

## APPENDIX V

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### Incorporation

Our Company was incorporated in Hong Kong under the Companies Ordinance as a private company limited by shares on September 10, 2012. Our Company's registered office is at Unit 607 a, Level 6, Cyberport 3, 100 Cyberport Road, Hong Kong. A summary of provisions of the Articles of Association of our Company is set out in the section headed "Appendix IV—Summary of the Articles of Association" in this document.

#### Changes in the share capital of our Company

As of the date of its incorporation, the authorized share capital of our Company was HK\$100,000,000 divided into 10,000,000 ordinary shares of HK\$10.00 each. The following sets out the changes in our Company's issued share capital since the date of its incorporation:

- (a) on September 10, 2012, 10,000,000 ordinary shares of HK\$10.00 were allotted and issued credited as fully paid to Digital Garage as the initial subscriber;
- (b) pursuant to a written resolution of the sole shareholder of our Company passed on December 1, 2012, the authorized share capital of our Company was increased from HK\$100,000,000 to HK\$6,492,939,640 by the creation of an additional 639,293,964 ordinary shares of HK\$10.00 each. On the same date, our Company allotted and issued 152,323,491 ordinary shares of HK\$10.00 each to Digital Garage credited as fully paid, in exchange for 99.8% ownership in VeriTrans, valued at ¥12,977,060,000, and 100% ownership in ECONTEXT valued at ¥3,169,230,000, equivalent to a total value of HK\$1,523,234,910;
- (c) pursuant to a written resolution of the Shareholders passed on August 9, 2013:
  - (i) the issued share capital of the Company was reduced from HK\$1,623,234,910 divided into 162,323,491 shares of par value HK\$10.00 each to HK\$1,623,234.91 divided into 162,323,491 shares of par value HK\$0.01 each by cancelling the paid up capital of the Company to the extent of HK\$9.99 on each issued share of the Company, and the amount arising from the reduction, being HK\$1,621,611,675.09, was credited to the share premium account of the Company. The reduction of the capital of the Company became effective on October 22, 2013;
  - (ii) the authorized share capital of the Company was reduced from HK\$6,492,939,640 divided into 649,293,964 shares of par value HK\$10.00 each to HK\$6,492,939.64 divided into 649,293,964 shares of par value HK\$0.01 each; and
- (d) pursuant to written resolutions of our Shareholders passed on November 15, 2013,
  - (i) the authorized share capital of our Company was increased from HK\$6,492,939.64 divided into 649,293,964 shares of par value HK\$0.01 each to HK\$20,000,000 divided into 2,000,000,000 ordinary shares of par value HK\$0.01 each, and conditional upon [●]

Save as disclosed in this Appendix, there has been no alteration in the share capital of our Company since its incorporation.

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### Changes in the share capital of our subsidiaries

The list of our subsidiaries is set out in the Accountants’ Report in the section headed “Appendix I—Accountants’ Report” in this document. For our subsidiaries incorporated in Japan, the concept of shares with a par value was abolished at the time of amendments to the Commercial Code of Japan made in 2001. Following this amendment, the shares of our subsidiaries which were issued prior to the date of this document were changed to nil par value.

Under the Companies Act of Japan, a Japanese company is allowed to carry cash paid by shareholders for new shares either as part of its capital reserve account or as part of the paid-in capital account, on the condition that at least one half of such amount must be accounted for as paid-in capital.

The following alterations in the share capital of our subsidiaries have taken place within two years immediately preceding the date of this document:

#### *ECONTEXT*

- (a) ECONTEXT was incorporated as a stock company in Japan on October 1, 2012. As of the date of incorporation, the issued share capital of ECONTEXT was ¥100,000,000 divided into 2,000 shares of nil par value each. As of the date of incorporation, the entire issued share capital was owned by Digital Garage.

#### *VeriTrans*

- (a) VeriTrans (formerly known as CyberCash K.K.) was incorporated as a stock company in Japan on April 24, 1997. As of the date of incorporation, the issued share capital of VeriTrans was ¥10,000,000 divided into 200 share of nil par value each and the entire issued share capital was owned by CyberCash Japan, BV.
- (b) On March 31, 2010, the issued share capital of VeriTrans was increased to ¥1,066,972,274 divided into 170,790 shares of nil par value each pursuant to the exercise of warrants for a consideration of ¥1,791,192.
- (c) On March 31, 2011, the issued share capital of VeriTrans was increased to ¥1,067,489,054 divided into 170,970 shares of nil par value each pursuant to the exercise of warrants for a consideration of ¥1,033,380.
- (d) On May 31, 2011, the issued share capital of VeriTrans was increased to ¥1,067,764,670 divided into 171,066 shares of nil par value each pursuant to the exercise of warrants for a consideration of ¥551,136.
- (e) On June 30, 2011, the issued share capital of VeriTrans was increased to ¥1,068,453,710 divided into 171,306 shares of nil par value each pursuant to the exercise of warrants for a consideration of ¥1,377,840.
- (f) On July 29, 2012, VeriTrans reduced the number of issued shares to 161,741 while its issued share capital remained unchanged.

#### *NaviPlus*

- (a) NaviPlus was incorporated as a stock company in Japan on January 21, 2010. As of the date of incorporation, the issued share capital of NaviPlus was ¥50,000,000 divided into 1,000 shares

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of nil par value each and the issued share capital was owned by VeriTrans as to 90% and Appirits Inc. (formerly known as KBMJ) as to 10%.

- (b) On November 26, 2010, the issued share capital of NaviPlus was increased to ¥100,000,000 divided into 2,000 shares of nil par value each and an additional 1,000 shares was issued to VeriTrans.
- (c) On March 30, 2012, the issued share capital of NaviPlus was increased to ¥145,000,000 divided into 2,750 shares of nil par value each and an additional 713 and 37 shares was issued to VeriTrans and Appirits Inc., respectively, and the issued share capital was owned by VeriTrans as to 95% and Appirits Inc. as to 5%.

### *eCURE*

- (a) eCURE was incorporated as a stock company in Japan on November 1, 2006. As of the date of incorporation, the issued share capital of eCURE was ¥75,000,000 divided into 1,500 shares of nil par value each and the entire issued share capital was owned by VeriTrans as to 73.4% Sanwa Comtech K.K. as to 13.3% and C4 Technology, Inc as to 13.3%.
- (b) On July 24, 2007, Sanwa Comtech K.K. and C4 Technology, Inc transferred all their shares in eCURE to VeriTrans.

### *iResearch Japan*

iResearch Japan was incorporated as a stock company in Japan on November 5, 2009. As of the date of incorporation, the issued share capital of iResearch Japan was ¥30,000,000 divided into 600 shares of nil par value each and the issued share capital was owned by VeriTrans as to 66.7% and Topstart Holdings Ltd. as to 33.3%.

### *JJ-Street*

- (a) JJ-Street was incorporated as a stock company in Japan on January 14, 2011. As of the date of incorporation, the issued share capital of JJ-Street was ¥5,000,000 divided into 300 shares of nil par value each and the issued share capital was owned by VeriTrans as to 50%, e-machitown Co., Ltd. as to 16.7% and SBI Holdings and its affiliates as to 33.3%.
- (b) On February 4, 2011, the issued share capital of JJ-Street was increased to ¥100,000,000 divided into 600 shares of nil par value each pursuant to issuance of new shares at ¥500,000 per share.

### *Coolpat*

- (a) Coolpat was incorporated as a stock company in Japan on June 27, 2006. As of the date of incorporation, the issued share capital of Coolpat was 25,500,000 divided into 510 shares of nil par value each and the entire issued share capital was owned by five third party individuals.
- (b) On February 18, 2011, the entire issued share capital of Coolpat was transferred to VeriTrans.
- (c) On March 25, 2011, the issued share capital of Coolpat was decreased to ¥1,000,000 divided into 4,566 shares of nil par value each.

Save as aforesaid, there have been no other alterations in the share capital of the subsidiaries of our Company within two years immediately preceding the date of this document.

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### Resolutions of our Shareholders

Written resolutions of our Shareholders were passed on November 15, 2013 approving, among other things, the following:

- (a) conditional upon [●]; and
- (b) the Articles of Association were adopted as our articles of association with effect from November 29, 2013.

### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### Summary of Material Contracts

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

- (a) an intellectual property license agreement dated September 28, 2012 as amended by addenda dated August 1, 2013, October 17, 2013 and November 29, 2013 between VeriTrans and Digital Garage, whereby Digital Garage granted VeriTrans non-exclusive rights to use the trade name, trademarks and registered domains set out in sections B.2(a)(iii) and (c)(ii) below;
- (b) an intellectual property license agreement dated October 1, 2012 as amended by addenda dated August 1, 2013 and October 17, 2013 between ECONTEXT and Digital Garage, whereby Digital Garage granted ECONTEXT non-exclusive rights to use the trade name, trademarks and registered domains set out in sections B.2(a)(iii) and (c)(ii) below;
- (c) [●];
- (d) [●]; and
- (e) [●].

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### Intellectual Property Rights

#### Trademarks








- (i) *As of the Latest Practicable Date, our Group had registered the following trademarks which are material in relation to our Group's business:*

<u>Trademark</u>	<u>Place of Registration</u>	<u>Registered Owner</u>	<u>Class</u>	<u>Registration Number</u>	<u>Expiry Date (dd/mm/yyyy)</u>
カード・ウェーブ Card Wave	Japan	iResearch Japan Co., Ltd.	16	5361160	15/10/2020
VeriTrans3G	Japan	VeriTrans Inc.	36	5334938	02/07/2020
	Japan	VeriTrans Inc.	9, 35, 36, 42	5556613	08/02/2023
ペリトランス VeriTrans	Japan	VeriTrans Inc.	9, 35, 36, 38, 39, 41, 42	4652771	14/03/2023
杰街同步	China	VeriTrans Inc.	35	7134943	27/08/2020
JJ-Street	China	VeriTrans Inc.	35	7134942	06/11/2020
BuySmart	Japan	VeriTrans Inc.	35, 36	4536355	18/01/2022
CASH POST	Japan	ECONTEXT, INC.	36, 42	5458150	16/12/2021
ECONTEXT イーコンテキスト イーコンテキスト	Japan	ECONTEXT, INC.	35, 36, 37, 38, 39, 40, 41, 42	4492905	19/07/2021
	Japan	ECONTEXT, INC.	35, 36, 39	4492915	19/07/2021
 econtext	Japan	ECONTEXT, INC.	41, 42	5578763	26/04/2023
Cloud Pay	Japan	ECONTEXT, INC.	9, 35, 36, 38, 42	5363199	22/10/2020


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- (ii) *As of the Latest Practicable Date, our Group has applied for registration of the following trademarks which are material in relation to our Group's business:*

<u>Trademark</u>	<u>Name of applicant</u>	<u>Place of Registration</u>	<u>Application Number</u>	<u>Application Date (dd/mm/yyyy)</u>
ECONTEXT ASIA	econtext Asia Limited	China	To be assigned	15/11/2013
	econtext Asia Limited	China	To be assigned	15/11/2013
环亚智富	econtext Asia Limited	China	To be assigned	15/11/2013
ECONTEXT ASIA	econtext Asia Limited	Hong Kong	302607976	15/05/2013
econtext Asia	econtext Asia Limited	Hong Kong	302607651	15/05/2013
 	econtext Asia Limited	Hong Kong	302790937	05/11/2013
環亞智富	econtext Asia Limited	Hong Kong	302790937	05/11/2013
环亚智富	econtext Asia Limited	Hong Kong	302790937	05/11/2013
<b>VeriTrans</b>	VeriTrans Inc.	Indonesia	J-00-2011-043069	26/10/2011
<b>VeriTrans</b>	VeriTrans Inc.	Indonesia	J-00-2011-043070	26/10/2011
<b>VeriTrans</b>	VeriTrans Inc.	Indonesia	J-00-2011-043071	26/10/2011
<b>VeriTrans</b>	VeriTrans Inc.	Indonesia	D-00-2011-043073	26/10/2011
	VeriTrans Inc.	Indonesia	J-00-2012-037188	31/07/2012
	VeriTrans Inc.	Indonesia	D-00-2012-037189	31/07/2012
	VeriTrans Inc.	Indonesia	J-00-2012-037190	31/07/2012
	VeriTrans Inc.	Indonesia	J-00-2012-037193	31/07/2012

- (iii) *As of the Latest Practicable Date, our Group had been licensed by Digital Garage with the rights to use the following trademarks which are material in relation to our Group's business:*

<u>Trademark</u>	<u>Place of Registration</u>	<u>Registered Owner</u>	<u>Class</u>	<u>Registration Number</u>	<u>Expiry Date (dd/mm/yyyy)</u>
<b>Digital Garage</b> デジタルガレージ	Japan	Digital Garage, Inc.	35, 41, 42	4517335	26/10/2021
	Japan	Digital Garage, Inc.	35, 41, 42	4709547	12/09/2023

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**Patents**

- (i) *As of the Latest Practicable Date, our Group had registered and maintain the following patents:*

<u>Title of Patent</u>	<u>Place of Registration</u>	<u>Patent Number</u>	<u>Application Date (dd/mm/yy)</u>	<u>Expiry Date (dd/mm/yy)</u>	<u>Registered Owner</u>
Network Settlement Processing System, Network Settlement Processing Equipment, Network Settlement Processing Method and Network Settlement Processing Program	Japan	3632051	20/06/2001	20/06/2021	VeriTrans Inc.
Settlement Agency System and Settlement-Linked Measures for Distribution of Advertisements	Japan	5323419	11/08/2008	25/07/2033	VeriTrans Inc.

- (ii) *As at the Latest Practicable Date, our Group had applied for registration of the following patents:*

<u>Title of Patent</u>	<u>Name of Applicant</u>	<u>Place of Registration</u>	<u>Application Number</u>	<u>Application Date</u>
Credit Card Settlement Authorization System through Contact Center	VeriTrans Inc.	Japan	2012-111934	15/05/2012



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### Domain Names

(i) *As of the Latest Practicable Date, our Group had registered the following domain names:*

<u>Domain Name</u>	<u>Registered Owner</u>	<u>Expiry Date (dd/mm/yyyy)</u>
econtext.asia .....	econtext Asia Limited	13/08/2014
ECON.NE.JP .....	ECONTEXT, Inc.	28/02/2014
COOLPAT.CO.JP .....	Coolpat Corporation	30/04/2014
ECONTEXT.CO.JP .....	ECONTEXT, Inc.	31/10/2014
ECONTEXT.JP .....	ECONTEXT, Inc.	31/10/2014
Cashpost.jp .....	ECONTEXT, Inc.	30/11/2015
CARDWAVE.JP .....	iResearch Japan Co., Ltd.	28/02/2014
KOTOHA.CO.JP .....	eCure Co. Ltd.	30/10/2014
NAVIPLUS.CO.JP .....	NaviPlus Co., Ltd.	30/04/2014
SBI-RESEARCH.JP .....	iResearch Japan Co., Ltd.	31/12/2013
IRESEARCH.CO.JP .....	iResearch Japan Co., Ltd.	31/08/2014
SBIR.JP .....	iResearch Japan Co., Ltd.	30/04/2014
ECURE.JP .....	VeriTrans Inc.	30/09/2014
buy-j.cn .....	VeriTrans Inc.	19/12/2013
VERITRANS.JP .....	VeriTrans Inc.	31/03/2014
ペリトランス.jp .....	VeriTrans Inc.	31/03/2014
COOLPAT.JP .....	VeriTrans Inc.	30/06/2014
VERITRANS.CO.JP .....	VeriTrans Inc.	30/06/2014
BUYSMARTJAPAN.COM .....	VeriTrans Inc.	12/08/2014
E-ID.JP .....	ECONTEXT, Inc.	30/04/2014

*Note: Information contained on the websites above does not form part of this document.*

(ii) *As of the Latest Practicable Date, our Group had been licensed with the right to use the following domain names by Digital Garage:*

<u>Domain Name</u>	<u>Registered Owner</u>	<u>Expiry Date (dd/mm/yyyy)</u>
garage.co.jp .....	Digital Garage, Inc.	30/09/2014
garage.jp .....	Digital Garage, Inc.	31/03/2014

*Note: Information contained on the websites above do not form part of this document.*

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights that were material in relation to our Group's business.

### C. [●]

#### Service Contracts

None of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation other than statutory compensation).



### **Remuneration of Directors**

The aggregate remuneration our Directors have received (including fees, salaries, stock-based benefits, discretionary bonus, contributions to pension schemes, housing and other allowances, and other benefits in kind) for each of the financial years ended June 30, 2011, 2012 and 2013 were approximately HK\$1.4 million, HK\$1.9 million and HK\$8.1 million, respectively.

Under our arrangements currently in force, the aggregate remuneration of our Directors, including benefits and contributions, but excluding any discretionary bonuses, for the financial year ending June 30, 2014 is estimated to be no more than approximately HK\$9.5 million.