

## **APPENDIX V**

## **STATUTORY AND GENERAL INFORMATION**

### **A. FURTHER INFORMATION ABOUT OUR GROUP**

#### **1. Incorporation of our Company**

We were incorporated in the Cayman Islands under the Cayman Companies Law as an exempted company with limited liability on 29 October 2018. Our principal place of business in Hong Kong is at Suite 1001, 10/F, Tower 1, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong and we have been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance. Mr. Ma Ching Fung has been appointed as the authorised representative of our Company for the acceptance of service of process and notices in Hong Kong.

As we were incorporated in the Cayman Islands, our operation is subject to the Cayman Companies Law and to the Memorandum and Articles of Association. A summary of the certain aspects of the Cayman Islands company law and a summary of certain provisions of the Memorandum and Articles of Association is set out in “Appendix IV – Summary of the constitution of our Company and Cayman Islands Company Law” in this document.

#### **2. Changes in the share capital of our Company**

As of the date of incorporation of our Company, our Company had an authorised share capital of HK\$380,000, divided into 38,000,000 shares of HK\$0.01 each. One Share was allotted and issued at par, credited as fully paid, to the initial subscriber and such Share was subsequently transferred at par to RLA, fully paid, on the same date.

See “History, Reorganisation and corporate structure – Reorganisation” in this document for details of the Reorganisation.

See “Share capital” in this document for details of our share capital following completion of the [REDACTED] and the [REDACTED].

Save as disclosed above, there has been no alteration in the share capital of our Company within the two years immediately preceding the date of this document.

#### **3. Changes in share capital of our subsidiaries**

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants’ Report in Appendix I to this document. Apart from the subsidiaries mentioned in the Accountants’ Report, we do not have any other subsidiaries.

Save as disclosed above and in “History, Reorganisation and corporate structure” in this document, there has been no alteration in the share capital of any of the subsidiaries of our Company within the two years immediately preceding the date of this document.

#### **4. Our corporate reorganisation**

The companies comprising our Group underwent the Reorganisation in preparation for the Listing. See “History, Reorganisation and corporate structure” in this document for further details.

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### 5. Resolutions in writing of our Shareholders passed on 12 April 2019

Pursuant to the written resolutions passed by the Shareholders on 12 April 2019:

- (a) the authorised share capital of our Company be increased to HK\$50,000,000 divided into 5,000,000,000 Shares with par value of HK\$0.01 each;
- (b) approved and adopted the Memorandum and Articles of Association which will come into effect upon Listing;
- (c) conditional on (1) the [REDACTED] granting the [REDACTED] of, and permission to deal in, the Shares in issue and to be issued as mentioned in this document, (2) the [REDACTED] being fixed on the [REDACTED] and (3) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms therein or otherwise, in each case on or before such dates as may be specified in the [REDACTED]:
  - (i) the [REDACTED] and the [REDACTED] of Shares on the Stock Exchange were approved and our Directors (or any committee established by the Board of Directors pursuant to the Articles) were authorised to allot and issue the [REDACTED] pursuant to the [REDACTED];
  - (ii) the granting of the [REDACTED] was approved;
  - (iii) the proposed [REDACTED] was approved and our Directors (or any committee established by the Board of Directors pursuant to the Articles) were authorised to implement the [REDACTED];
  - (iv) subject to the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the issue of [REDACTED] pursuant to the [REDACTED], our Directors were authorised to allot and issue a total of [REDACTED] Shares credited as fully paid at par to the holders of Shares on the register of members of our Company at the close of business on the date immediately preceding the date of the [REDACTED] becoming unconditional (or as they may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalisation of the sum of HK\$14,940,000 standing to the credit of the share premium account of our Company, and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares;

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- (d) a general unconditional mandate was granted to our Directors to allot, issue and deal with Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate nominal value of Shares allotted or agreed to be allotted by our Directors other than pursuant to (a) a rights issue, (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association or (c) the exercise of any subscription or conversion rights attaching to any warrants or securities which are convertible into Shares or in issue prior to the date of passing the relevant resolution or (d) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of (1) 20% of the total nominal value of the share capital of our Company in issue immediately following the completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] and (2) the total nominal value of the share capital of our Company repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in paragraph (e) below, such mandate to remain in effect during the period from the passing of the resolution until the earliest of the conclusion of our next annual general meeting, the end of the period within which we are required by any applicable law or the Articles of Association to hold our next annual general meeting and the date on which the resolution is varied or revoked by an ordinary resolution of the Shareholders in general meeting (the “**Applicable Period**”);
- (e) a general unconditional mandate was granted to our Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose Shares with a total nominal value of not more than 10% of the total nominal value of the share capital of our Company in issue immediately following completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]), such mandate to remain in effect during the Applicable Period; and
- (f) the general unconditional mandate mentioned in paragraph (e) above be extended by the addition to the aggregate nominal amount of the share capital of our Company which may be allotted or agreed conditionally or unconditionally to be allotted by our Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of our Company repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (e) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the Company’s share capital in issue immediately following completion of the [REDACTED] and the [REDACTED] (but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]).

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### 6. Repurchases of our own securities

#### (a) *Provisions of the Listing Rules*

The Listing Rules permit companies listed on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

##### (i) Shareholders’ approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a [REDACTED] on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our then Shareholders on 12 April 2019, a general unconditional mandate (the “**Repurchase Mandate**”) was given to the Directors authorising any repurchase by our Company of Shares on the Stock Exchange or on any other stock exchange on which the securities may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, of not more than 10% of the aggregate nominal value of our Company’s share capital in issue immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED]), such mandate to expire at the conclusion of our next annual general meeting, the date by which our next annual general meeting is required by the Cayman Companies Law or by our Articles of Association or any other applicable laws of the Cayman Islands to be held or when revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever first occurs.

##### (ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any repurchases by our Company may be made out of the profits of our Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Cayman Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, subject to the Cayman Companies Law, out of capital.

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### (iii) Trading restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

### (iv) Status of repurchased shares

All repurchased securities (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those securities must be cancelled and destroyed.

### (v) Suspension of repurchase

A listed company may not make any repurchase of securities at any time after inside information has come to its knowledge until the information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

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### (vi) Reporting requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

### (vii) Connected persons

A listed company is prohibited from knowingly repurchasing securities on the Stock Exchange from a "connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their associates and a connected person is prohibited from knowingly selling his securities to the company.

### ***(b) Reasons for repurchases***

The Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit our Company and our Shareholders.

### ***(c) Funding of repurchases***

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. There could be a material adverse impact on the working capital and/or gearing position of our Company (as compared with the position disclosed in this document) in the event that the repurchase mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for our Company.

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### *(d) General*

The exercise in full of the repurchase mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] and assuming the [REDACTED] is not exercised, could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to:

- (i) the conclusion of our next annual general meeting; or
- (ii) the end of the period within which we are required by any applicable law or our Articles of Association to hold our next annual general meeting; or
- (iii) the date when the repurchase mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to our Company or our subsidiaries.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

No core connected person of our Company has notified our Company that he or she or it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the repurchase mandate is exercised.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the repurchase mandate.

Any repurchase of Shares that results in the number of Shares held by the public falling below 25% of the total number of Shares in issue, being the relevant minimum prescribed percentage as required by the Stock Exchange, could only be implemented if the Stock Exchange agreed to waive the requirement regarding the public float under Rule 8.08 of the Listing Rules. However, our Directors have no present intention to exercise the repurchase mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

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### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 1. 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 its subsidiaries within the two years preceding the date of this document and are or may be material:

- (a) the sale and purchase agreement entered into between Ms. Noletta Chiu and Ms. Lovinia Chiu dated 27 June 2018, pursuant to which Ms. Noletta Chiu transferred her 15 shares in WSH to Ms. Lovinia Chiu for a consideration of HK\$15;
- (b) the sale and purchase agreement entered into between Ms. Noletta Chiu and Ms. Lovinia Chiu dated 27 August 2018 pursuant to which Ms. Noletta Chiu transferred her one share in MAIL to Ms. Lovinia Chiu for a consideration of HK\$20,000,000;
- (c) the Deed of Non-Competition;
- (d) the Deed of Indemnity; and
- (e) the [REDACTED].

#### 2. Intellectual property rights of our Group

















As at the Latest Practicable Date, we had registered or had applied for the registration of the following intellectual property rights which are material in relation to our business.

##### (a) Trademarks

As at the Latest Practicable Date, we had registered the following trademarks which are material to our business:

| No. | Trademark   | Type and class | Registered owner         | Place of registration | Registration number | Registration date | Expiry date  | Status |
|-----|---|----------------|--------------------------|-----------------------|---------------------|-------------------|--------------|--------|
| 1.  |  | 28, 35, 41     | MEL<br>MAL<br>MPL<br>MFE | Hong Kong             | 300445572           | 24 June 2005      | 23 June 2025 | Valid  |





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| No. | Trademark  | Type and class    | Registered owner | Place of registration | Registration number | Registration date | Expiry date      | Status |
|-----|--|-------------------|------------------|-----------------------|---------------------|-------------------|------------------|--------|
| 2.  | <sup>A</sup> <br><sup>B</sup> <br><sup>C</sup> <br><sup>D</sup>  | 35, 38,<br>41     | MEL              | Hong Kong             | 303805885           | 14 June 2016      | 13 June 2026     | Valid  |
| 3.  |   | 16                | MHL              | the PRC               | 21323359            | 14 November 2017  | 13 November 2027 | Valid  |
| 4.  |   | 41                | MHL              | the PRC               | 21323360            | 7 July 2018       | 6 July 2028      | Valid  |
| 5.  |   | 45                | MHL              | the PRC               | 21323371            | 14 November 2017  | 13 November 2027 | Valid  |
| 6.  |   | 16, 35,<br>38, 41 | MEL              | Singapore             | 40201800865Q        | 12 January 2018   | 12 January 2028  | Valid  |
| 7.  |   | 35                | MEL              | Taiwan                | 01875299            | 16 October 2017   | 15 October 2027  | Valid  |
| 8.  |   | 35                | MEL              | Taiwan                | 01875300            | 16 October 2017   | 15 October 2027  | Valid  |
| 9.  |   | 38                | MEL              | Taiwan                | 01875673            | 16 October 2017   | 15 October 2027  | Valid  |
| 10. |   | 38                | MEL              | Taiwan                | 01875674            | 16 October 2017   | 15 October 2027  | Valid  |
| 11. |   | 41                | MEL              | Taiwan                | 01907165            | 1 April 2018      | 31 March 2028    | Valid  |
| 12. |   | 41                | MEL              | Taiwan                | 01907166            | 1 April 2018      | 31 March 2028    | Valid  |
| 13. |   | 42                | MEL              | Taiwan                | 01875862            | 16 October 2017   | 15 October 2027  | Valid  |
| 14. |   | 42                | MEL              | Taiwan                | 01875863            | 16 October 2017   | 15 October 2027  | Valid  |

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As at the Latest Practicable Date, we had applied for the registration of the following trademarks which are material to our business:

| No. | Trademark  | Type and class                    | Name of applicant            | Place of application | Application number | Application date | Status  |
|-----|--|-----------------------------------|------------------------------|----------------------|--------------------|------------------|---------|
| 1.  |  <b>MediaLink</b>         | 9, 16, 18, 25, 28, 35, 36, 41, 45 | Company, MEL, MAIL, MFE, MHL | Hong Kong            | 304804326          | 17 January 2019  | Pending |
| 2.  |  <b>MediaLink</b>         | 9, 16, 18, 25, 28, 35, 36, 41, 45 | Company, MEL, MAIL, MFE, MHL | Hong Kong            | 304804317          | 17 January 2019  | Pending |
| 3.  |  <b>MediaLink</b><br>羚邦   | 9, 16, 18, 25, 28, 35, 36, 41, 45 | Company, MEL, MAIL, MFE, MHL | Hong Kong            | 304804308          | 17 January 2019  | Pending |
| 4.  |  <b>MediaLink</b><br>羚邦 | 9, 16, 18, 25, 28, 35, 36, 41, 45 | Company, MEL, MAIL, MFE, MHL | Hong Kong            | 304804290          | 17 January 2019  | Pending |
| 5.  | <i>Ani-One</i>   | 16                                | MEL                          | Malaysia             | 2018062052         | 8 June 2018      | Pending |
| 6.  | <i>Ani-One</i>   | 35                                | MEL                          | Malaysia             | 2018062053         | 8 June 2018      | Pending |
| 7.  | <i>Ani-One</i>   | 38                                | MEL                          | Malaysia             | 2018062054         | 8 June 2018      | Pending |
| 8.  | <i>Ani-One</i>   | 41                                | MEL                          | Malaysia             | 2018062055         | 8 June 2018      | Pending |

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### *(b) Domain names*

As at the Latest Practicable Date, we had registered the following domain names which are material to our business:

| No. | Domain name               | Registrant | Registration date | Expiry date      | Status |
|-----|---------------------------|------------|-------------------|------------------|--------|
| 1.  | medialinkgrouppltd.com    | MEL        | 15 November 2018  | 15 November 2021 | Valid  |
| 2.  | medialinkgrouppltd.com.hk | MEL        | 15 November 2018  | 15 November 2021 | Valid  |

### *(c) Copyrights*

As at the Latest Practicable Date, we did not have any copyrights which are material to our business.

### *(d) Patents*

As at the Latest Practicable Date, we did not have any registered patents, nor did we apply for registration of any patents for our business.

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### C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

#### 1. Disclosure of interests

##### (a) *Interests of our Director and the chief executive of our Company*

Immediately following the completion of the [REDACTED] and the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], the interests or short positions of the Directors and chief executive of our Company in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to our Company and the Stock Exchange, once the Shares are listed, will be as follows:

##### (i) Interest in our Company

| Name of Director                | Nature of interest                 | Immediately following the completion of the [REDACTED] and the [REDACTED] (assuming that the [REDACTED] is not exercised) |   |
|---------------------------------|------------------------------------|---|---|
|                                 |                                    | Number of Shares held <sup>(1)</sup>  | Approximate percentage of shareholding interest in our Company <sup>(2)</sup> |
| Ms. Lovinia Chiu <sup>(3)</sup> | Interest in controlled corporation | [REDACTED]  | [REDACTED]  |

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (assuming that the [REDACTED] is not exercised).
- (3) Ms. Lovinia Chiu, our founder, Chairman of our Board, executive Director and Chief executive officer of our Company, holds the entire share capital of RLA, which in turn directly holds [REDACTED] Shares. Accordingly, Ms. Lovinia Chiu is deemed to be interested in the [REDACTED] Shares held by RLA.

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### *(b) Interests of the substantial Shareholders*

Save as disclosed in "Substantial Shareholders" in this document, immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors or chief executive are not aware of any other person (other than a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company.

### **2. Directors' service contracts and letters of appointment**

Each of our executive Directors and non-executive Directors has entered into a service contract with our Company on or around 25 April 2019 and we have issued letters of appointment to our independent non-executive Directors. The service contracts with each of our executive Directors and our non-executive Director are for an initial fixed term of three years commencing from the date of the service contracts. The letters of appointment with each of our independent non-executive Directors are for an initial fixed term of three years. The service contracts and the letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Save as disclosed above, none of our Directors has entered into, or has proposed to enter into, 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)).

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

The aggregate remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, allowances and other benefits in kind) paid to our Directors for the years ended 31 March 2016, 2017 and 2018 as well as the seven months ended 31 October 2018 were approximately HK\$2.1 million, HK\$2.2 million, HK\$3.6 million and HK\$1.9 million respectively.

Save as disclosed above, no other payments have been made or are payable, in respect of the period/years ended 31 March 2016, 2017 and 2018 as well as the seven months ended 31 October 2018, by any of member of our Group to any of our Directors.

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Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonus, of the Directors for the year ended 31 March 2019 to be approximately HK\$9.4 million.

### **4. Directors' competing interests**

None of our Directors are interested in any business apart from our Group's business which competes or is likely to compete, directly or indirectly, with the business of our Group.

### **5. Disclaimers**

Save as disclosed in this document:

- (a) none of our Directors or chief executive of our Company has any interests or short positions in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange, once the Shares are listed on the Stock Exchange;
- (b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group;
- (c) none of our Directors nor any of the persons listed in "D. Other Information – 6. Qualification of experts" in this section is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue 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 nor any of the persons listed in "D. Other Information – 6. Qualification of experts" in this section is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;

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- (e) save in connection with the [REDACTED], none of the persons listed in “D. Other information – 6. Qualification of experts” in this section 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;
- (f) none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and
- (g) none of our Directors, their respective close associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company’s five largest customers and five largest suppliers for the Track Record Period.

### **D. OTHER INFORMATION**

#### **1. Estate duty**

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

#### **2. Indemnity**

Our Controlling Shareholders have entered into the Deed of Indemnity to indemnify our Company for itself and as trustee for its subsidiaries in respect of liabilities which may arise as a result of non-compliance of our Group with the applicable laws, rules or regulations on or before the [REDACTED] as a result of the incident referred to in the section headed “Business – Legal and compliance – Non-compliance incidents” in this document.

#### **3. Litigation**

As at the Latest Practicable Date, save as disclosed in “Business – Legal and compliance” in this document, no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against our Group, that would have a material adverse effect on its business, financial condition or results of operations.

## APPENDIX V

## STATUTORY AND GENERAL INFORMATION

### 4. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] for the [REDACTED] of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the [REDACTED] (including the additional Shares which may be issued pursuant to the exercise of the [REDACTED]).

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Please see "[REDACTED] – The Sole Sponsor's Independence" in this document for details regarding the independence of the Sole Sponsor. The sponsor fees payable to the Sole Sponsor is HK\$[REDACTED] in aggregate and are payable by our Company.

### 5. No material adverse change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since 31 March 2018 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

### 6. Qualification of experts

The following are the qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinion or advice which are contained in this document:

| Name  | Qualifications   |
|---|--|
| Guotai Junan Capital Limited                | A licensed corporation to carry on type 6 (advising on corporate finance) regulated activity under the SFO |
| Ernst & Young                               | Certified public accountants   |
| Beijing Dentons Law Offices, LLP (Shenzhen) | Legal advisers as to the PRC laws  |
| Walkers (Hong Kong)                         | Legal advisers as to Cayman Islands and BVI laws   |
| Ms. Yvonne Fong                             | Barrister-at-law in Hong Kong  |
| RSM Tax Advisory (Hong Kong) Limited        | Tax adviser  |
| Frost & Sullivan International Limited      | Industry consultant  |

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### 7. Consent of experts

Each of the experts as referred to in "D. Other information – 6. Qualification of experts" in this section has given and has not withdrawn her/its consent to the issue of this document with the inclusion of her/its report and/or letter and/or legal opinion (as the case may be) and references to her/its name included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

### 8. Promoter

Our Company has no promoter for the purpose of the Listing Rules.

Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

### 9. Preliminary expenses

The preliminary expenses incurred by our Company were approximately HK\$28,000 and were payable by us.

### 10. Binding effect

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

### 11. Bilingual document

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language and Chinese language versions, the English language shall prevail.

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### **12. Miscellaneous**

- (a) Save as disclosed in this document:
  - (i) within the two years immediately preceding the date of this document, neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
  - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) within the 24 months immediately preceding the date of this document, no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
  - (iv) within the two years immediately preceding the date of this document, no commission has been paid or payable (except commission to [REDACTED]) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of our subsidiaries;
  - (v) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
  - (vi) our Company has no outstanding convertible debt securities or debentures; and
  - (vii) there is no arrangement under which future dividends are waived or agreed to be waived.
- (b) Our Directors confirm that there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document.
- (c) None of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange nor is any [REDACTED] or permission to deal being or proposed to be sought.