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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Come Sure Group (Holdings) Limited (the “Company”), you should at once hand this circular to the purchaser or the transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**COME SURE GROUP (HOLDINGS) LIMITED**

**錦勝集團（控股）有限公司\***

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

**(Stock Code: 00794)**

**MAJOR AND CONNECTED TRANSACTION  
DISPOSAL OF 60% EQUITY INTEREST IN A NON-WHOLLY OWNED  
SUBSIDIARY**

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\* for identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“Adjusted Consolidated Net Asset Value”	<p>the net asset value is based on the audited consolidated financial statements of the Target Group as of 31 March 2021, in addition with an independent third party’s assessment of the fair value of the lands and buildings held by Come Sure Quanzhou as of 31 March 2021 and the operating results in the management accounts of the Target Group from 1 April 2021 to the Completion Date of the transaction, and excluding the current accounts between the Vendor Group and the Purchaser in the Target Group</p> <p>Renminbi accounts will be converted into Hong Kong dollars at the central parity rate reported by the People’s Bank of China on the Completion Date</p>
“Announcement”	<p>the announcement of the Company dated 2 July 2021 in relation to the Share Purchase Agreement which constitutes a major and connected transaction of the Company under the Listing Rules</p>
“Board”	<p>Board of Directors</p>
“Business Day”	<p>a day (other than a Saturday, Sunday and public holiday) on which banks in Hong Kong are open for business and provide normal banking services</p>
“Come Sure Quanzhou”	<p>Come Sure Packing Products (Quanzhou) Company Limited* (錦勝包裝(泉州)有限公司), a company incorporated in the PRC with limited liability which is a wholly-owned subsidiary of the Target Company</p>
“Company”	<p>Come Sure Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 794)</p>
“Completion”	<p>completion of the Share Purchase Agreement in accordance with its terms</p>
“Completion Date”	<p>3 Business Days after the conditions precedent being satisfied, or waived by the Purchaser if applicable in any event no later than 31 August 2021 (or such other date as may be agreed by the Parties in writing)</p>
“connected person(s)”	<p>has the meaning as ascribed to it under the Listing Rules</p>

\* *for identification purpose only*

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## DEFINITIONS

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“Consideration”	the consideration of the Sale Shares calculated by multiplying the Adjusted Consolidated Net Asset Value of the Target Company on the Completion Date by 60% payable by the Purchaser to the Vendor under the Disposal in accordance with the terms of the Share Purchase Agreement
“Director(s)”	director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Vendor to the Purchaser
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 August 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Vendor”	Mass Winner Holdings Limited, a company incorporated in Hong Kong with limited liability, which is an indirect wholly-owned subsidiary of the Company
“Perfect Group”	Perfect Group Version Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling shareholder of the Company
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Purchaser”	Wiseland International Holdings Limited, a company incorporated in Hong Kong with limited liability
“Sale Shares”	6,000 ordinary shares of the Target Company, being 60% of its entire issued share capital owned by the Vendor
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued and unissued share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	the shareholders of the Company
“Share Purchase Agreement”	the conditional sale and purchase agreement dated 2 July 2021 between the Vendor and the Purchaser in relation to the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Turbo Best Holdings Limited, a company incorporated in Hong Kong with limited liability which is owned as to 60% by the Vendor and 40% by the Purchaser
“Target Group”	Target Company and Come Sure Quanzhou
“%”	per cent

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## LETTER FROM THE BOARD

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### **COME SURE GROUP (HOLDINGS) LIMITED**

**錦勝集團（控股）有限公司\***

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

**(Stock Code: 00794)**

*Executive Directors:*

Mr. CHONG Kam Chau (*Chairman*)  
Mr. CHONG Wa Pan (*Chief Executive Officer*  
*and President*)  
Mr. CHONG Wa Ching

*Independent non-executive Directors:*

Mr. CHAU On Ta Yuen  
Ms. TSUI Pui Man  
Mr. LAW Tze Lun

*Registered Office:*

Windward 3  
Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head Office and Principal Place  
of business in Hong Kong:*

Unit 8–10, 8th Floor  
Cornell Centre  
50 Wing Tai Road  
Chai Wan, Hong Kong

20 August 2021

*To Shareholders*

Dear Sirs or Madams,

### **MAJOR AND CONNECTED TRANSACTION DISPOSAL OF 60% EQUITY INTEREST IN A NON-WHOLLY OWNED SUBSIDIARY**

#### **INTRODUCTION**

Reference is made to the Announcement in which the Board announces that on 2 July 2021 (after trading hours), the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Share Purchase Agreement with the Purchaser, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Shares, representing 60% of the entire issued share capital of the Target Company, at the Consideration in accordance with the terms and conditions of the Share Purchase Agreement. Upon Completion, each member of the Target Group will cease to be a subsidiary of the Company.

\* for identification purpose only

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## LETTER FROM THE BOARD

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As one of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 25% but all of them are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements thereunder.

As at the Latest Practicable Date, the Purchaser holds 40% equity interest in the Target Company and is its substantial shareholder. The Purchaser is a connected person at the subsidiary level pursuant to Rule 14A.07(1) of the Listing Rules. Accordingly, the Disposal constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. By virtue of Rule 14A.101 of the Listing Rules, since (1) the Purchaser is a connected person at the subsidiary level, (2) the Board has approved the Disposal; and (3) the independent non-executive Directors have confirmed that the terms of the Disposal are fair and reasonable and the Disposal is on normal commercial terms or better and in the interests of the Company and its shareholders as a whole, the Disposal is subject to the reporting and announcement requirements, and is exempt from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company has obtained written approval in accordance with Rule 14.44 of the Listing Rules from Perfect Group, the controlling shareholder of the Company, which is beneficially interested in an aggregate of 233,000,000 Shares, representing approximately 67.76% of the entire issued capital of the Company as at the Latest Practicable Date.

The purpose of this circular is to provide you with further information regarding the transaction contemplated under the Share Purchase Agreement.

### SHARE PURCHASE AGREEMENT

The major terms of the Share Purchase Agreement are set out below:

Date: 2 July 2021 (after trading hours)

Parties: (i) the Vendor, an indirect wholly-owned subsidiary of the Company  
(ii) the Purchaser

To the best knowledge, information and belief of the Directors after making reasonable enquiries, as at the Latest Practicable Date, the Purchaser holds 40% equity interest in the Target Company and the Purchaser is a connected person at the subsidiary level according to Rule 14A.07(1) of the Listing Rules.

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## LETTER FROM THE BOARD

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### Subject matter of the Share Purchase Agreement

Pursuant to the Share Purchase Agreement, the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the Sale Shares held by the Vendor (being 6,000 ordinary shares, equivalent to 60% issued shares of the Target Company), free from all encumbrances and together with all rights attaching thereto as from the Completion Date, including but not limited to all dividends paid, declared or made the record date for the entitlement of which falls on or after the Completion Date.

### Consideration of the Sale Shares

The Consideration of the Sale Shares is amounted to 60% of the Adjusted Consolidated Net Asset Value as at the Completion Date. If the Consideration of the Sale Shares is higher than HK\$100,000,000, the consideration shall be HK\$100,000,000.

The Adjusted Consolidated Net Asset Value as at the Completion Date are the combination of the factors as follows:-

Factors:	HK\$
(a) the net liabilities of the Target Company as at 31 March 2021	(7,626,956)
(b) (excluding) the amount due to the Group and the Purchaser (the “ <b>Current Accounts</b> ”) in the consolidated account of Target Company as at 31 March 2021 of HK\$67,268,193 and HK\$44,782,724 respectively ( <i>note 1</i> )	112,050,917
(c) the gain in fair value of the lands and buildings held by Come Sure Quanzhou as at 31 March 2021 in the amount of HK\$47,479,623 ( <i>note 2</i> )	47,479,623
	<hr/>
The Adjusted Consolidated Net Asset Value as at 31 March 2021	151,903,584
Plus:	
(d) estimated adjustment in relation the operation results of the Target Group between 1 April 2021 and the Completion Date ( <i>note 3</i> )	Approximately HK\$2.9 million loss to HK\$0.6 million profit
	<hr/>
The estimated Adjusted Consolidated Net Asset Value as at the Completion Date	Approximately HK\$149.0 million to HK\$152.5 million
	<hr/> <hr/>

Factors (a) to (c) are fixed terms. Considering with (1) the Target Group operates at barely break-even point in the past 10 years; and (2) the exchange rate fluctuation between HKD and RMB, it is expected that the value of factor (d) will fall within the range between approximately HK\$2.9 million loss to HK\$0.6 million profit. The Directors also believe that the Consideration is fair, reasonable and in the interest of the Company and shareholders at a whole.



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## LETTER FROM THE BOARD

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### *Note*

1. The nature of current accounts are, in fact, the capital injection and expenses paid for Target Group made by both parties. The current accounts will then be transferred to owner's equity upon completion as it will not be reimbursed after completion.
2. HK\$47,479,623 is equal to the market value of the lands and buildings as at 31 March 2021 in the amount of RMB102,300,000 minus the book value of the lands and buildings in the amount of RMB62,171,172 and at the exchange rate of RMB1:HK\$1.1832. For details, please refer to Appendix II to this circular.
3. With reference to the operation result for the 3 months ended 30 June 2021 of the Target Group and the PBOC exchange rate between 1 April 2021 and 9 August 2021, the adjustment for the operation results of the Target Group between 1 April 2021 to the Completion Date is estimated in between HK\$0.6 million profit and HK\$2.9 million loss. Hence, the Adjusted Consolidated Net Asset Value as at the Completion Date is expected to be in between HK\$149.0 million and HK\$152.5 million.

The Consideration was determined on the basis of normal commercial terms after arm's length negotiations between the Vendor and the Purchaser with reference to, among other things, the Adjusted Consolidated Net Asset Value.

The Directors (including the independent non-executive Directors) consider that the Consideration is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

### **Payment of Consideration**

Pursuant to the terms of Share Purchase Agreement, the Purchaser is required to pay the Consideration to the Vendor in the following manner:

- (1) HK\$18,000,000 shall be paid upon signing of the Share Purchase Agreement;
- (2) HK\$53,000,000 shall be paid on the Completion Date; and
- (3) the remaining balance of the Consideration shall be paid within 90 days after the Completion Date.

The amount of Consideration is expected to be finalized on 31 August 2021.

### **Conditions precedent**

Completion is conditional upon the satisfaction of the Vendor and the Purchaser having obtained all consents and approvals (where applicable) from their board of director(s), shareholder(s), relevant government departments, authorities (including but not limited to the Stock Exchange) or any third party (including bank, the Vendor, or other signatories of the Target Group as a party to the contract) for the implementation of the Disposal contemplated under the Share Purchase Agreement.

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## LETTER FROM THE BOARD

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If the abovementioned conditions precedent has not been fulfilled (or waived by the Purchaser if applicable) on or before 31 August 2021 (or such other date as may be agreed by the Parties in writing), the Share Purchase Agreement shall be terminated, and thereafter none of the parties to the Share Purchase Agreement shall have any rights or obligations towards each other in connection with the Share Purchase Agreement except for any antecedent breach. As at the Latest Practicable Date, save as the approval from the Stock Exchange, all other condition precedents have been fulfilled.

If the Share Purchase Agreement is terminated, the Vendor shall refund the amount of consideration paid by the Purchaser (without any interest) within five Business Days after the date of termination of the Share Purchase Agreement.

### **Completion**

Completion shall take place on the Completion Date, within three Business days after the fulfilment of the conditions precedent set out in the Share Purchase Agreement or such other date as may be agreed by the Parties in writing.

Upon Completion, each member of the Target Group will cease to be a subsidiary of the Company and its results, assets and liabilities will no longer be consolidated into the financial statements of the Company.

### **INFORMATION ON THE COMPANY AND THE VENDOR**

The principal activity of the Company is investment holding. The Group is principally engaged in the manufacturing and trading of corrugated paperboards and paper-based packaging products to customers which are manufacturers with production base in the PRC for approximately 20 years.

The Vendor is a company incorporated in Hong Kong with limited liability, which is an indirect wholly-owned subsidiary of the Company. The Vendor is principally engaged in investment holding.

### **INFORMATION ON THE PURCHASER**

The Purchaser is a company incorporated in Hong Kong with limited liability. The principal activity of the Purchaser is investment holding. The Purchaser is a connected person at the subsidiary level according to Rule 14A.07(1) of the Listing Rules. To the best knowledge, information and belief of the Directors, as at the Latest Practicable Date, after having made all reasonable enquiries, the Purchaser's ultimate beneficial owner is Nine Dragons Paper (Holdings) Limited, a company incorporated in Bermuda which is listed on the Main Board of the Stock Exchange (stock code : 2689).

### **INFORMATION ON THE TARGET GROUP**

The Target Company is a company incorporated in Hong Kong with limited liability. The Target Company principally engaged in investment holding. As at the Latest Practicable Date, the Target Company is owned as to 60% by the Vendor and as to 40% by the Purchaser.

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## LETTER FROM THE BOARD

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Come Sure Quanzhou is a company established in the PRC with limited liability, which is wholly owned by the Target Company as at the Latest Practicable Date. Come Sure Quanzhou is principally engaged in trading and manufacturing of corrugated paperboard.

### FINANCIAL INFORMATION OF THE TARGET GROUP

Set out below is a summary of consolidated financial information of the Target Group as prepared in accordance with Hong Kong Financial Reporting Standards for the two years ended 31 March 2021:

	For the year ended 31 March 2020 <i>HK\$'000</i> <i>approximately</i> (audited)	<b>For the year ended 31 March 2021 <i>HK\$'000</i> <i>approximately</i> (audited)</b>
Revenue	175,058	<b>185,140</b>
Profit before taxation	529	<b>3,632</b>
Profit after taxation	224	<b>3,375</b>
	As at 31 March 2020 <i>HK\$'000</i> <i>approximately</i> (audited)	<b>As at 31 March 2021 <i>HK\$'000</i> <i>approximately</i> (audited)</b>
Net liabilities	16,161	<b>7,627</b>

### REASONS FOR AND BENEFITS OF THE DISPOSAL

Come Sure Quanzhou is principally engaged in trading and manufacturing of paperboard, which has relatively lower gross profit margin due to product nature, and it operates at barely break-even point in the past 10 years in Fujian market. Unless further capital contributions made to the Target Group for advancement on equipment in order to expand its business to corrugated paper-based packaging products, which is a structural-designed carton with higher gross profit margin, the Board decided to adopt more conservative approach by disposing the Target Group to the Purchaser and shift the Group's focus and resources back to its main operation in Guangdong area of the PRC.

After the disposal of the Target Company, the Group will continue its principal business of trading and manufacturing of corrugated paperboard and corrugated paper-based packaging products in Guangdong areas of the PRC.

The Directors consider that the Disposal is one of the Group's restructuring strategies. Through the Disposal, the Group will be able to reallocate more financial resources to its core business and for future development.

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## LETTER FROM THE BOARD

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The Directors (including all the independent non-executive Directors) consider that the terms of the Share Purchase Agreement are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

### FINANCIAL IMPLICATIONS AND USE OF PROCEEDS FROM THE DISPOSAL

The estimated net proceeds of the Disposal is equal to 60% of the Adjusted Consolidated Net Asset Value (being the shareholding of the Vendor in the Target Company immediately before the Disposal), which is in the amount of HK\$91,142,150 (which had not yet considered the adjustments for the operation results for the period from 1 April 2021 to the Completion Date). Upon Completion, the Company expects to realise a net gain of approximately HK\$28,487,773 on the Disposal, being the difference between (i) the estimated net proceeds of Disposal of approximately HK\$91,142,150; and (ii) 60% of the audited net assets value (excluding the current accounts of both shareholding group) of the Target Group in aggregate of approximately HK\$62,654,377 as at 31 March 2021.

Upon completion of the Disposal, the consolidated total assets of the Company will be decreased by approximately HK\$42,048,000 and the consolidated total liability will be decreased by approximately HK\$73,549,000.

The final disposal gain at the Completion Date is subject to (i) the exchange rate on the Completion Date and (ii) the amount of Adjusted Consolidated Net Assets Value at the Completion Date.

The Group is intended to use approximately 50% of the proceeds in the amount of approximately HK\$46,000,000 to repay the short term loan of the Group, approximately 33% of the proceeds in the amount of approximately HK\$30,000,000 for equipment upgrade, approximately 10% of the proceeds in the amount of approximately HK\$9,000,000 for payment of the redundancy shortfall in relation to the early termination of the tenancy agreements mentioned in the circular of the Company dated 16 July 2021 and approximately 7% of the proceeds in the amount of approximately HK\$6,142,150 for general working capital.

### LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules in respect of the Disposal exceeds 25% but all of them are less than 75%, the Disposal constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements thereunder.

As at the Latest Practicable Date, the Purchaser holds 40% equity interest in the Target Company and accordingly is its substantial shareholder. The Purchaser is a connected person at the subsidiary level according to Rule 14A.07(1) of the Listing Rules. Accordingly, the Disposal constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. By virtue of Rule 14A.101 of the Listing Rules, since (1) the Purchaser is a connected person at the subsidiary level, (2) the Board has approved the Disposal; and (3) the independent non-executive Directors have confirmed that the terms of the Disposal are fair and reasonable and the Disposal is on normal commercial terms or better and in the interests of the Company and its shareholders as a whole, the Disposal is subject to the reporting and announcement requirements, and is exempt from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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## LETTER FROM THE BOARD

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The Company has obtained written approval in accordance with Rule 14.44 of the Listing Rules from Perfect Group, the controlling shareholder of the Company, which is beneficially interested in an aggregate of 233,000,000 Shares, representing approximately 67.76% of the entire issued capital of the Company as at the Latest Practicable Date.

To the best knowledge, information and belief of the Directors, as at the Latest Practicable Date, after having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Share Purchase Agreement and the transactions contemplated thereunder. As such, no Shareholder is required to abstain from voting on the resolution approving the Share Purchase Agreement and the transactions contemplated thereunder if the Company is to convene an extraordinary general meeting for the approval of the Share Purchase Agreement and the transactions contemplated thereunder. Accordingly, no extraordinary general meeting will be convened for the purpose of approving the Disposal as permitted under Rule 14.44 of the Listing Rules.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the Share Purchase Agreement is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By Order of the Board  
**Come Sure Group (Holdings) Limited**  
**CHONG Kam Chau**  
*Chairman*

**1. FINANCIAL INFORMATION OF THE GROUP FOR THE THREE FINANCIAL YEARS ENDED 31 MARCH 2021**

The published audited consolidated financial statements of the Group for the years ended 31 March 2019, 2020 and 2021 together with the relevant notes thereto can be found at pages 49 to 131, pages 49 to 123 and pages 48 to 120 of the 2019, 2020 and 2021 annual reports of the Company, respectively.

Each of the said audited consolidated financial statements of the Group for the years ended 31 March 2019, 2020 and 2021 is incorporated by reference into this circular and forms part of this circular. The said annual reports of the Company are available on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.comesure.com](http://www.comesure.com)).

- annual report of the Company for the year ended 31 March 2019 published on 25 July 2019 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0725/ltn20190725739.pdf>;
- annual report of the Company for the year ended 31 March 2020 published on 30 July 2020 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0730/2020073000863.pdf>; and
- annual report of the Company for the year ended 31 March 2021 published on 29 July 2021 at <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0729/2021072900566.pdf>

**2. INDEBTEDNESS STATEMENT OF THE GROUP****Bank and other borrowings**

As at 30 June 2021, the Group had outstanding bank borrowings of approximately HK\$273,176,000 comprising of short-term borrowings of approximately HK\$219,926,000 and long-term borrowings of approximately HK\$53,250,000. All bank borrowings are secured by the followings:

Short-term borrowings:–

- (i) corporate guarantees given by certain subsidiaries and the Company;
- (ii) corporate guarantees given by a connected party of a subsidiary; and
- (iii) bank deposits, investment properties and leasehold land and buildings of the Group situated in Hong Kong.

Long-term borrowings:–

- (i) corporate guarantees given by certain subsidiaries and the Company; and
- (ii) investment properties and leasehold land and buildings of the Group situated in Hong Kong.

**Pledge deposits**

As at 30 June 2021, bank deposits of the Group of approximately HK\$46,097,000 were pledged to banks to secure short-term bank loans in the amount of approximately HK\$12,000,000 and bank acceptance draft in the amount of approximately HK\$112,038,000 and undrawn short-term banking facilities in the amount of approximately HK\$594,759,000 granted to the Group.

**Amounts due to a non-controlling shareholder**

As at 30 June 2021, the Group had outstanding amounts due to a non-controlling shareholder of approximately HK\$44,783,000, which are non-trade related, unsecured, unguaranteed, interest-free and repayable on demand.

**Lease liabilities**

As at 30 June 2021, the Group had outstanding lease liabilities (including both current and non-current portions) of approximately HK\$244,695,000.

	<b>At 30 June 2021</b> (HK\$'000) (unaudited)
Amounts payable	451,394
Less: future finance charges	(206,699)
	<u>244,695</u>

As at 30 June 2021, the weighted average incremental borrowing rate for lease liabilities of the Group was 8.67% per annum.

**Contingent liabilities**

As at 30 June 2021, the Inland Revenue Department of Hong Kong (the "IRD") issued estimated assessments and additional assessments for the year of assessment 2009/10 to 2014/15 to six subsidiaries of the Group amounting to HK\$21,717,000. In the opinion of the Directors, there is no specific basis for adjusting the subsidiaries' tax position for the years of assessment 2009/10 to 2014/15 specified in the estimated assessment and additional assessment. The Directors are of the view that no tax provision for Hong Kong Profits Tax is required at this stage. The subsidiaries had raised objections to the IRD and will continue to monitor the progress and to defend the subsidiaries' tax position vigorously. Therefore, no tax provision was provided at 30 June 2021 in this regard.

The Group had no other contingent liabilities as at 30 June 2021.

The directors of the Company have confirmed that, save as disclosed above, there has not been any material change in the indebtedness and contingent liabilities of the Group since 30 June 2021 and up to the Latest Practicable Date.

#### **Disclaimer**

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, the Group did not have any bank borrowings, bank overdrafts and liabilities under acceptances or other similar indebtedness, debentures or other loan capital, mortgage, charges, finance leases or hire purchases commitments, guarantees or other material contingent liabilities outstanding at the close of business on 30 June 2021.

### **3. WORKING CAPITAL**

The Directors are of the opinion that, taking into account the business prospects of the Group, the internal resources and the existing available credit facilities of the Group, upon the completion of the lease transaction under the Share Purchase Agreement, the Group has sufficient working capital for its present requirements, that is for at least the next twelve months from the date of this circular.

### **4. MATERIAL DISPOSAL SINCE LATEST PUBLISHED AUDITED ACCOUNTS**

On 18 May 2021, as part of the evacuation arrangements as a result of the redevelopment of Xinqiao Dongpian Area, the tenants of the Shenzhen Boan Premises (all of which are wholly-owned subsidiaries of the Company) entered into six lease termination agreements (the “**Lease Termination Agreements**”) with the respective landlords to terminate the tenancies regarding the Shenzhen Boan Premises, at the aggregate compensations of RMB46,019,643.60.

In accordance with HKFRS 16 “Leases”, the entering into of the Lease Termination Agreements and the transactions contemplated thereunder is regarded as a disposal of assets by the Tenants under the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal is 25% or more but less than 75%, the Disposal constitutes a major transaction for the Company.

For further details, please refer to the Company’s announcement dated 18 May 2021 and the circular dated 16 July 2021.

### **5. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change to the financial or trading position of the Group since 31 March 2021, being the date to which the latest published audited financial statements of the Company were made up.



## 6. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Looking ahead, the impact of the COVID-19 pandemic (the “**Pandemic**”) on the global economy will continue and recovery of export demand is not foreseeable in near future. Leveraging on its leading presence of paper packaging production business in the PRC, the Group will maintain its competitive strengths in providing quality and eco-friendly products, while sticking to its strategy in further developing its domestic business in the PRC, striving for sustainable sales in the long term.

Resulting from the rising consciousness of social distancing amid the Pandemic, the popularity of online shopping will continue to prevail and stimulate the increase in demand of paper packaging products for retail shipping. The Group will closely monitor the operation efficiency in dongguan factories. With the expected annual production capacity of one of the dongguan factories of RMB200 million, it is expected to facilitate the Group to accommodate the growing demand from the region and surrounding markets, expanding the Group’s source of revenue and market share in the PRC corrugated paper packaging industry.

In line with the stringent environmental protection standards further imposed by the PRC government, the Group will keep up its efforts in strengthening internal cost management while adhering to the latest environmental protection standard requirements. Faced with the challenges of rising cost pressure for environmental protection and sourcing of quality raw papers, the Group will maintain close communication with major suppliers with long-established business relationship in order to ensure stable and quality supply of raw paper in cost-effective manner, as well as to explore alternative procurement channels, such as domestic and overseas supplies taking into account proportionality to manage supply chain risk. The Group’s dongguan factories will assist in further expanding the Group’s business in the region in long term. Meanwhile, the Group will pay additional attention to the fluctuations of property and financial markets, to evaluate the performance of its investment portfolio in a timely manner, achieving sustainable profitability and maximum returns for the shareholders in the long run.

**Vigers Appraisal & Consulting Limited**  
**International Assets Appraisal Consultants**



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Kowloon  
Hong Kong

9 April 2021

The Directors  
Come Sure Group (Holdings) Limited  
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50 Wing Tai Road,  
Chai Wan, Hong Kong

Dear Sirs,

In accordance with the instructions of Come Sure Group (Holdings) Limited (the “**Company**”) for us to value the property interest held by 錦勝包裝(泉州)有限公司 (Come Sure Packing Products (Quanzhou) Company Limited) (“**Come Sure Quanzhou**”) in the People’s Republic of China (“the **PRC**”), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of such property interest as at 31 March 2021 (“**date of valuation**”) for the purpose of incorporation in the circular.

Our valuation is our opinion of the market value of the property interest which we would define market value as intended to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

In valuing the property interest, we have adopted a combination of the market and depreciated replacement cost approach in assessing the land portion of the property and the buildings and structures standing on the land respectively. Hence, the sum of the two results represents the market value of the property as a whole. In the valuation of the land portion, reference has been made to the standard land price and the sales evidence as available to us in the locality. As the nature of the buildings and structures cannot be valued on the basis of market value, they have therefore been valued on the basis of their depreciated replacement costs. The depreciated replacement cost approach considers the current cost of replacement (reproduction) of the buildings and improvements less deductions for physical deterioration and all relevant forms of obsolescence and optimization. The depreciated replacement cost approach generally furnishes the most reliable indication of value for property in the absence of a known market based on comparable sales.

Our valuation has been made on the assumption that the owner sells the property interest on the open market in its existing state without the benefit of a deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to increase the value of the property interest. In addition, no forced sale situation in any manner is assumed in our valuation.

We have not caused title searches to be made for the property interest at the relevant government bureau in the PRC. We have been provided with certain extracts of title documents relating to the property interest. However, we have not inspected the original documents to verify the ownership, encumbrances or the existence of any subsequent amendments which may not appear on the copies handed to us. All documents have been used for reference only.

We have relied to a considerable extent on information provided by the Company and have accepted advice given to us by the Company on such matters as planning approvals or statutory notices, easements, tenure, occupation, lettings, site and floor areas and in the identification of the property and other relevant matter. We have also been advised by the Company that no material facts had been concealed or omitted in the information provided to us. All documents have been used for reference only.

All dimensions, measurements and areas included in the valuation certificate are based on information contained in the documents provided to us by the Company and are approximations only. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the property. However, we have not carried out a structural survey nor have we inspected woodwork or other parts of the structures which are covered, unexposed or inaccessible and we are therefore unable to report that any such parts of the property are free from defect. No tests were carried out on any of the services.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property interest nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interest is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

Our valuation is prepared in accordance with the HKIS Valuation Standards 2017 published by The Hong Kong Institute of Surveyors (HKIS) and the requirements set out in Chapter 5 and Practice Note 12 to the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited.

Unless otherwise stated, all money amounts stated are in Renminbi (RMB).

We enclose herewith a valuation report.

Yours faithfully,  
For and on behalf of  
**Vigers Appraisal And Consulting Limited**  
**Gilbert K M Yuen<sup>note</sup>**  
MRICS MHKIS RPS(GP) CREA  
*Executive Director*

*Note:* Mr. Gilbert K M Yuen is a Registered Professional Surveyor in General Practice Division with over 20 years' experience in valuation of properties in the PRC.

## VALUATION REPORT

## Property interest held by Come Sure Quanzhou in the PRC

Property	Description and Tenure	Particulars of occupancy	Market Value in existing state as at 31 March 2021
The land and construction works erected thereon located within Shangtang Village, Zhangban Town, Quanzhou Taiwanese Investment Zone, Quanzhou City, Fujian Province, the PRC	<p>This property comprises a piece of land with 3 buildings erected thereon, The land area is approximately 80,031.80 sq.m., The total construction area is about 31,365.17 sq.m..</p> <p>The buildings consist of a workshop, a dormitory and a canteen/activity centre, which were completed in 2016.</p> <p>The property is held with the land use rights for terms expire on 28 November 2061 for industrial uses.</p>	The property is occupied by Come Sure Quanzhou for production workshop, dormitory and activity center uses	RMB102,300,000

*Notes:*

1. According to the Real Property Right Certificate (Min (2018) Quanzhou Taiwanese Investment Zone Real Estate Property No. 0002780), the land use right of the land will be expired on 28 November 2061.
2. According to the Real Property Right Certificate (Min (2018) Quanzhou Taiwanese Investment Zone Real Estate Property No. 0002780), the ownership of the land and building of the property is vested in Come Sure Quanzhou.
3. The property was inspected by Ms. Xu Xiao Yun, a professional member of the Royal Institution of Chartered Surveyors since April 2011 and a Registered Real Estate Appraiser in the PRC, on 31 March 2021.
4. In arriving of our valuation, we have made the following assumptions
  - (a) The owner is entitled to sell, transfer, mortgage, charge, lease, sub-lease or otherwise dispose of the property to any third party (either local or overseas) at a consideration without payment of any additional premium or other onerous payment to the government during the whole of the unexpired term of their land use rights periods;
  - (b) All land premiums and other costs of ancillary utility services have been settled in full; and
  - (c) The property is free from any mortgages, orders and other legal encumbrances which may cause adverse effects to the title of the property.

5. The breakdown value of the components of the property is as follows:

<b>Building/Land</b>	<b>No. of Storey</b>	<b>Site Area</b> <i>(sq.m.)</i>	<b>Gross Floor Area</b> <i>(sq.m.)</i>	<b>Market Value</b> <i>(RMB)</i>
Workshop	1	N/A	13,117.54	30,790,000
Dormitory	13	N/A	13,927.63	33,070,000
Canteen/Activity Center	2	N/A	4,320.00	7,900,000
Land	N/A	80,031.80	N/A	30,490,000
Structure	N/A	N/A	N/A	50,000
<b>Total</b>		<b>80,031.80</b>	<b>31,365.17</b>	<b>102,300,000</b>

**Vigers Appraisal & Consulting Limited**  
**International Assets Appraisal Consultants**

27th Floor, Standard Chartered Tower  
Millennium City 1  
388 Kwun Tong Road  
Kowloon  
Hong Kong



31 July 2021

The Directors  
Come Sure Group (Holdings) Limited  
Units 8-10, 8th Floor  
Cornell Centre,  
50 Wing Tai Road,  
Chai Wan, Hong Kong

Dear Sirs,

**Re: The land and construction works erected thereon located within Shangtang Village, Zhangban Town, Quanzhou Taiwanese Investment Zone, Quanzhou City, Fujian Province, the PRC**

Pursuant to our valuation report dated 9 April 2021 in respect of the captioned property, we have been provided with the legal opinion from Fujian Quan Tai Law Office (福建泉台律師事務所) dated 26 July 2021 that the property right was vested in 錦勝包裝(泉州)有限公司 (Come Sure Packing Products (Quanzhou) Company Limited) by Real Property Right Certificate (Min (2018) Quanzhou Taiwanese Investment Zone Real Estate Property No. 0002780). The land area is 80,031.80 sq.m. for industrial uses. The total construction area of the buildings is 31,365.17 sq.m, including 1 factory of 13,117.54 sq.m., 3 of staff quarters of totally 13,927.63 sq.m. and 1 staff canteen and activity centre of 4,320.00 sq.m. The land use right will expire on 28 November 2061.

After consideration the market and other relevant factors, we confirm that the market value of the property remains at RMB102,300,000 as at 31 July 2021 same as at 31 March 2021.

Yours faithfully,  
For and on behalf of

**Vigers Appraisal And Consulting Limited**

**Gilbert K M Yuen**  
MRICS MHKIS RPS(GP) CREA  
*Executive Director*

## 1. RESPONSIBILITY STATEMENT

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

## 2. DISCLOSURE OF INTERESTS

### (a) Interests of Directors and chief executive

As at the Latest Practicable Date, the following Directors or the chief executive of the Company had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the 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 provision of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules:

#### *Long positions in the Shares*

Name	Capacity/Nature	Number of Shares/ underlying Shares	Percentage of issued Shares
Mr. CHONG Kam Chau (Notes 1 & 2)	Interest of a controlled corporation; founder and beneficiary of a discretionary trust	233,000,000	67.76%
Mr. CHONG Wa Pan (Notes 1 & 3)	Beneficiary of a discretionary trust	233,000,000	67.76%
Mr. CHONG Wa Ching (Notes 1 & 3)	Beneficiary of a discretionary trust	233,000,000	67.76%
Mr. CHONG Wa Lam (Notes 1 & 3)	Beneficiary of a discretionary trust	233,000,000	67.76%



*Long positions in the ordinary shares of associated corporation*

Name	Name of associated corporation	Capacity/Nature	Number of shares	Percentage of shareholding
Mr. CHONG Kam Chau (Notes 1 & 2)	Perfect Group	Interest of a controlled corporation; founder and beneficiary of a discretionary trust	10,000 ordinary shares	100%
Mr. CHONG Wa Pan (Notes 1 & 3)	Perfect Group	Beneficiary of a discretionary trust	10,000 ordinary shares	100%
Mr. CHONG Wa Ching (Notes 1 & 3)	Perfect Group	Beneficiary of a discretionary trust	10,000 ordinary shares	100%
Mr. CHONG Wa Lam (Notes 1 & 3)	Perfect Group	Beneficiary of a discretionary trust	10,000 ordinary shares	100%

*Notes:*

- The entire issued shares of Perfect Group Version Limited are held by Jade City Assets Limited, which is in turn held by HSBC International Trustee Limited acting as the trustee of the CHONG Family Trust. The CHONG Family Trust is an irrevocable discretionary trust set up by Mr. CHONG Kam Chau as settlor and HSBC International Trustee Limited as trustee on 2 February 2009. The beneficiaries of the CHONG Family Trust include Mr. CHONG Kam Chau, Ms. CHAN Po Ting, Mr. CHONG Wa Pan, Mr. CHONG Wa Ching, Mr. CHONG Wa Lam and Mr. CHONG Kam Shing, who is the son of Mr. CHONG Wa Pan.
- Mr. CHONG Kam Chau is the founder, an executive Director and the Chairman. Mr. CHONG Kam Chau is the sole director of Perfect Group and therefore Mr. CHONG Kam Chau is deemed or taken to be interested in the entire issued shares of Perfect Group and the 233,000,000 Shares beneficially owned by Perfect Group for the purposes of the SFO. Mr. CHONG Kam Chau as settlor and a beneficiary of the CHONG Family Trust is also deemed or taken to be interested in the 233,000,000 Shares held by Perfect Group under the SFO.
- Mr. CHONG Wa Pan, the Chief Executive Officer and the President of the Company, together with Mr. CHONG Wa Ching, the executive Director, and Mr. CHONG Wa Lam, the senior management of the Company, all as beneficiaries and Mr. CHONG Kam Shing, the son of Mr. CHONG Wa Pan, as beneficiary of the CHONG Family Trust, are deemed or taken to be interested in entire issued shares of Perfect Group and the 233,000,000 Shares held by Perfect Group under the SFO.

Save as disclosed above, none of the Directors and chief executive of the Company and/or any of their respective associates had any interest and short position in the Shares, underlying Shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein or were required, pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

**(b) Interests of substantial and other Shareholders**

As at the Latest Practicable Date, as far as is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

*Long positions in the Shares*

<b>Name</b>	<b>Capacity/Nature</b>	<b>Number of Shares</b>	<b>Percentage of issued Shares</b>
Perfect Group ( <i>Note 1</i> )	Beneficiary owner	233,000,000	67.76%
Jade City Assets Limited ( <i>Note 2</i> )	Interest of controlled corporation	233,000,000	67.76%
HSBC International Trustee Limited ( <i>Note 2</i> )	Trustee	233,000,000	67.76%
Ms. CHAN Po Ting ( <i>Note 3</i> )	Family interest; Beneficiary of a discretionary trust	233,000,000	67.76%
Ms. HUNG Woon Cheuk (formerly known as HUNG Shan Shan) ( <i>Note 4</i> )	Family interest	233,000,000	67.76%
Ms. YUEN Chung Yan ( <i>Note 5</i> )	Family interest	233,000,000	67.76%
Mr. CHONG Kam Shing ( <i>Note 1</i> )	Beneficiary of a discretionary trust	233,000,000	67.76%

*Notes:*

1. The entire issued shares of Perfect Group Version Limited are held by Jade City Assets Limited, which is in turn held by HSBC International Trustee Limited acting as the trustee of the CHONG Family Trust. The CHONG Family Trust is an irrevocable discretionary trust set up by Mr. CHONG Kam Chau as settlor and HSBC International Trustee Limited as trustee on 2 February 2009. The beneficiaries of the CHONG Family Trust include Mr. CHONG Kam Chau, Ms. CHAN Po Ting, Mr. CHONG Wa Pan, Mr. CHONG Wa Ching, Mr. CHONG Wa Lam and Mr. CHONG Kam Shing, who is the son of Mr. CHONG Wa Pan. Mr. Chong Kam Chau is the director of Perfect Group.
2. Such Shares are held by Perfect Group, the entire issued shares of which are held by Jade City Assets Limited. The entire issued capital of Jade City Assets Limited is held by HSBC International Trustee Limited acting as the trustee of the CHONG Family Trust.
3. Ms. CHAN Po Ting, the spouse of Mr. CHONG Kam Chau and one of the beneficiaries of the CHONG Family Trust, is deemed or taken to be interested in the interests held by Mr. CHONG Kam Chau and Perfect Group under the SFO.
4. Ms. HUNG Woon Cheuk (formerly known as HUNG Shan Shan), is the spouse of Mr. CHONG Wa Pan. Therefore, Ms. HUNG Woon Cheuk is deemed or taken to be interested in the interests held by Mr. CHONG Wa Pan under the SFO.
5. Ms. YUEN Chung Yan, the spouse of Mr. CHONG Wa Ching, is deemed or taken to be interested in the interests held by Mr. CHONG Wa Ching under the SFO.

**3. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, there was no existing or proposed service contract, excluding contract expiring or terminable by the employer within one year, without payment of compensation (other than statutory compensation) made between any of the Directors and any member of the Group.

**4. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or, so far as is known to them, any of their respective associates (as defined in the Listing Rules) was interested in any business (apart from the Group's business) which competes or is likely to compete, either directly or indirectly, with the Group's business (as would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them were a controlling shareholder).

**5. INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS OR ARRANGEMENTS SIGNIFICANT TO THE GROUP**

As at the Latest Practicable Date, (i) none of the Directors nor their respective close associate(s) had any direct or indirect interest in any assets which had been, since 31 March 2021 (being the date of which the latest published audited consolidated financial statements of the Group were made up), acquired, disposed of by, or leased to any member of the Group, or were proposed to be acquired, disposed of by, or leased to any member of the Group; and (ii) none of the Directors was materially interested in any contract or arrangement which was significant in relation to the business of the Group.

**6. LITIGATION**

As at the Latest Practicable Date, the Directors were not aware of any litigation or claim of material importance pending or threatened against any member of the Group.

## 7. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) have been entered into by the Group within the two years immediately preceding the Latest Practicable Date and up to and including the Latest Practicable Date which are, or may be, material:

- (i) the sale and purchase agreement entered into between Dongguan City Ruixing Paper Products Company Limited\* (東莞市瑞興紙製品有限公司) and Come Sure Packing Products (Shenzhen) Company Limited\* (錦勝包裝(深圳)有限公司) dated 24 June 2020 in relation to the acquisition of production machineries, office equipment and consumables in the consideration of RMB21,880,000;
- (ii) the tenancy agreement entered into between Dongguan Manshengjia Shiye Investment Company Limited\* (東莞市滿盛佳實業投資有限公司) and Wah Ming Colour Printing (Shenzhen) Company Limited\* (華銘彩印(深圳)有限公司) dated 23 July 2020 for a term of 10 years in which the value of the right-of-use asset recognised by the Company amounted to approximately RMB62,075,000;
- (iii) the tenancy agreement entered into between Dongguan City Ruixing Paper Products Company Limited\* (東莞市瑞興紙製品有限公司) and Come Sure Packing Products (Shenzhen) Company Limited\* (錦勝包裝(深圳)有限公司) dated 10 August 2020 for a term of 20 years in aggregate consideration of RMB247,274,160;
- (iv) the tenancy agreement entered into between Sky Achiever Paper Industrial (Shenzhen) Company Limited\* (中洲紙業(深圳)有限公司) and Shenzhen Kejiying Shareholding Cooperative Company\* (深圳市科集盈股份合作公司) dated 3 December 2020 for tenancy in respect of a premises for a term of nine years in aggregate consideration of RMB40,619,976;
- (v) the Lease Termination Agreements; and
- (vi) the Share Purchase Agreement.

\* for identification purpose only

**8. EXPERT AND CONSENT**

The following is the qualification of the expert who has given its opinions or advice for inclusion in this circular:

<b>Name</b>	<b>Qualification</b>
Vigers Appraisal and Consulting Limited	Registered Professional Surveyor

The above expert has given and has not withdrawn its written consent to the issuer of this circular with the inclusion of its letters, reports and/or opinion, as the case may be, and references to its name in the form and context in which they respectively appear.

As the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As the Latest Practicable Date, the above expert did not have, directly or indirectly, any interest in any assets which had since 31 March 2021 (being the date to which the latest published audited consolidated accounts of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any members of the Group.

**9. MISCELLANEOUS**

- (a) The registered office of the Company is situated at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The head office and principal place of business in Hong Kong of the Company is situated at Unit 8–10, 8th Floor, Cornell Centre, 50 Wing Tai Road, Chai Wan, Hong Kong.
- (b) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) Ms. BOK Yuk Wan (濮玉云女士), who is the company secretary of the Company, is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Ms. BOK obtained a bachelor degree of Accountancy awarded by the University of South Australia in January 2009. Ms. Bok has over 10 years of experience in accounting, auditing and corporate management.
- (d) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the head office and the principal place of business of the Company in Hong Kong at Unit 8–10, 8th Floor, Cornell Centre, 50 Wing Tai Road, Chai Wan, Hong Kong during normal business hours on any business day from the date of this circular up to 14 days thereafter:

- (a) the memorandum of association and articles of the Company;
- (b) the annual reports of the Company for the three financial years ended 31 March 2021;
- (c) the material contracts referred to in the section headed “Material Contracts” in this appendix;
- (d) the valuation report of the Land and Property dated 9 April 2021 issued by Vigers Appraisal and Consulting Limited, the text of which is set out in Appendix II of this circular;
- (e) the letter dated 31 July 2021 issued by Vigers Appraisal and Consulting Limited, the text of which is set out in Appendix II of this circular;
- (f) the circular of the Company dated 16 July 2021 in relation termination of tenancy agreements; and
- (g) this circular.