.
- (2) On 31 December 2012, one additional share of Huazhang Electric was allotted to Huazhang Overseas for the purpose of capitalising the loan due to Huazhang Overseas amounting to approximately HK\$5,200,000. As a result of the aforesaid allotments, 3,000,002 ordinary shares of Huazhang Electric were beneficially owned by Huazhang Overseas.
- (3) On 3 May 2013, Huazhang Overseas transferred all its interests in Huazhang Electric to Likwin in consideration of the allotment and issue of shares by Florescent Holdings to Lian Shun and Qunyu, all credited as fully paid. There was no change as to both the ultimate beneficial owners of Huazhang Electric and their respective effective interest in Huazhang Electric before and after the said acquisition.

In addition to the alterations mentioned above and in the section headed "Further information about our Company – Corporate reorganisation" in this Appendix, there was no other alteration in the share capital of each of our Company's subsidiaries took place during the two years immediately preceding the date of this document.

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6. [●]

[●]

### B. FURTHER INFORMATION ABOUT THE BUSINESS OF OUR GROUP

#### 1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years immediately preceding the date of this document and are or may be material:

- (a) the [●];
- (b) the reorganisation agreement dated 3 May 2013 and entered into by Huazhang Overseas, Mr. Zhu, Likwin, Florescent Holdings and our Company in relation to the acquisition of the entire interest of Huazhang Electric by Likwin;
- (c) the deed of indemnity dated 6 May 2013 and entered into by Florescent Holdings, Lian Shun, Mr. Zhu, Mr. Wang, Mr. Liu and Ms. Zhu in favour of our Group;
- (d) the deed of non-competition dated 6 May 2013 and entered into by Huazhang Automation (Hong Kong) and Huazhang Automation (Zhejiang) in favour of our Group. Details of the deed of non-competition are set out in the paragraph headed “Non-competition Undertaking by Huazhang Automation (Hong Kong) and Huazhang Automation (Zhejiang)” under the section headed “Relation with [●]” in this document; and
- (e) the deed of non-competition dated 6 May 2013 and entered into by Florescent Holdings, Lian Shun, Mr. Zhu, Mr. Wang, Mr. Liu and Ms. Zhu in favour of our Group. Details of the deed of non-competition are set out in the paragraph headed “Non-competition undertaking by [●]” under the section headed “Relationship with [●]” in this document.

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**2. Intellectual property rights**

*(a) Patents*

As at the Latest Practicable Date, our Group had registered the following patents in the PRC:

**INVENTIONS**

The following patents (inventions) are valid as at the Latest Practicable Date:

	<b>Patent number</b>	<b>Description of patent</b>	<b>Publication date (year.month.day)</b>	<b>Expiry date (year.month.day)</b>
1	200310103994.1	Paper-making technical method of using filter aid at press part of paper machine	2005.10.05	2023.11.05
2	200410042480.4	Spraying method with controllable spraying amount	2006.06.21	2024.05.25
3	200410042481.9	Filtered fabrics performance on-line detecting method	2006.03.29	2024.05.25
4	200410037156.3	Diaphragm filtering board feeding hole clamping head and diaphragm filtering board feeding hole	2010.05.12	2024.06.03
5	200410096788.7	Method for removing ink from waste paper by firing	2007.03.28	2024.12.07
6	200510061674.3	Positive pressure method for detecting filter fabric performance	2009.08.12	2025.11.21
7	200610049365.9	Spraying device	2007.12.19	2026.01.25
8	200610050778.9	Belt type filter press	2007.12.19	2026.05.15
9	200610052111.2	Paper surface sizing method by multilayer spraying	2009.07.01	2026.06.22
10	200710068378.5	On-line detection method and apparatus for chain cloth performance	2009.11.11	2027.04.28
11	200710068654.8	Method and equipment for solid-liquid separation	2009.11.11	2027.05.17
12	200710069980.0	Crawler blotter press	2009.06.03	2027.07.09
13	200710161155.3	Dewatering process for using filtration aid in band filter	2009.12.16	2027.12.12
14	200810059009.4	Band press filter with mud fixing belt	2010.12.29	2028.01.01

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	<b>Patent number</b>	<b>Description of patent</b>	<b>Publication date (year.month.day)</b>	<b>Expiry date (year.month.day)</b>
15	200810059406.1	Error correcting device of band type filter press	2010.07.14	2028.01.16
16	200810059637.2	Strap filter-press dehydration technique and device	2010.06.09	2028.01.29
17	200810059917.3	Sludge concentration bridging dehydration method	2010.02.24	2028.03.03
18	200810061663.9	Circular press dewatering method	2010.06.02	2028.05.20
19	200810062895.6	Sludge calorific value control method	2010.07.28	2028.07.03
20	200810120188.8	Method for burning sludge of chain furnace	2010.12.29	2028.07.24
21	200810120296.5	Filling material duty cycle operation method for auxiliary sludge dewatering	2010.12.29	2028.08.17
22	200810121386.6	Lining band type filter press with press rolls for fixing mud	2010.06.09	2028.10.08
23	200810162447.3	Pressure filter without filter cloth	2012.03.14	2028.11.12
24	200910096884.4	Sewage sludge drying method and drying machine	2011.01.05	2029.03.18
25	200910097435.1	Burr type electrode applied to electroosmotic dehydration	2011.01.05	2029.04.01
26	200910098471.x	Plate-type sludge dewatering machine and dewatering method therefor	2011.04.13	2029.05.10
27	200910098914.5	Method for controlling flow of distributed control system of paper machine	2011.10.12	2029.05.24
28	200910153487.6	Motor control method based on DCS system	2011.09.07	2029.10.11
29	200910154748.6	Megawatt-level permanent magnet direct-drive wind-force generating converter and control method	2010.05.19	2029.12.02
30	201010510955.3	Group control system for multi-path start-stop control	2011.02.02	2030.10.18

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As at the Latest Practicable Date, our Group had applied for registration of the following patents:

	<b>Application number</b>	<b>Description of patent</b>	<b>Date of application (year.month.day)</b>
1	201010240753.1	Transmission control method for rewinding machine	2010.07.03
2	201110001889.1	Sliding compression continuous solid-liquid separator	2011.01.06
3	201110001890.4	Slide pressurizing mechanism used in slide pressurizing continuous solid-liquid separating machine	2011.01.06
4	201110001888.7	Multistage press-filtering slide-pressing continuous solid-liquid separator	2011.01.06
5	201110001891.9	Vertical sliding compression mechanism in sliding compression continuous solid-liquid separator	2011.01.06
6	201110001892.3	Arc sliding-pressurizing continuous solid-liquid separating machine	2011.01.06
7	201110001887.2	Arc-shaped sliding pressurizing mechanism in sliding pressurizing continuous solid-liquid separating machine	2011.01.06
8	201210166083.2	Filter press fully extendable discharge device	2012.05.30

**UTILITY MODELS**

The following patents (utility models) are valid as at the Latest Practicable Date:

	<b>Patent number</b>	<b>Description of patent</b>	<b>Publication date (year.month.day)</b>	<b>Expiry date (year.month.day)</b>
1	200620107924.2	Filtering belt with enclosure edge for belt-type pressure filter	2007.10.03	2016.09.20
2	200720109283.9	Solid-liquid separation equipment	2008.05.21	2017.05.17
3	200820084193.3	Highly reliable diaphragm boss surface supporting structure	2008.12.24	2018.03.20
4	200820084194.8	Nail-fixing septum filter board	2009.04.08	2018.03.20
5	200820084195.2	High strength diaphragm boss surface support structure	2008.12.24	2018.03.20
6	200820084196.7	Nail head-nail shaft type constant temperature diaphragm filter plate	2008.12.24	2018.03.20
7	200820084197.1	High strength diaphragm filter plate	2008.12.24	2018.03.20

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	<b>Patent number</b>	<b>Description of patent</b>	<b>Publication date (year.month.day)</b>	<b>Expiry date (year.month.day)</b>
8	200820084198.6	Constant temperature type diaphragm filter plate boss jointing construction	2008.12.24	2018.03.20
9	200820084199.0	Expansion fastening type diaphragm filter plate	2008.12.24	2018.03.20
10	200820084200.X	Pouring and injecting nail head type barrier diaphragm strainer plate	2009.03.04	2018.03.20
11	200820084401.X	Nail head-nail shaft combined type diaphragm filter plate	2008.12.24	2018.03.20
12	200820084402.4	Nail shaft fastening type diaphragm filter plate	2008.12.24	2018.03.20
13	200820084418.5	High-reliability diaphragm filter board	2008.12.24	2018.03.20
14	200820085011.4	Fabric treating equipment	2009.01.14	2018.04.10
15	200820086878.1	Flow guiding device used for belt type filter-pressing dehydration plant	2009.03.04	2018.05.20
16	200820086879.6	Circulating squeeze dewatering device	2009.06.03	2018.05.20
17	200820164682.X	Sludge pressure conveyor device	2009.07.01	2018.09.11
18	200820165414.X	Maintenance device of sludge-collecting press roller	2009.09.02	2018.10.08
19	200820165412.0	Maintenance device of solid mud extraction roll	2009.10.07	2018.10.08
20	200920119688.X	Filter press plate with inclined feeding pipe	2010.03.03	2019.05.10
21	200920119691.1	Filter-press plate with elastic body	2010.03.24	2019.05.10
22	200920119689.4	Press filter plate with liner net	2010.05.12	2019.05.10
23	200920119690.7	Filter press plate with sealing plug	2010.06.02	2019.05.10
24	200920199359.0	Motor device based on DCS system	2010.08.04	2019.10.28
25	200920201385.2	Megawatt-level permanent magnetic direct-drive wind power generation current transformer	2010.10.06	2019.12.02
26	201020301351.3	Electric control cabinet	2010.10.06	2020.01.23
27	201020179083.2	Alternating current variable frequency transmission device	2010.12.29	2020.04.29



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	<b>Patent number</b>	<b>Description of patent</b>	<b>Publication date (year.month.day)</b>	<b>Expiry date (year.month.day)</b>
28	201020566090.8	Multiple process units control system in paper industry	2011.08.24	2020.10.18
29	201020599284.8	SS device for multiple motors	2011.07.13	2020.11.08
30	201120002686.X	Sliding-pressurizing mechanism in sliding-pressurizing continuous solid-liquid separating machine	2011.08.17	2021.01.05
31	201120002687.4	Multi-stage pressure filtration and slide pressurization continuous solid-liquid separation machine	2011.11.16	2021.01.05
32	201120002681.7	Curved sliding compression continuous solid-liquid separator	2011.09.07	2021.01.05
33	201120002682.1	Pressure adjusting mechanism in continuous solid and liquid separator for planar sliding pressuring	2011.09.07	2021.01.05
34	201120002683.6	Slipping sticky tape used in sliding pressing continuous solid and liquid separator	2011.09.07	2021.01.05
35	201120002685.5	Continuous solid-liquid separator pressurizing by sliding	2011.09.07	2021.01.05
36	201120002691.0	Vertical-type sliding-pressurizing mechanism in sliding-pressurizing continuous solid-liquid separating machine	2011.09.07	2021.01.05
37	201120002684.0	Driving roller device used in curve sliding pressurizing continuous solid liquid separator	2011.09.07	2021.01.05
38	201120002689.4	Arc-shaped sliding-pressurizing mechanism in sliding-pressurizing continuous solid-liquid separating machine	2011.09.07	2021.01.05
39	201120002692.5	Sliding adhesive tape positioning mechanism used in sliding compression continuous solid and liquid separator	2011.09.07	2021.01.05
40	201120002693.X	Pressure-regulation mechanism used in curve-surface sliding pressurization continuous solid-liquid separator	2011.09.07	2021.01.05

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	<b>Patent number</b>	<b>Description of patent</b>	<b>Publication date (year.month.day)</b>	<b>Expiry date (year.month.day)</b>
41	201220239872.x	Filter cloth suspension mechanism for filter press full-stretchable discharge device	2013.01.02	2022.05.24
42	201220239873.4	Filter cloth suspension mechanism used in full curve unloading device of press filter	2013.01.02	2022.05.24
43	201220239874.9	Full-varicose discharging device of pressure filter	2013.01.02	2022.05.24

### COMPUTER SOFTWARE COPYRIGHTS

The following computer software copyrights were valid as at the Latest Practicable Date:



	<b>Registration number</b>	<b>Date of registration (year.month.day)</b>	<b>Description of the computer software</b>
1	2008SR17571	2008.08.28	VBA Application Development System
2	2011SR082157	2011.11.14	Rewinder electric system software
3	2012SR074571	2012.08.14	Huazhang centre winding device diameter calculation software

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**(b) Trademarks**

As at the Latest Practicable Date, our Group had registered the following trademark in the PRC:

	Reference number	Trademark	Jurisdiction/ Place of registration	Class	Validity period
1.	No. 1493871		PRC	9	From 21 December 2000 to 20 December 2020
2.	No. 4128554		PRC	9	From 28 September 2006 to 27 September 2016

As at the Latest Practicable Date, our Company had applied for registration of the following trademarks:

No.	Application number	Trademark	Jurisdiction/ place of registration	Class	Date of application (year.month.day)	Date of publication (year.month.day)
1.	302385955		Hong Kong	9, 11, 16, 42	2012.09.21	2013.02.22
2.	302385964		Hong Kong	9, 11, 16, 42	2012.09.21	2013.02.22
3.	302385946		Hong Kong	9, 11, 16, 42	2012.09.21	2013.02.22

*Notes:*

Class 9: Automation units and devices for machines.

Class 11: Sludge treatment machinery.

Class 16: Printed matter; printed publications; prospectuses.

Class 42: Industrial research and design in relation to sludge treatment machinery and automation units and devices for machines.

If no notice of opposition is filed within 3-month period from the date of publication, the trademark will proceed to registration.

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### (c) *Domain name*

As at the Latest Practicable Date, our Group has registered the following domain names:

<b>Domain name</b>	<b>Current registrant</b>	<b>Registration date</b>	<b>Expiry date</b>
hzeg.com	Huazhang Electric	1 March 2000	1 March 2015

Save as aforesaid, there are no other trade or service marks, patents, copyright, other intellectual or industrial property rights which are material in relation to our Group's business.

### C. FURTHER INFORMATION ABOUT DIRECTORS, SENIOR MANAGEMENT AND STAFF

#### 1. [●]

#### 2. Particulars of service agreements

Each of Mr. Zhu, Mr. Zhong Xin Gang and Mr. Jin Hao, being [●] Directors, has entered into a service agreement with our Company for an initial term of three years commencing from the [●], and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Each of these [●] Directors is entitled to the respective basic salary set out below, plus a discretionary bonus determined by the Board every year. The current basic annual salaries of the [●] Directors are as follows:

<b>Name of Directors</b>	<b>HK\$</b>
Mr. Zhu	[●]
Mr. Zhong Xin Gang	[●]
Mr. Jin Hao	[●]

Each of the above remunerations is determined by our Company with reference to duties and level of responsibilities of each Director and the remuneration policy of our Company and the prevailing market conditions.

In respect of the aforesaid service contracts, each [●] Director has undertaken not to resign or terminate their contracts during the initial term of three years.

Further, each of Mr. Dai Tian Zhu, Ms. Chen Jin Mei and Mr. Kong Chi Mo, being all the [●] Directors, has entered into a letter of appointment with the Company on 6 May 2013. Each letter of appointment is for an initial term commencing on the date of the letter of appointment and shall continue thereafter until 30 June 2015 unless terminated by either party giving at least one month's notice in writing. Commencing from [●], each [●] Director is entitled to an annual director's fee of HK\$120,000.

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Save as disclosed above, none of the Directors has or is proposed to enter into a service contract/letter of appointment with the Company or any of its subsidiaries (other than contracts expiring or determinable by the Group within one year without the payment of compensation (other than statutory compensation)).

### **3. Directors' remuneration**

Remuneration and benefits in kind granted to our Directors of approximately HK\$1.9 million and HK\$2.5 million and HK\$1.2 million in aggregate were paid and granted by our Group to our Directors in respect of the two years ended 30 June 2011 and 2012 and the six months ended 31 December 2012 respectively.

For further information on remuneration of our Directors, please refer to note 21 to the accountant's report, the text of which is set out in Appendix I to this document.

4. [●]

5. [●]

### **6. Related Party Transaction**

Our Group entered into the related party transaction within the two years immediately preceding the date of this document as mentioned in note 29 to the accountant's report set out in Appendix I to this document.

### **7. Personal guarantee**

Mr. Zhu had provided personal guarantees in favour of certain banks for debts and liabilities due by certain members of our Group during the two years ended 30 June 2011 and 2012 and the six months ended 31 December 2012. Such personal guarantees had been released as at the Latest Practicable Date due to the full repayment of all the relevant debts.

### **8. Agency fees or commission**

Save as disclosed in this document, within the two years immediately preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Share or loan capital of our Company or any of its subsidiaries.

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### **9. Disclaimers**

Save as disclosed in this document, as at the Latest Practicable Date:

- (a) [●];
- (b) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group;
- (c) none of our Directors or the [●] named in the paragraph headed “Consents and qualifications of [●]” in this appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (d) none of our Directors or [●] named in the paragraph headed “Consents and qualifications of [●]” in this appendix is materially interested in any contract or arrangement subsisting as at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (e) [●]; and
- (f) none of the [●] named in the paragraph headed “Consents and qualifications of [●]” in this appendix has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group or is an officer or servant or in employment of an officer or servant of our Group.

**D.** [●]

### **E. OTHER INFORMATION**

#### **1. Indemnities**

Florescent Holdings, Lian Shun, Mr. Zhu, Mr. Wang, Mr. Liu and Ms. Zhu (the “Indemnifiers”) have entered into a deed of indemnity (“Deed of Indemnity”) (being a material contract referred to in the paragraph headed “Summary of material contracts” of this appendix) to provide the following indemnities in favour of our Company (for itself and as trustee for its subsidiaries).

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Under the Deed of Indemnity, each of the Indemnifiers irrevocably, jointly and severally agrees, covenants and undertakes with each of the members of our Group that he/it will indemnify each of the members of our Group against, amongst others, the following:

- (i) taxation falling on any or all members of our Group resulting from or by reference to any income, profit or gains earned, accrued or received (or deemed to be so earned, accrued or received) or transactions, events, acts, omissions, matters or things entered into or occurring on or before the date when the [●] becomes unconditional (the "Effective Date");
- (ii) any depletion or reduction in value of the assets of any member of our Group or increase in their respective liabilities, or any loss or depreciation of any relief against estate duty of any member of our Group, as a consequence of, and in respect of any amount which the members of our Group or any of them may become liable to pay, being any liability for Hong Kong estate duty which might be incurred by any member of our Group by reason of any transfer of property (within the meaning of sections 35 and 43 of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong) or the equivalent thereof under the laws of any jurisdiction outside Hong Kong) to any member of our Group and any claim which has arisen or may arise wholly or partly in respect of or in consequence of any act or omission occurring at any time on or before the Effective Date; and
- (iii) all necessary costs (including all legal costs), expenses, interests, penalties or other liabilities incurred by any members of our Group due to any present, contingent or potential legal proceedings (including without limitation any court proceeding, administrative proceedings or other proceedings commenced or instituted by any regulatory body or governmental department) against any member of our Group in relation to, arising out of or in connection with any cause of action, subject matter, dispute or breach, infringement or contravention of any law, regulation, legal right or proprietary right (whether intellectual, property or otherwise) occurred in anywhere in the world prior to the Effective Date.

The Indemnifiers will, however, not be liable under the Deed of Indemnity for taxation where, among others:

- (a) provision, reserve or allowance has been made for such taxation in the audited accounts of our Group for each of the two years ended 30 June 2011 and 2012 and the six months ended 31 December 2012 ("Accounts");

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- (b) where any liability or taxation claim falling on any of the members of our Group in respect of their current accounting periods or any accounting period commencing on or after 1 January 2013 and ending on the Effective Date where such liability or taxation claim would not have arisen but for any act or omission of, or transaction voluntarily effected by, any of the members of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) without the prior written consent or agreement of the Indemnifiers other than any such act, omission or transaction that are:
- (i) carried out or effected in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after 1 January 2013; or
  - (ii) carried out, made or entered into pursuant to a legally binding commitment created on or before 31 December 2012; or
  - (iii) consisting of any of the members of our Group ceasing, or being deemed to cease, to be a member of any group of companies or being associated with any other company for the purposes of any matter of or taxation; or
  - (iv) to the extent of any provisions or reserve made for taxation in the Accounts which is finally established to be an over-provision or an excessive reserve provided that the amount of any such provision or reserve applied to reduce the Indemnifiers' liability in respect of taxation shall not be available in respect of any such liability arising thereafter; and
- (c) the taxation arises or is incurred as a result of a retrospective change in law or the interpretation or practice by the relevant tax authority coming into force after the Effective Date or to the extent that the taxation arises or is increased by an increase in rates of taxation after the Effective Date with retrospective effect.

Our Directors have been advised that no material liability for estate duty is likely to fall on any member of our Group in Cayman Islands, being jurisdiction in which the company comprising our Group is incorporated.

### 2. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of its subsidiaries in the Cayman Islands.

### 3. Litigation

Save as disclosed in this document, as at the Latest Practicable Date, no member of our Group was engaged in any litigation, claim or arbitration of material importance and no litigation, claim or arbitration of material importance was known to our Directors or our Company to be pending or threatened by or against any member of our Group.



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## APPENDIX V

## STATUTORY AND GENERAL INFORMATION

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4. [●]

5. **Promoters**

Our Company does not have a promoter.

6. [●]

7. [●]

8. [●]

9. [●]

10. [●]

11. **Taxation of holders of Shares**

(a) Hong Kong

[●].

(b) Cayman Islands

[●].

(c) Consultation with [●]

12. **Miscellaneous**

(a) Save as disclosed in this document:

(i) within the two years immediately preceding the date of this document, no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;

(ii) within two years immediately preceding the date of this document, no share, warrant or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;

(iii) within the two years immediately preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of our Company or any of its subsidiaries;

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- (iv) within the two years preceding the date of this document, no commission has been paid or payable to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of its subsidiaries;
  - (v) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 24 months immediately preceding the date of this document; and
  - (vi) our Directors confirm that save as disclosed in the paragraph headed "Material Adverse Change" in the section headed "Financial Information" of this document, there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2012 (being the date to which the latest audited consolidated financial statements of our Group were made up).
- (b) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;
  - (c) [●];
  - (d) our Company has no outstanding convertible debt securities; and
  - (e) [●].
13. [●]