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## **Yik Wo International Holdings Limited**

**易和國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8659)**

### **DISCLOSEABLE AND CONNECTED TRANSACTION**

## **SUPPLEMENTAL AGREEMENTS TO THE EQUITY SALE AND PURCHASE AGREEMENTS**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**



RAINBOW CAPITAL (HK) LIMITED  
溢博資本有限公司

Reference is made to the announcement of the Company dated 10 September 2021 in relation to the Equity Sale and Purchase Agreements entered into between the Company, Mr. Xu, Yeewo Pictures and Mr. Gong, whereby the Company agreed to acquire the Sale Shares from Mr. Xu, Yeewo Pictures and Mr. Gong.

On 20 January 2022, the Company, Mr. Xu, Yeewo Pictures and Mr. Gong entered into the Supplemental Agreements to adjust certain terms of the Acquisition, given that the interest of Film Project held by the Target Company has been lowered from 35% to 10% by mutual agreement among the parties.

The Supplemental Agreements shall substitute the Equity Sale and Purchase Agreement and the latter shall be of no further effect.

As of the date of this announcement, Mr. Xu holds approximately 50.25% of the issued share capital of the Company through his controlled corporation and is therefore a connected person of the Company. Since one or more applicable percentage ratios (as defined in the GEM Listing Rules) in relation to the Supplemental Agreements are above 5%, according to Chapter 20 of the GEM Listing Rules, the transactions contemplated under the Supplemental Agreements will constitute non-exempt connected transaction of the Company and are subject to the reporting, announcement, circular and Independent Shareholders' approval requirements.

As one or more of the relevant percentage ratios (as defined in the GEM Listing Rules) of the Supplemental Agreements exceed 5% but are less than 25%, the Supplemental Agreements constitute discloseable transaction of the Company and are subject to relevant notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

The Independent Board Committee comprising all the independent non-executive Directors will be formed to advise the Independent Shareholders on the transactions contemplated under the Supplemental Agreements, and Rainbow Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the transactions contemplated under the Supplemental Agreements, and whether such transactions are in the interests of the Company and its shareholders as a whole.

A circular containing, among other things, further information on the terms of the Supplemental Agreements, a letter from the Independent Board Committee, the opinion from Rainbow Capital, together with a notice to convene an extraordinary general meeting to approve the Supplemental Agreements, is expected to be despatched to the shareholders as soon as possible and in any event, no later than 28 February 2022 (after taking into account the estimated time required for the Company to prepare relevant information for inclusion in the circular).

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 10 September 2021 in relation to the Equity Sale and Purchase Agreements entered into between the Company, Mr. Xu, Yeewo Pictures and Mr. Gong, whereby the Company agreed to acquire the Sale Shares from Mr. Xu, Yeewo Pictures and Mr. Gong.

On 20 January 2022, the Company, Mr. Xu, Yeewo Pictures and Mr. Gong entered into the Supplemental Agreements to adjust certain terms of the Acquisition, given that the interest of Film Project held by the Target Company has been lowered from 35% to 10% by mutual agreement among the parties.

The Supplemental Agreements shall substitute the Equity Sale and Purchase Agreement and the latter shall be of no further effect.

The principal terms of the Supplemental Agreements are as follows:

**Date:**

20 January 2022

**Parties:**

Purchaser: the Company

Vendors: (1) Mr. Xu  
(2) Yeewo Pictures  
(3) Mr. Gong

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Mr. Gong and Yeewo Pictures (and their ultimate beneficial owners) are independent of the Company and its connected persons (as defined under the GEM Listing Rules).

**Subject Matter:**

The Company has conditionally agreed to acquire, and Mr. Xu, Yeewo Pictures and Mr. Gong have conditionally agreed to sell 70%, 15% and 15% shares of the Target Company. The Sale Shares represent 100% of the issued share capital of the Target Company.

**Consideration:**

Pursuant to the Supplemental Agreements, the total consideration of RMB20,571,430 for the purchase of the Sale Shares shall be satisfied by the Company on the Completion Date by way of: (i) issue and allotment of 74,482,760 Consideration Shares to Mr. Xu at an issue price of HK\$0.232 per Consideration Share; (ii) issue of a debt instrument in the sum of RMB3,085,714 to Yeewo Pictures; and (iii) issue of a debt instrument in the sum of RMB3,085,714 to Mr. Gong. The Consideration of the Supplemental Agreements was determined and arrived at after arm's length negotiation by the parties with reference to the Valuation Report of the Film Project prepared by Vincorn, and that the Target Company shares 10% of investment in and income of the Film Project according to the Joint Investment Contract and the Novation Agreements. The appraised value of the Film Project, which is calculated by using income approach, is approximately RMB240,000,000 as at 10 September 2021, and the appraised value of the Target Company's corresponding share of investment and income is approximately RMB24,000,000.

Since the income approach was adopted in the Valuation Report, such valuation is considered as the profit forecast under Rule 19.61 of the GEM Listing Rules. The Company has fully complied with the provisions under Rule 19.62 of the Listing Rules. The principal assumptions adopted in the Valuation Report of the Film Project, a letter from the Board and a letter from the Company's auditors have been disclosed in the announcement dated 10 September 2021 in relation to the Equity Sale and Purchase Agreements.

The said debt instrument to Yeewo Pictures and Mr. Gong will not carry interest, and will be repayable on demand after the release of the Film Project.

The Consideration Shares represent:

- (i) Approximately 12.41% of the Company's issued share capital as at the date of this announcement; and
- (ii) Approximately 11.04% of the Company's issued share capital as enlarged by allotment and issue of the Consideration Shares.

The Consideration Shares will be issued under the specific mandate to be sought from the Independent Shareholders at the extraordinary general meeting to be held. The Consideration Shares, when allotted and issued, shall rank pari passu in all respects with the outstanding Shares in issue on the date of the allotment and issue of the Consideration Shares.

Application for the listing of, and permission to deal in, the Consideration Shares to be allotted and issued pursuant to the Supplemental Agreements will be made by the Company to the Stock Exchange.

The issue price of HK\$0.232 per Consideration Share at which the Consideration Shares will be allotted and issued represents:

- (i) a premium of approximately 13.73% over the closing price of HK\$0.204 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreements;
- (ii) a premium of approximately 14.62% over the average closing price of approximately HK\$0.2024 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days immediately before the date of the Supplemental Agreements;
- (iii) a premium of approximately 14.40% over the average closing price of approximately HK\$0.2028 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately before the date of the Supplemental Agreements;

- (iv) a premium of approximately 14.17% over the average closing price of approximately HK\$0.2032 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately before the date of the Supplemental Agreements;
- (v) a premium of approximately 16.06% over the average closing price of approximately HK\$0.1999 per Share as quoted on the Stock Exchange for the last 60 consecutive trading days immediately before the date of the Supplemental Agreements;
- (vi) a premium of approximately 26.29% over the average closing price of approximately HK\$0.1837 per Share as quoted on the Stock Exchange for the last 180 consecutive trading days immediately before the date of the supplemental Agreements; and
- (vii) a discount of approximately 10.63% over the net asset value per Share of approximately HK\$0.2596 as at 30 September 2021 based on the 600,000,000 Shares in issue as at the date of the Supplemental Agreements.

The issue price was determined after arm's length negotiation among the Company and Mr. Xu with reference to the recent price performance of the Shares and the prevailing market conditions.

**Conditions precedent:**

Completion is conditional upon fulfilment or waiver (as the case may be) of the following conditions:

- (i) the Company having obtained the approval from its Independent Shareholders in respect of, inter alia, (a) the Acquisition; and (b) the issue of the Consideration Shares to Mr. Xu pursuant to the terms of the Supplemental Agreements, in the manner required by the GEM Listing Rules;
- (ii) the Company having obtained the approval from the Board in respect of the transactions contemplated under the Supplemental Agreements as well as the allotment and issue of the Consideration Shares;
- (iii) the Company having obtained the approval from the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares;
- (iv) the allotment and issue of the Consideration Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Supplemental Agreements by any legislative, executive or regulatory body or authority in Cayman Islands or Hong Kong;

- (v) Each party having complied with the terms and conditions of the Supplemental Agreements and there having been no material breach of the Supplemental Agreements by any party to the Supplemental Agreements;
- (vi) all of the warranties and representations contained in the Supplemental Agreements being true, correct, complete, accurate and not misleading in all material respects at Completion, as if repeated at Completion and all undertakings contained in the Supplemental Agreements, to the extent being capable of being fulfilled prior to the Completion Date, having been fulfilled in all respects;
- (vii) the purchaser, the vendors and the Target Company having complied with the GEM Listing Rules in all respects in connection with the Acquisition; and
- (viii) the Company being satisfied with the results of the legal and/or financial due diligence review of the Target Company.

If the conditions above have not been fulfilled or waived (as the case may be) within six months from the date of the Supplemental Agreements (or such later date as the parties may agree), the Supplemental Agreements shall cease and terminate and neither party shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the Supplemental Agreements.

### **Completion**

Completion shall take place within seven business days after fulfilment or waiver (as the case may be) of all the conditions precedent to the Supplemental Agreements, or such other date as the parties to the Supplemental Agreements may agree in writing.

Upon the Completion, the Company will hold 100% equity interest in the Target Company and the financial statements of the Target Company will be consolidated into the consolidated financial statements of the Group.

### **Profit guarantee and penalty interest**

Yeewo Pictures agrees to provide a profit guarantee in the sum of RMB25,572,000 for the 10% interest in the Film Project. Given the Consideration of 10% interest in the Film Project will be RMB20,571,430, and that the Company is not required to make any further capital contribution into the Film Project, the profit guarantee would mean that the Company will at least record a net profit of RMB5,000,570, being the amount in excess of the Consideration.

It is expected that the Film Project will be released around the second or third quarter of 2022. If the Film Project is not released within 2022, Mr. Xu further agrees to pay a penalty interest of 5% per annum to the Company based on the investment amount of the Company (i.e. RMB20,571,430) until the release date of the Film Project.

## **Substitution for the Equity Sale and Purchase Agreement**

The Supplemental Agreements shall substitute the Equity Sale and Purchase Agreement and the latter shall be of no further effect.

### **INFORMATION OF THE TARGET COMPANY**

The Target Company is mainly engaged in investment in the Film Project. In 2017, Yeewo Pictures entered into the Joint Investment Contract with Beijing J.Q. Media & Culture Company Limited (北京嘉映文化傳媒有限公司), a well-known film producer in China, to invest in the Film Project where the share of Yeewo Pictures in the investment and income shall be 35%. After learning that the Company intends to acquire the share of Yeewo Pictures in the investment in and income of the Film Project, Yeewo Pictures reorganized the shareholding structure of the Film Project to establish the Target Company and transferred all its interests in the Joint Investment Contract to the Target Company by signing the first novation agreement originally. Yeewo Pictures transferred 70% of the issued share capital of the Target Company to Mr. Xu on 3 September 2021, at a cash consideration of RMB50,400,000, to facilitate possible future transactions. According to the Joint Investment Contract, Beijing J.Q. Media & Culture Company Limited (北京嘉映文化傳媒有限公司) will be responsible for the production of the Film Project and has sole discretion over all matters related to film production and distribution, while the Target Company as an investor is mainly responsible for fulfilling its obligation of capital contribution.

Upon the recent discussion among the parties, the Company wishes to scale down the Acquisition and therefore the Target Company has entered into the second novation agreement in order to transfer 25% interests in the Joint Investment Contract back to Yeewo Pictures. After the further novation, the Target Company holds 10% interests in the Joint Investment Contract, and therefore shares 10% (instead of 35%) of investment in and income of the Film Project according to the Joint Investment Contract. In view of such adjustment and that Mr. Xu has already paid RMB50,400,000 to Yeewo Pictures as stated above, Yeewo Pictures agrees to pay back RMB29,828,570 to Mr. Xu, as such the consideration payable by Mr. Xu for the 70% issued share capital of the Target Company is RMB20,571,430.

The Target Company was established on 18 August 2021, and has to date not recorded any revenue and profit.

The film under the Film Project is titled English (《英格力士》) (tentative title, subject to the film title set out in the “Permit for Public Projection of Films (電影公映許可證)”), directed by Ms. Chen Chong (the best director of the 35th Golden Horse Awards), and starring by Mr. Wang Zhiwen, Ms. Yuan Quan, Ms. Huo Siyan and Mr. Wang Chuanjun, which is a commercial literary film. The filming has been completed and post-production work is in progress.

## CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

As of the date of this announcement, the Company has 600,000,000 Shares in issue. Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion and the allotment and issue of the Consideration Shares:

	As at the date of this announcement		Immediately after the Completion and the allotment and issue of the Consideration Shares	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Prize Investment Limited*	301,500,000	50.25	301,500,000	44.70
Mr. Xu	—	—	74,482,760	11.04
Merit Winner Limited	67,500,000	11.25	67,500,000	10.01
Other public shareholders	231,000,000	38.50	231,000,000	34.25
Total	600,000,000	100	674,482,760	100

\* *Prize Investment Limited is a corporation controlled by Mr. Xu.*

## REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE TRANSACTIONS

The film industry in the PRC has shown a rapidly growing trend over the past few years. The regulatory environment and favourable policy in the PRC also enhances the development of the film industry in and confidence of the film production companies over the PRC. The relevant authorities have simplified administrative procedures in recent years to encourage investment in film production and the long-term development of the film industry. Although the film industry in the PRC was affected by the COVID-19 pandemic in 2020, in view of the above-mentioned policy trends and the considerable increase in box office earnings in the PRC before 2020, the Company believes that the investment in film projects at this moment will enable it to leverage the opportunities that the pandemic in the PRC has gradually eased and popular entertainment needs will rebound, and seize the opportunity in the emerging film industry.



Although investment in the Film Project is not the Group's principal business, considering (i) the above-mentioned opportunities, (ii) that members of the Company's management had participated in the animated movie program business and have knowledge of the media, culture and entertainment business, (iii) according to the Joint Investment Contract, Beijing J.Q. Media & Culture Company Limited (北京嘉映文化傳媒有限公司), the production team of which is excellent and guarantees the quality of the Film Project, will be responsible for the production of the Film Project and has sole discretion over all matters related to film production and distribution, the Board believes that investment in the Film Project will bring considerable income to the Group and is a suitable investment, which will also expand the business scope of the Group.

The settlement of the Consideration under the Equity Sale and Purchase Agreements would originally involve issuance of Consideration Shares to all Mr. Xu, Yeewo Pictures and Mr. Gong. While the Company revisits the terms of the Equity Sale and Purchase Agreements, it wishes to explore the possibility of lowering the dilution effect under the Equity Sale and Purchase Agreements. Upon recent discussion among the parties, the parties agree to restructure the Acquisition and enter into the Supplemental Agreements to adjust certain terms of the Acquisition. Under the Supplemental Agreements, while the Company would still benefit from seizing the opportunity to make an investment in the film industry in the PRC at a very reasonable price, the interest in the Film Project to be indirectly acquired is lowered, hence reducing the Consideration to be paid and the dilution effect resulting from the Acquisition.

Having considered the above factors, the Board considers that the terms of the Supplemental Agreements are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION OF THE GROUP**

The Group engages in the design and development, manufacturing and sales of disposable plastic food storage containers.

## **INFORMATION OF YEEWO PICTURES**

Yeewo Pictures is principally engaged in film business. Its ultimate beneficial owner is Chu Yui Raymond. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Yeewo Pictures and its ultimate beneficial owner are independent third parties of the Company and its connected parties.

## **APPROVAL OF THE BOARD**

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Director has a material interest in the Supplemental Agreements except for Mr. Xu and Ms. Xu Liping, the connected Directors. Other Directors have unanimously approved the Supplemental Agreements (Mr. Xu and Ms. Xu Liping, the connected Directors, has abstained from voting), and considered that the terms of the Supplemental Agreements are on normal commercial terms, fair and reasonable, and the Supplemental Agreements are in the interests of the Company and its Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As of the date of this announcement, Mr. Xu holds approximately 50.25% of the issued share capital of the Company through his controlled corporation and is therefore a connected person of the Company. Since one or more applicable percentage ratios (as defined in the GEM Listing Rules) in relation to the Supplemental Agreements are above 5%, according to Chapter 20 of the GEM Listing Rules, the transactions contemplated under the Supplemental Agreements will constitute non-exempt connected transaction of the Company and are subject to the reporting, announcement, circular and Independent Shareholders' approval requirements.

As one or more of the relevant percentage ratios (as defined in the GEM Listing Rules) of the Supplemental Agreements exceed 5% but are less than 25%, the Supplemental Agreements constitute discloseable transaction of the Company and are subject to relevant notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

The Independent Board Committee comprising all the independent non-executive Directors will be formed to advise the Independent Shareholders on the transactions contemplated under the Supplemental Agreements, and Rainbow Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the fairness and reasonableness of the transactions contemplated under the Supplemental Agreements, and whether such transactions are in the interests of the Company and its shareholders as a whole.

A circular containing, among other things, further information on the terms of the Supplemental Agreements, a letter from the Independent Board Committee, the opinion from Rainbow Capital, together with a notice to convene an extraordinary general meeting to approve the Supplemental Agreements, is expected to be despatched to the shareholders as soon as possible and in any event, no later than 28 February 2022 (after taking into account the estimated time required for the Company to prepare relevant information for inclusion in the circular).

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the acquisition of the Sale Shares by the Company from Mr. Xu, Yeewo Pictures and Mr. Gong in accordance with the terms and conditions of the Supplemental Agreements
“Board”	the board of Directors of the Company
“Company”	Yik Wo International Holdings Limited (易和國際控股有限公司), an exempted company incorporated in the Cayman Islands, whose issued Shares are listed and traded on GEM (Stock code: 8659)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Supplemental Agreements
“Completion Date”	the date of Completion
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the consideration of RMB20,571,430 for the acquisition of the Sale Shares
“Consideration Share(s)”	74,482,760 new Shares to be allotted and issued by the Company to Mr. Xu
“controlling shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Equity Sale and Purchase Agreements”	the conditional Equity Sale and Purchase Agreements dated 10 September 2021 entered into by the Company, Mr. Xu, Yeewo Pictures and Mr. Gong respectively in respect of the Acquisition
“Film Project”	the investment project of the film English (《英格力士》)(which is a tentative name, subject to the title of the film set out in the Permit for Public Projection of Films)

“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee, comprising all of the independent non-executive Directors, namely Mr. Chung Chi Kit, Mr. Liu Dajin and Mr. Deng Zhihuang, established for the purpose of advising the Independent Shareholders in respect of the entering into the Supplemental Agreements
“Independent Shareholder(s)”	shareholders other than connected person(s) which is/are interested in the relevant transactions
“Joint Investment Contract”	the joint investment contract entered into between Yeewo Pictures and Beijing J.Q. Media & Culture Company Limited (北京嘉映文化傳媒有限公司) in 2017 in respect of the Film Project
“Mr. Gong”	Mr. Gong Zongfan, a merchant
“Mr. Xu”	Mr. Xu Youjiang, a merchant, who is the chairman of the Company and an executive Director
“Novation Agreements”	The first novation agreement and second novation agreements entered into between Yeewo Pictures, the Target Company and Beijing J.Q. Media & Culture Company Limited (北京嘉映文化傳媒有限公司), under which Yeewo Pictures first transferred 35% interest in the Film Project to the Target Company, and then the Target Company transferred 25% interest in the Film Project back to Yeewo Pictures

“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Rainbow Capital” and “Independent Financial Advisor”	Rainbow Capital (HK) Limited, a corporation licensed under the Securities and Futures Ordinance to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Acquisition
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Shares”	100% of the issued share capital of the Target Company
“Share(s)”	ordinary shares of HK\$ 0.01 each in the share capital of the Company
“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreements”	Supplemental agreements to the Equity Sale and Purchase Agreements dated 20 January 2022 entered into by the Company, Mr. Xu, Yeewo Pictures and Mr. Gong respectively in respect of the Acquisition
“Target Company”	June Pictures & Media Limited, a company incorporated on 18 August 2021 under the laws of the British Virgin Islands with limited liability
“Vincorn”	Vincorn Consulting and Appraisal Limited, an independent professional valuer
“Valuation Report”	the valuation report prepared by Vincorn in respect of the Film Project

“Yeewo Pictures”

Yeewo Pictures & Media Limited, a company incorporated under the laws of the British Virgin Islands with limited liability

“%”

per cent

By Order of the Board  
**Yik Wo International Holdings Limited**  
**Xu Youjiang**  
*Chairman and Executive Director*

Hong Kong, 20 January 2022

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Xu Youjiang, Ms. Xu Liping and Mr. Zhang Yuansheng; and three independent non-executive Directors, namely Mr. Chung Chi Kit, Mr. Liu Dajin and Mr. Deng Zhihuang.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of GEM’s website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at [www.yikwo.cn](http://www.yikwo.cn).*