
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

OUR HISTORY

Our Group’s history can be traced back to 2012 when Mr. Guo, chairman of our Board, one of our executive Directors and one of our Controlling Shareholders, together with Mr. Chen, our general manager, one of our executive Directors and one of our Substantial Shareholders, used Seacon Ships Management (HK), one of our main operating subsidiaries, as a starting point to commence our business of provision of ship management services. As the business grew, Mr. Guo and Mr. Chen saw great opportunities, and established Seacon Ships Qingdao in 2013 and incorporated Seacon Ships Management (SG) in 2019 to expand our ship management business. Mr. Guo and Mr. Chen incorporated Seacon Enterprise and Seacon Shipping in 2017 and 2020, respectively, to further expand our business to shipping services.

For the background and relevant industry experience of Mr. Guo and Mr. Chen, see “Directors and Senior Management”.

OUR BUSINESS DEVELOPMENT

The following table illustrates the key milestones of our business development since inception:

Year	Milestone
2012	Seacon Ships Management (HK) was incorporated in Hong Kong and we commenced the provision of ship management services
2013	We expanded our ship management services and commenced provision of ship management of Chinese flag vessels through the establishment of Seacon Ships Qingdao
2016	Mr. Guo was first nominated as one of the “Top 100 Most Notable Chinese Individuals in Shipping Industry”* (最受航運界關注的100位中國人) by the China Shipping 100 Organizing Committee* (中國航運百人組委會)
2017	We commenced shipping services business through the incorporation of Seacon Enterprise in Singapore
2018	We were awarded the “Most Popular Ship Management Company” by China Zhenghe Sailing Awards Organizing Committee* (中國鄭和航海風雲榜組委會)
2019	We broadened our ship management service offerings to cover the provision of shipbuilding supervision services

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Year	Milestone
2020	We entered into a shipbuilding supervision contract for Guoxin No.1, the world’s first 100,000 ton fish farming vessel
2021	Our controlled vessel “Seacon Victory” was awarded the “National Workers’ Pioneer”* (全國工人先鋒號) by the All-China Federation of Trade Unions* (中華全國總工會) We were awarded the 2021 Ship Management and Crew Service Excellence Award* (2021船舶管理和船員服務卓越獎) by the 2021 International Ship Management (Shanghai) Summit Organizing Committee* (2021國際船舶管理(上海)高峰論壇組委會)
2022	We were awarded the “Best Shipping Company” by China Zhenghe Sailing Awards Organizing Committee* (中國鄭和航海風雲榜組委會)

OUR COMPANY

On October 22, 2021, our Company was incorporated in the Cayman Islands as an exempted company with limited liability, having an initial authorized share capital of HK\$380,000 divided into 38,000,000 ordinary shares of par value of HK\$0.01 each. On the date of incorporation, one Share was allotted and issued as fully paid to the initial subscriber, an Independent Third Party, which in turn transferred such one Share to Jin Chun at par. On the same day, seven and two Shares were allotted and issued, credited as fully paid at par, to Jin Chun and CZK Holding, respectively. On November 25, 2021, 7,992 and 1,998 Shares were further allotted and issued, credited as fully paid at par, to Jin Chun and CZK Holding, respectively. After such allotment and issuance of Shares, Jin Chun and CZK Holding owned 8,000 and 2,000 Shares, representing 80% and 20% of the issued share capital of our Company, respectively.

On November 30, 2021, Jin Chun transferred 200 and 100 Shares, for cash at par, to Ruigao Holding and Passion Wealth, respectively. On December 20, 2021, Jin Chun transferred 6,600 Shares, for cash at par, to Jin Qiu and CZK Holding transferred 1,900 Shares, for cash at par, to Kaimei Holding. Pursuant to a Deed of Gift dated February 22, 2022, on the same day, Jin Chun transferred 800 Shares, for nil consideration, to Jovial Alliance. After such transfers of Shares, Jin Qiu, Jin Chun, Kaimei Holding, CZK Holding, Jovial Alliance, Ruigao Holding and Passion Wealth owned 6,600, 300, 1,900, 100, 800, 200 and 100 Shares, representing 66%, 3%, 19%, 1%, 8%, 2% and 1% of the issued share capital of our Company, respectively.

On March 2, 2023, the authorized share capital of our Company was increased from HK\$380,000 divided into 38,000,000 Shares of par value of HK\$0.01 each to HK\$7,000,000 divided into 700,000,000 Shares of par value of HK\$0.01 each by the creation of an additional 662,000,000 new Shares of par value of HK\$0.01 each, each ranking *pari passu* in all respects with the Shares in issue.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Our Company is an investment holding company. As a result of the Reorganization, our Company, through Seacon Ships Group (BVI), Seacon Ships Group (HK), Seacon Marine (BVI) and Seacon Marine (SG), indirectly holds all the interests in our subsidiaries in Hong Kong, Singapore, the PRC, Japan, the Marshall Islands and Liberia. For further details, see “Reorganization” in this section.

Our Company was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on February 24, 2022.

OUR MAJOR OPERATING SUBSIDIARIES

We conduct our business through our major operating subsidiaries in Hong Kong, Singapore, the PRC and Japan.

Seacon Ships Management (HK)

Seacon Ships Management (HK) was incorporated in Hong Kong as a limited liability company on December 14, 2012 with an issued share capital of HK\$10,000 divided into 10,000 shares of HK\$1 each. Upon incorporation, 10,000 shares in Seacon Ships Management (HK) were allotted and issued to an Independent Third Party individual shareholder. On September 4, 2013, in consideration of HK\$10,000, the Independent Third Party individual shareholder transferred 10,000 shares in Seacon Ships Management (HK), representing 100% of the issued share capital of Seacon Ships Management (HK), to Seacon Star Group. On November 5, 2014, in consideration of HK\$10,000, Seacon Star Group transferred 10,000 shares in Seacon Ships Management (HK), representing 100% of the issued share capital of Seacon Ships Management (HK), to Seacon Ships Qingdao. On January 20, 2016, in consideration of HK\$8,000 and HK\$2,000, Seacon Ships Qingdao transferred 8,000 shares and 2,000 shares in Seacon Ships Management (HK), representing 80% and 20% of the issued share capital of Seacon Ships Management (HK), to Mr. Chen and Mr. Zhao Yong, respectively. On October 18, 2018, in consideration of HK\$8,000 and HK\$2,000, Mr. Chen and Mr. Zhao Yong transferred 8,000 shares and 2,000 shares in Seacon Ships Management (HK), representing 80% and 20% of the issued share capital of Seacon Ships Management (HK), to Seacon Shipping Group, respectively. Pursuant to the share transfers, Seacon Shipping Group held 10,000 shares, representing 100% of the issued share capital of Seacon Ships Management (HK). Given (i) Mr. Guo held 80% of the interests of the Seacon Shipping Group and (ii) Seacon Shipping Group was engaged in the core business of the Group, the assets, liabilities and results of operation of Seacon Shipping Group for the years ended December 31, 2019 and 2020, and the results of operations of Seacon Shipping Group for the year ended December 31, 2021 were consolidated into our Group’s financial statements on the basis of merger accounting.

At the beginning of the Track Record Period, Seacon Shipping Group held 10,000 shares in Seacon Ships Management (HK), representing 100% of the issued share capital of Seacon Ships Management (HK). On January 3, 2020, in consideration of HK\$10,000, Seacon Shipping Group transferred its entire shareholding interest in Seacon Ships Management (HK) to Seacon Ships Management Group.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On November 24, 2021, as part of the Reorganization, Seacon Ships Management (HK) has become a direct wholly-owned subsidiary of Seacon Ships Group (HK) and an indirect wholly-owned subsidiary of our Company. For details, see “Reorganization — 5. Transfer of Seacon Ships Management (SG), Seacon Marine Technical, Seacon Tankers, Seacon Ships Management (HK) and Ocean Fleet Shipmanage to Seacon Ships Group (HK)” in this section.

Seacon Ships Management (HK) is principally engaged in the provision of ship management services.

Seacon Ships Qingdao

Seacon Ships Qingdao was established in the PRC as a limited liability company on April 12, 2013 with an initial registered capital of RMB500,000. Upon establishment, Seacon Ships Qingdao was held as to 80% and 20% by Mr. Guo and Mr. Chen, respectively. On August 24, 2015, the registered capital of Seacon Ships Qingdao was increased from RMB500,000 to RMB5,000,000, which was duly registered on August 27, 2015. The registered capital of Seacon Ships Qingdao was subsequently increased from RMB5,000,000 to RMB10,000,000 on February 27, 2017, which was duly registered on March 2, 2017. At the beginning of the Track Record Period, Seacon Ships Qingdao remained held as to 80% and 20% by Mr. Guo and Mr. Chen, respectively. Pursuant to the [REDACTED] Investment Agreement dated October 6, 2021, Mr. Shi Yi acquired 3% equity interest in Seacon Ships Qingdao from Mr. Chen for cash consideration of RMB108,000 paid on December 6, 2021. The consideration was determined based on the net asset value of Seacon Ships Qingdao as assessed by an Independent Third Party valuer in August 2021. As a result, Seacon Ships Qingdao was held as to 80%, 17% and 3% by Mr. Guo, Mr. Chen and Mr. Shi Yi, respectively. See “The [REDACTED] Investment” in this section for details.

On January 11, 2022, as part of the Reorganization, Seacon Ships Qingdao has become a direct non-wholly owned subsidiary of Seacon Ships Shanghai and an indirect non-wholly owned subsidiary of our Company. For details, see “Reorganization — 18. Transfer of Seacon Ships Qingdao to Seacon Ships Shanghai” in this section.

Seacon Ships Qingdao is principally engaged in the provision of ship management services.

Seacon Enterprise

On April 19, 2017, Seacon Enterprise was incorporated in Singapore as a private company limited by shares with an issued share capital of S\$100,000 divided into 100,000 shares of S\$1 each. At the beginning of the Track Record Period, Seacon Enterprise had an issued share capital of S\$800,000 divided into 800,000 shares of S\$1 each.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

At the beginning of the Track Record Period, Seacon Enterprise was wholly-owned by Seacon Enterprise Ltd. (“SEL”). SEL was then owned as to 55%, 35% and 10% by Seacon Shipping Group, Mr. Wang Guangfu (王光福) (a director of Seacon Enterprise) and an Independent Third Party individual shareholder, respectively. On August 4, 2019, the Independent Third Party individual shareholder of SEL transferred 5% and 5% interest in SEL to Seacon Shipping Group and Mr. Wang Guangfu, respectively. Thereafter, SEL has been owned as to 60% and 40% by Seacon Shipping Group and Mr. Wang Guangfu, respectively.

On March 1, 2020, SEL transferred 480,000 and 320,000 shares in Seacon Enterprise, representing 60% and 40% of the issued share capital of Seacon Enterprise, to Seacon Marine (SG) and Wealthy & Glory Marine Pte. Ltd., at a consideration of S\$480,000 and S\$320,000, respectively. Wealthy & Glory Marine Pte. Ltd. is a company wholly-owned by Mr. Wang Guangfu. Prior to joining our Group in January 2017, Mr. Wang Guangfu had been working in the maritime shipping industry for over 14 years. As confirmed by Mr. Guo and Mr. Wang Guangfu, Mr. Wang Guangfu became acquainted with our Group during a business meeting in or around 2016. As our Group was planning to expand our service offerings to shipping services at that time, Mr. Guo and Mr. Chen considered Mr. Wang Guangfu’s market know-how and commercial network highly conducive to developing and growing our shipping business in earnest.

On November 23, 2021, as part of the Reorganization, Seacon Enterprise has become an indirect non-wholly owned subsidiary of our Company. For details, see “Reorganization — 6. Transfer of Seacon Marine (SG) to Seacon Marine (BVI)” in this section.

Seacon Enterprise is principally engaged in shipping operation.

Seacon Shipping Japan

Seacon Shipping Japan was incorporated in Japan on October 25, 2018 as a stock company with a stated share capital of JPY20,000,000 comprising 400 shares issued to Seacon Shipping Group. At the beginning of the Track Record Period, Seacon Shipping Group held the entire shareholding interest in Seacon Shipping Japan. On December 20, 2020, Seacon Shipping subscribed for 800 shares in Seacon Shipping Japan, increasing the total number of issued shares of Seacon Shipping Japan from 400 shares to 1,200 shares and increasing the stated share capital of Seacon Shipping Japan from JPY20,000,000 to JPY60,000,000, which was fully paid and settled.

On December 6, 2021, as part of the Reorganization, Seacon Shipping Japan has become a direct wholly-owned subsidiary of Seacon Marine (SG) and an indirect wholly-owned subsidiary of our Company. For details, see “Reorganization — 10. Transfer of Seacon Shipping Japan to Seacon Marine (SG)” in this section.

On December 25, 2021, Seacon Marine (SG) subscribed for 760 shares in Seacon Shipping Japan, increasing the total number of issued shares of Seacon Shipping Japan from 1,200 shares to 1,960 shares and increasing the stated share capital of Seacon Shipping Japan from JPY60,000,000 to JPY98,000,000, which was fully paid and settled.

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Seacon Shipping Japan is principally engaged in shipping operation and investment holding. As at the Latest Practicable Date, Seacon Shipping Japan held the entire shareholding interests in Seacon Victory, Seacon Kobe, Seacon Osaka and Seacon Manila, each of which owned or chartered vessels, and Seacon Logistics (Japan).

Seacon Ships Management (SG)

On May 14, 2019, Seacon Ships Management (SG) was incorporated in Singapore as a private company limited by shares with an issued share capital of S\$50,000 divided into 50,000 shares of S\$1 each. On the date of incorporation, 45,000 and 5,000 ordinary shares of Seacon Ships Management (SG) were allotted and issued at a subscription price of S\$1 and S\$1, respectively, to Seacon Shipping Group and Mr. Guo, respectively. As a result, Seacon Shipping Group and Mr. Guo held 90% and 10% of the issued share capital of Seacon Ships Management (SG), respectively. On May 30, 2019, in consideration of S\$15,000, Seacon Shipping Group transferred 15,000 shares of Seacon Ships Management (SG) to Mr. Guo. As a result, Seacon Shipping Group and Mr. Guo held 60% and 40% of the issued share capital of Seacon Ships Management (SG), respectively. On December 30, 2019, in consideration of S\$30,000 and S\$20,000, Seacon Shipping Group and Mr. Guo transferred 30,000 and 20,000 shares in Seacon Ships Management (SG), representing 60% and 40% of the issued share capital of Seacon Ships Management (SG), to Seacon Ships Management Group, respectively. As a result, Seacon Ships Management Group held the entire shareholding interest in Seacon Ships Management (SG).

On November 23, 2021, as part of the Reorganization, Seacon Ships Management (SG) has become a direct wholly-owned subsidiary of Seacon Ships Group (HK) and an indirect wholly-owned subsidiary of our Company. For details, see “Reorganization — 5. Transfer of Seacon Ships Management (SG), Seacon Marine Technical, Seacon Tankers, Seacon Ships Management (HK) and Ocean Fleet Shipmanage to Seacon Ships Group (HK)” in this section.

Seacon Ships Management (SG) is principally engaged in the provision of ship management services.

Seacon Shipping

On January 29, 2020, Seacon Shipping was incorporated in Singapore as a private company limited by shares with an issued share capital of S\$100,000 divided into 100,000 shares of S\$1 each. On the date of incorporation, 100,000 ordinary shares of Seacon Shipping were allotted and issued at a subscription price of S\$2 to Seacon Marine (SG).

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On November 23, 2021, as part of the Reorganization, Seacon Shipping has become an indirect wholly-owned subsidiary of our Company. For details, see “Reorganization — 6. Transfer of Seacon Marine (SG) to Seacon Marine (BVI)” in this section. On December 23, 2021, in consideration of transfer of certain interests in Hongkong Xinyihai, Seacon 6, Seacon 7, Seacon 8 and Seacon 9 to Seacon Shipping, Seacon Shipping allotted and issued five shares to Seacon Marine (SG). Thereafter, the issued share capital of Seacon Shipping was increased to S\$100,005 divided into 100,005 shares of S\$1 each. For details, see “Reorganization — 13. Transfer of 35% interest in Hongkong Xinyihai to Seacon Shipping” and “Reorganization — 14. Transfer of 49.5% interest in Seacon 6, Seacon 7, Seacon 8 and Seacon 9 to Seacon Shipping” in this section.

Seacon Shipping is principally engaged in shipping operation and investment holding. As at the Latest Practicable Date, it owned the entire shareholding interests in Golden Violet, Golden Lotus, Seacon Rizhao, Jasper Shipping, Seacon Ningbo, Seacon Shanghai, Seacon Brazil, Seacon Qingdao, Seacon Singapore, Golden Bridge, Golden River, Seacon Peru, Golden Orchid, Seacon Africa, Golden Camellia, Golden Dahlia, Golden Daisy, Golden Lavender, Seacon Hamburg, Seacon Nola, Seacon Santos, Seacon Tokyo and Seacon Vancouver, save for Golden Lotus, Seacon Ningbo, Seacon Brazil, Seacon Singapore, Seacon Hamburg, Seacon Santos, Seacon Tokyo and Seacon Vancouver which had no substantive business operation, the other named subsidiaries of Seacon Shipping in turn owned or chartered vessels. As at the Latest Practicable Date, Seacon Shipping also owned 35%, 49.5%, 49.5%, 49.5% and 49.5% shareholding interests in Hongkong Xinyihai, Seacon 6, Seacon 7, Seacon 8 and Seacon 9, respectively. Save for Seacon 6 and Hongkong Xinyihai which had no substantive business operation, Seacon 7, Seacon 8 and Seacon 9 owned or chartered vessels as at the Latest Practicable Date.

ACQUISITIONS DURING THE TRACK RECORD PERIOD

Seacon Ships Zhejiang

Seacon Ships Zhejiang was established in the PRC as a limited liability company on June 27, 2018 with an initial registered capital of RMB20,000,000.

At the beginning of the Track Record Period, Seacon Ships Zhejiang was owned as to 75% and 25% by Seacon Ships Qingdao and an Independent Third Party individual shareholder, respectively. On April 8, 2019, Seacon Ships Qingdao acquired 25% equity interest in Seacon Ships Zhejiang from the Independent Third Party individual shareholder for nil consideration. The consideration was nil as Seacon Ships Zhejiang had no business operation at the relevant time. As a result, Seacon Ships Zhejiang has become a wholly-owned subsidiary of Seacon Ships Qingdao and an indirect wholly-owned subsidiary of our Company.

As at the Latest Practicable Date, Seacon Ships Zhejiang was principally engaged in provision of ship management service.

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Seacon Tankers

Seacon Tankers was incorporated in Singapore on July 17, 2019 as a private company limited by shares with an issued share capital of USD10,000 divided into 10,000 shares of USD1 each.

Upon incorporation, an Independent Third Party corporate shareholder and Seacon Ships Management (SG) held 5,100 and 4,900 shares in Seacon Tankers, representing 51% and 49% of the issued share capital of Seacon Tankers. On January 7, 2020, the Independent Third Party corporate shareholder and Seacon Ships Management (SG) transferred 5,100 and 4,900 shares in Seacon Tankers, representing 51% and 49% of the issued share capital of Seacon Tankers, to Seacon Ships Management Group for USD5,100 and USD4,900, respectively, which was fully settled on January 31, 2020. The consideration was determined based on the issued share capital of Seacon Tankers. After the Reorganization, Seacon Tankers has become a wholly-owned subsidiary of Seacon Ships Group (HK) and an indirect wholly-owned subsidiary of our Company.

As at the Latest Practicable Date, Seacon Tankers was principally engaged in provision of ship management service.

Golden Orchid

Golden Orchid was incorporated in the Marshall Islands as a domestic non-resident corporation on April 6, 2017.

At the beginning of the Track Record Period, an Independent Third Party individual shareholder, an Independent Third Party corporate shareholder and Mr. Chen held 35,000, 10,000 and 5,000 shares in Golden Orchid, representing 70%, 20% and 10% of the issued share capital of Golden Orchid, respectively. On May 9, 2019, the Independent Third Party individual shareholder, the Independent Third Party corporate shareholder and Mr. Chen transferred 35,000 shares, 10,000 shares and 5,000 shares in Golden Orchid, representing 70%, 20% and 10% of the issued share capital of Golden Orchid, to Seacon Star Group for USD35,000, USD10,000 and USD5,000, respectively, which was fully settled on December 31, 2019. The consideration was determined based on the aggregate par value of the issued share capital of Golden Orchid. Subsequently, on March 30, 2020, Seacon Star Group transferred 50,000 shares in Golden Orchid, representing the entire issued share capital of Golden Orchid, to Seacon Shipping for USD50,000, which was fully settled on December 31, 2020. The consideration was determined based on the aggregate par value of the issued share capital of Golden Orchid. As a result, Golden Orchid has become a wholly-owned subsidiary of Seacon Shipping and an indirect wholly-owned subsidiary of our Company.

As at the Latest Practicable Date, Golden Orchid bareboat chartered a vessel.

Golden Bridge

Golden Bridge was incorporated in Hong Kong as a limited liability company on October 22, 2018.

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Pursuant to a share transfer agreement entered into between Mississippi Fortune Hong Kong Company Limited (密西西比鴻運香港有限公司) (“**Mississippi**”) (as seller) and Seacon Shipping Group (as buyer) dated May 19, 2019, Mississippi transferred 10,000 shares in Golden Bridge, representing the entire issued share capital of Golden Bridge, to Seacon Shipping Group for HK\$10,000 on June 10, 2019. The consideration was determined based on the issued share capital of Golden Bridge and was fully settled on December 31, 2019. Mississippi was beneficially owned by Mr. Guo Zongzheng (郭宗拯) (“**Mr. Guo Zongzheng**”) at the material time.

Subsequently, on April 6, 2020, Seacon Shipping Group transferred 10,000 shares in Golden Bridge, representing the entire issued share capital of Golden Bridge, to Seacon Shipping for HK\$10,000, which was fully settled on December 31, 2020. The consideration was determined based on the issued share capital of Golden Bridge. As a result, Golden Bridge has become a wholly-owned subsidiary of Seacon Shipping and an indirect wholly-owned subsidiary of our Company.

As the Latest Practicable Date, Golden Bridge chartered a vessel under finance lease arrangement.

Golden River

Golden River was incorporated in Hong Kong as a limited liability company on October 22, 2018.

Pursuant to a share transfer agreement entered into between Mississippi (as seller) and Seacon Shipping Group (as buyer) dated May 19, 2019, Mississippi transferred 10,000 shares in Golden River, representing the entire issued share capital of Golden River, to Seacon Shipping Group for HK\$10,000 on June 10, 2019. The consideration was determined based on the issued share capital of Golden River and was fully settled on December 31, 2019. See “Acquisitions during the Track Record Period — Golden Bridge” in this section for information of Mississippi.

Subsequently, on April 6, 2020, Seacon Shipping Group transferred 10,000 shares in Golden River, representing the entire issued share capital of Golden River, to Seacon Shipping for HK\$10,000, which was fully settled on December 31, 2020. The consideration was determined based on the issued share capital of Golden River. As a result, Golden River has become a wholly-owned subsidiary of Seacon Shipping and an indirect wholly-owned subsidiary of our Company.

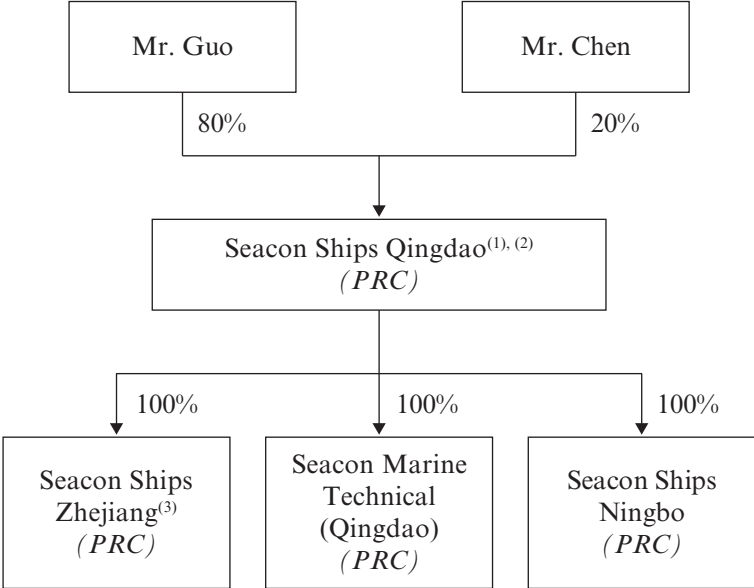
As the Latest Practicable Date, Golden River chartered a vessel under finance lease arrangement.

As confirmed by our Directors, each of the transfers made above was properly and legally completed and settled, and the relevant regulatory approvals for the transfers have been obtained.

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HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

CORPORATE STRUCTURE PRIOR TO THE REORGANIZATION

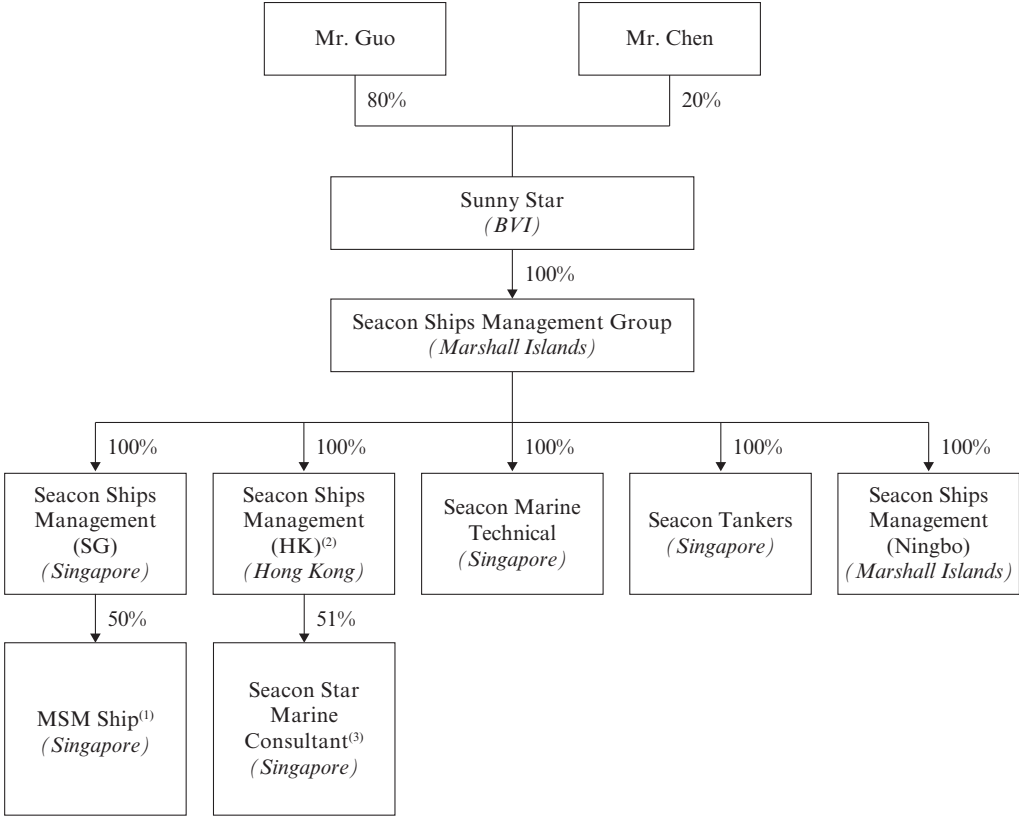


Notes:

- (1) Seacon Ships Qingdao has established Seacon Ships Qingdao (Shanghai) as its branch office at Shanghai, the PRC.
- (2) Seacon Ships Qingdao had established Seacon Ships Management Co., Limited (Qingdao) (Tianjin Branch Office)* (青島洲際之星船務有限公司天津分公司) (“**Seacon Ships Qingdao (Tianjin)**”) as its branch office at Tianjin, the PRC, on June 26, 2018. Seacon Ships Qingdao (Tianjin) was subsequently deregistered on December 3, 2021 since it had no substantive business operation.
- (3) Seacon Ships Zhejiang has established Seacon Ships Zhejiang (Qingdao) as its branch office at Qingdao, the PRC.

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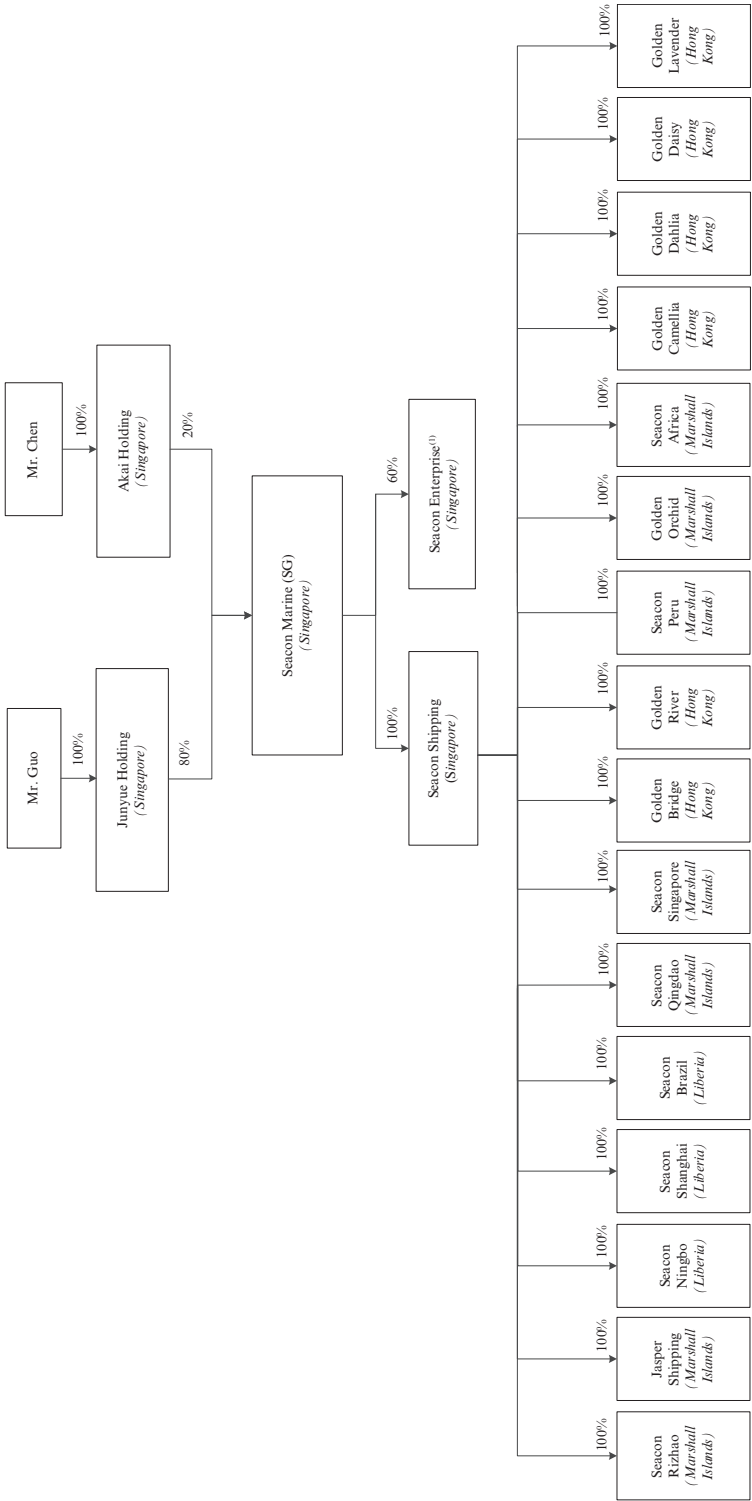
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE



Notes:

- (1) Ocean Wealth Enterprise Pte. Ltd., an Independent Third Party, held 50% shareholding interest in MSM Ship. Ocean Wealth Enterprise Pte. Ltd. is a company incorporated in Singapore which is principally engaged in the business of shipping agency (freight) and provision of ship brokerage services, it is wholly-owned by an Independent Third Party individual shareholder. As confirmed by Mr. Guo, he became acquainted with the individual shareholder of Ocean Wealth Enterprise Pte. Ltd. at school in or around 1995.
- (2) Seacon Ships Management (HK) has established Seacon Ships Management (HK) (Qingdao Representative Office) as its representative office at Qingdao, the PRC.
- (3) Mr. Gao Xianfeng (杲先鋒) (“**Mr. Gao**”), an Independent Third Party, owned 49% shareholding interest in Seacon Star Marine Consultant. Mr. Gao is engaged in the shipping agency business in the PRC. As confirmed by Mr. Guo, he became acquainted with Mr. Gao at a business event in or around February 2019.

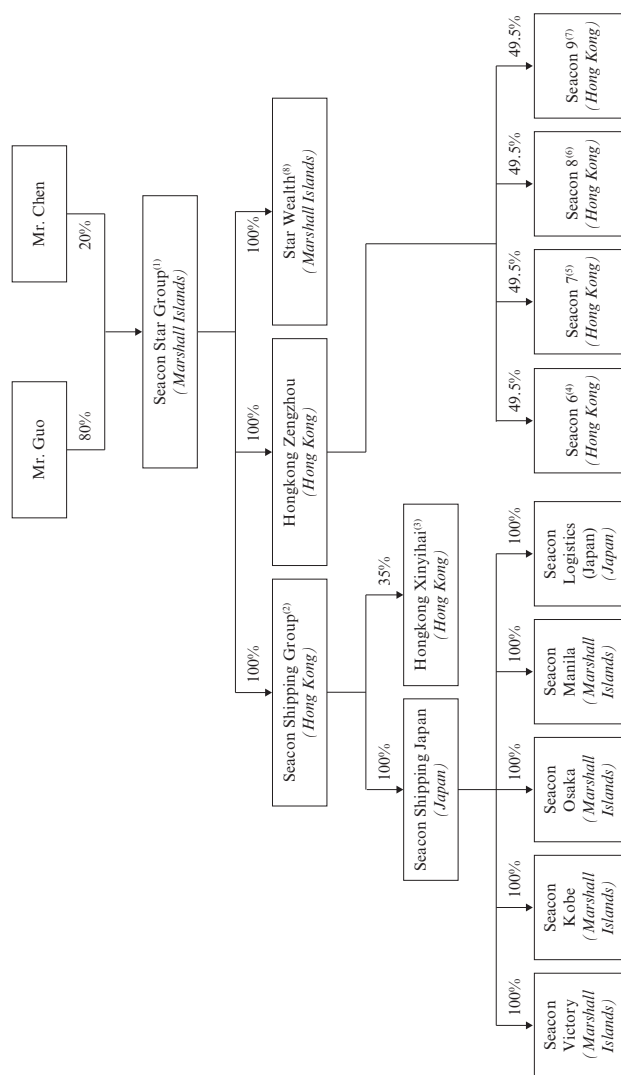
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE



Note:

- (1) Wealthy & Glory Marine Pte. Ltd. held 40% shareholding interest in Seacon Enterprise. Wealthy & Glory Marine Pte. Ltd. is wholly-owned by Mr. Wang Guangfu (王光福), who is a director of Seacon Enterprise. Prior to joining our Group in January 2017, Mr. Wang Guangfu had been working in the maritime shipping industry for over 14 years. As confirmed by Mr. Guo and Mr. Wang Guangfu, Mr. Wang Guangfu became acquainted with our Group during a business meeting in or around 2016. As our Group was planning to expand our service offerings to shipping services at that time, Mr. Guo and Mr. Chen considered Mr. Wang Guangfu’s market know-how and commercial network highly conducive to developing and growing our shipping business in earnest. Wealthy & Glory Marine Pte. Ltd. and Mr. Wang Guangfu are our connected persons.

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Notes:

- (1) Pursuant to a nominee shareholding agreement entered into between Mr. Guo and Mr. Guo Zongzheng dated December 19, 2019, Mr. Guo Zongzheng held 80% shareholding interests in Seacon Star Group for and on behalf of Mr. Guo. Pursuant to a nominee shareholding agreement entered into between Mr. Chen and Mr. Guo Zongzheng dated December 19, 2019, Mr. Guo Zongzheng held 20% shareholding interests in Seacon Star Group for and on behalf of Mr. Chen. Mr. Guo Zongzheng is the uncle of Mr. Chen's spouse. Considering that Mr. Guo and Mr. Chen had to travel overseas for negotiating and securing business cooperations and opportunities at the material time and thus could not attend to the documentation and filings of Seacon Star Group in an effective manner, they respectively entered into a nominee shareholding agreement with Mr. Guo Zongzheng for the sake of administrative convenience so as to avoid undue delays in signing official documents which may be time-sensitive. Pursuant to the nominee shareholding agreements, Mr. Guo Zongzheng exercised shareholder's rights in Seacon Star Group for and on behalf of Mr. Guo and Mr. Chen. Mr. Guo and Mr. Chen respectively entrusted Mr. Guo Zongzheng on certain matters relating to Seacon Star Group, including without limitation, Mr. Guo Zongzheng being named on business registration filings and shareholders' register of Seacon Star Group, collecting dividends and exercising voting rights at shareholders' meetings for and on behalf of Mr. Guo and Mr. Chen. All investment gains and income from disposal of shareholding interest in Seacon Star Group belonged to Mr. Guo and Mr. Chen. Mr. Guo and Mr. Chen had the right to directly participate in Seacon Star Group's business management as a shareholder, and claim all or part of shareholders' rights. As confirmed by Mr. Guo and Mr. Chen, the nominee shareholding agreements had set out all material terms of the nominee shareholding arrangement. Mr. Guo Zongzheng acted as nominee of Mr. Guo and Mr. Chen on an unremunerated basis. Mr. Guo Zongzheng had not been involved in the business and operations of Seacon Star Group and our Group since the inception of the nominee shareholding arrangement.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Pursuant to a notice of termination of nominee shareholding agreement entered into between Mr. Guo and Mr. Guo Zongzheng dated December 21, 2021, Mr. Guo Zongzheng transferred 80% shareholding interest in Seacon Star Group to Mr. Guo and the abovementioned nominee shareholding between Mr. Guo and Mr. Guo Zongzheng was terminated. Pursuant to a notice of termination of nominee shareholding agreement entered into between Mr. Chen and Mr. Guo Zongzheng dated December 21, 2021, Mr. Guo Zongzheng transferred 20% shareholding interest in Seacon Star Group to Mr. Chen and the abovementioned nominee shareholding between Mr. Chen and Mr. Guo Zongzheng was terminated. Since December 21, 2021 and up to the Latest Practicable Date, Seacon Star Group was held as to 80% and 20% by Mr. Guo and Mr. Chen, respectively. The nominee shareholding agreements stipulated that such agreements are governed by the PRC law and provided for the resolution of disputes through the local people's courts of the claimant in the PRC. As advised by our PRC Legal Advisers, the nominee shareholding agreements were not in violation of the PRC laws and regulations. Seacon Star Group is a corporation incorporated in the Marshall Islands. Our Marshall Islands Legal Advisers have advised that the nominee shareholding agreements were not compliant with Marshall Islands law. However, as Seacon Star Group has taken remedial action, it is unlikely that the now terminated nominee shareholding agreements would have a material adverse impact on the Group.

- (2) Pursuant to the Reorganization, the shareholding interests in Seacon Shipping Group was not transferred to our Group. Nonetheless, seven companies (as illustrated in the chart above) in which Seacon Shipping Group had an interest in were transferred to our Group pursuant to the Reorganization.
- (3) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 65% shareholding interest in Hongkong Xinyihai.
- (4) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 6.
- (5) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 7.
- (6) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 8.
- (7) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 9.
- (8) Star Wealth was dissolved on January 6, 2022 since it had no business operation after change of charterer of a chemical tanker chartered by it to Jasper Shipping.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

THE [REDACTED] INVESTMENT

Pursuant to the [REDACTED] Investment Agreement entered into between Mr. Chen and Mr. Shi Yi on October 6, 2021, Mr. Shi Yi acquired 3% equity interest in Seacon Ships Qingdao from Mr. Chen at a cash consideration of RMB108,000. Upon completion of the [REDACTED] Investment, Seacon Ships Qingdao was owned as to 80% by Mr. Guo, 17% by Mr. Chen and 3% by Mr. Shi Yi.

Further details of the [REDACTED] Investment are set out below:

Investor’s background: Mr. Shi Yi is a director of New Excel Marine (Pte.) Limited, our customer and a company incorporated in Singapore which principally engages in shipping services.

As confirmed with Mr. Shi Yi, he first become aware of our Group through our market reputation in the ship management services industry, and we first commenced business relationship with Mr. Shi Yi by providing ship management services to New Excel Marine (Pte.) Limited, a company which Mr. Shi Yi is a director of, in 2018. As confirmed by Mr. Guo and Mr. Chen, Mr. Shi Yi personally met with Mr. Guo and Mr. Chen at a business meeting in or around 2019.

Save for being a director of a customer of our Group, Mr. Shi Yi is an Independent Third Party and had no past or present relationships with our Group, Shareholders, Directors, senior management, or any of their respective associates and any connected persons of our Company prior to the completion of the [REDACTED] Investment.

Mr. Shi Yi was particularly optimistic with the prospect of the ship management services industry in the PRC. As confirmed by Mr. Shi Yi, as he saw good prospect, he decided to invest in Seacon Ships Qingdao which is principally engaged in the provision of ship management services in the PRC. To the best knowledge of our Directors, Mr. Shi Yi has already been engaged in offshore shipping related business, therefore, he decided to invest in Seacon Ships Qingdao which solely focuses on shipping management in the PRC instead of our Company as our Company’s operations encompass both onshore and offshore operations.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Date of the [REDACTED] Investment:	October 6, 2021
Date of payment of consideration of the [REDACTED] Investment:	December 6, 2021
Equity interest in Seacon Ships Qingdao acquired:	3%
Amount of consideration paid:	RMB108,000
Basis of determination of consideration:	On arm’s length basis between the parties with reference to the net asset value of Seacon Ships Qingdao as assessed by an Independent Third Party valuer in August 2021. As advised by our PRC Legal Advisers, net asset value of a company is typically used as a basis for determination of consideration of transfer of shares of a PRC company and net asset value assessed by an Independent Third Party valuer is generally perceived as a fair and reasonable basis for determining consideration in the PRC.
Date of completion of the [REDACTED] Investment:	December 6, 2021
Number of Shares held by Mr. Shi Yi immediately following completion of the [REDACTED] and the [REDACTED]:	None
Investment cost per Share paid by Mr. Shi Yi (assuming the [REDACTED] has taken place):	Not applicable
Discount over the mid-point of the indicative [REDACTED] range:	Not applicable
Use of investment amount:	Seller’s personal use

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Strategic benefits that Mr. Shi Yi would bring to our Group:	Our Directors believe that we can leverage on the commercial network and experience of Mr. Shi Yi to assist Seacon Ships Qingdao with gaining new business opportunities and broadening its customer base in the future, which will bring strategic benefits for the development and expansion of Seacon Ships Qingdao.
Shareholding in our Company immediately following completion of the [REDACTED] and [REDACTED]:	None
Special rights:	None
Relationship with our Group:	Save for being a director of a customer of our Group and a shareholder of Seacon Ships Qingdao, no other relationship with our Group.
Lock-up:	Not applicable
Public float:	Not applicable

Sponsor’s confirmation

The Sponsor is not aware of any terms of the [REDACTED] Investment that are not in compliance with the “Interim Guidance on [REDACTED] Investments” issued by the Stock Exchange on 13 October 2010 (as amended) since the consideration under the [REDACTED] Investment Agreement was settled by Mr. Shi Yi on December 6, 2021 and the [REDACTED] Investment was completed on the same day, which was more than 28 clear days before the date of the first submission of the [REDACTED] application to the Stock Exchange in relation to the [REDACTED]. The Sponsor is of the view that the terms of the [REDACTED] Investment are in compliance with Guidance Letters HKEx-GL29-12 and HKEx-GL43-12 whereas Guidance Letter HKEx-GL44-12 is not applicable to the [REDACTED] Investment.

REORGANIZATION

1. Incorporation of various investment holding companies

On October 19, 2021, Jin Chun was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Jin Chun is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, Jin Chun allotted and issued one ordinary share, credited as fully paid at par, to Mr. Guo, representing the only issued share of Jin Chun.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On October 19, 2021, CZK Holding was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, CZK Holding is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, CZK Holding allotted and issued one ordinary share, credited as fully paid at par, to Mr. Chen, representing the only issued share of CZK Holding.

On November 24, 2021, Ruigao Holding was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Ruigao Holding is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, Ruigao Holding allotted and issued one ordinary share, credited as fully paid, to Mr. Zhao Yong, representing the only issued share of Ruigao Holding.

On November 24, 2021, Passion Wealth was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Passion Wealth is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, Passion Wealth allotted and issued one ordinary share, credited as fully paid, to Mr. He Gang, representing the only issued share of Passion Wealth.

2. Incorporation of our Company

On October 22, 2021, our Company was incorporated in the Cayman Islands as an exempted company with limited liability, having an initial authorized share capital of HK\$380,000 divided into 38,000,000 ordinary shares of par value of HK\$0.01 each. On the date of incorporation, one Share was allotted and issued as fully paid to the initial subscriber, an Independent Third Party, which in turn transferred such one Share to Jin Chun at par. On the same day, seven and two Shares were allotted and issued, credited as fully paid at par, to Jin Chun and CZK Holding, respectively. After such allotment and issuance of Shares, Jin Chun and CZK Holding owned eight and two Shares, representing 80% and 20% of the issued share capital of our Company, respectively.

3. Incorporation of Seacon Ships Group (BVI) and Seacon Marine (BVI)

On October 27, 2021, Seacon Ships Group (BVI) was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Seacon Ships Group (BVI) is authorized to issue up to a maximum of 50,000 shares of a single class with a par value of USD1.00 each. On the date of incorporation, Seacon Ships Group (BVI) allotted and issued one ordinary share, credited as fully paid at par, to our Company, representing the only issued share of Seacon Ships Group (BVI). As a result, Seacon Ships Group (BVI) has become a direct wholly-owned subsidiary of our Company.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On October 27, 2021, Seacon Marine (BVI) was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Seacon Marine (BVI) is authorized to issue up to a maximum of 50,000 shares of a single class with a par value of USD1.00 each. On the date of incorporation, Seacon Marine (BVI) allotted and issued one ordinary share, credited as fully paid at par, to our Company, representing the only issued share of Seacon Marine (BVI). As a result, Seacon Marine (BVI) has become a direct wholly-owned subsidiary of our Company.

4. Incorporation of Seacon Ships Group (HK)

On November 8, 2021, Seacon Ships Group (HK) was incorporated in Hong Kong as a limited liability company. On the date of incorporation, Seacon Ships Group (HK) allotted and issued 10,000 shares to Seacon Ships Group (BVI), representing the entire issued share capital of Seacon Ships Group (HK). As a result, Seacon Ships Group (HK) has become a direct wholly-owned subsidiary of Seacon Ships Group (BVI) and an indirect wholly-owned subsidiary of our Company.

5. Transfer of Seacon Ships Management (SG), Seacon Marine Technical, Seacon Tankers, Seacon Ships Management (HK) and Ocean Fleet Shipmanage to Seacon Ships Group (HK)

On November 23, 2021, Seacon Ships Management Group transferred its 50,000 shares in Seacon Ships Management (SG), representing the entire issued share capital of Seacon Ships Management (SG), to Seacon Ships Group (HK). In consideration of the transfer, Seacon Ships Group (HK) allotted and issued one share, credited as fully paid, to Seacon Ships Group (BVI) on November 25, 2021 as directed by Seacon Ships Management Group.

On November 23, 2021, Seacon Ships Management Group transferred its 100,000 shares in Seacon Marine Technical, representing the entire issued share capital of Seacon Marine Technical, to Seacon Ships Group (HK). In consideration of the transfer, Seacon Ships Group (HK) allotted and issued one share, credited as fully paid, to Seacon Ships Group (BVI) on November 25, 2021 as directed by Seacon Ships Management Group.

On November 23, 2021, Seacon Ships Management Group transferred its 10,000 shares in Seacon Tankers, representing the entire issued share capital of Seacon Tankers, to Seacon Ships Group (HK). In consideration of the transfer, Seacon Ships Group (HK) allotted and issued one share, credited as fully paid, to Seacon Ships Group (BVI) on November 25, 2021 as directed by Seacon Ships Management Group.

On November 24, 2021, Seacon Ships Management Group transferred its 10,000 shares in Seacon Ships Management (HK), representing the entire issued share capital of Seacon Ships Management (HK), to Seacon Ships Group (HK). In consideration of the transfer, Seacon Ships Group (HK) allotted and issued one share, credited as fully paid, to Seacon Ships Group (BVI) on November 25, 2021 as directed by Seacon Ships Management Group.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On November 24, 2021, Seacon Ships Management Group transferred its 10,000 shares in Ocean Fleet Shipmanage, representing the entire issued share capital of Ocean Fleet Shipmanage, to Seacon Ships Group (HK). In consideration of the transfer, Seacon Ships Group (HK) allotted and issued one share, credited as fully paid, to Seacon Ships Group (BVI) on November 25, 2021 as directed by Seacon Ships Management Group.

As a result, Seacon Ships Management (SG), Seacon Marine Technical, Seacon Tankers, Seacon Ships Management (HK) and Ocean Fleet Shipmanage have become direct wholly-owned subsidiaries of Seacon Ships Group (HK) and indirect wholly-owned subsidiaries of our Company.

6. Transfer of Seacon Marine (SG) to Seacon Marine (BVI)

On November 23, 2021, Junyue Holding and Akai Holding transferred their respective 80,000 and 20,000 shares in Seacon Marine (SG), representing 80% and 20% of the issued share capital of Seacon Marine (SG), to Seacon Marine (BVI). In consideration of the transfers, Seacon Marine (BVI) allotted and issued eight and two ordinary shares, credited as fully paid, to our Company on December 3, 2021 as directed by Junyue Holding and Akai Holding, respectively.

As a result, Seacon Marine (SG) has become a direct wholly-owned subsidiary of Seacon Marine (BVI) and an indirect wholly-owned subsidiary of our Company.

7. Allotment and issuance and transfers of Shares

On November 25, 2021, 7,992 and 1,998 Shares were further allotted and issued, credited as fully paid at par, to Jin Chun and CZK Holding, respectively. After such allotment and issuance of Shares, Jin Chun and CZK Holding owned 8,000 and 2,000 Shares, representing 80% and 20% of the issued share capital of our Company, respectively.

On November 30, 2021, Jin Chun transferred 200 and 100 Shares, for cash at par, to Ruigao Holding and Passion Wealth, respectively. As a result, Jin Chun, CZK Holding, Ruigao Holding and Passion Wealth owned 7,700, 2,000, 200 and 100 Shares, representing 77%, 20%, 2% and 1% of the issued share capital of our Company, respectively.

8. Transfer of Seacon Star Marine Consultant to Seacon Shipping Group

On November 29, 2021, since the business of Seacon Star Marine Consultant is not related to the core business of our Group, Seacon Ships Management (HK) transferred its 51,000 shares in Seacon Star Marine Consultant, representing 51% of the issued share capital of Seacon Star Marine Consultant, to Seacon Shipping Group for S\$1.00. The consideration was determined based on the net asset value of Seacon Star Marine Consultant which was negative at the material time and was settled on November 26, 2021. As a result, Seacon Ships Management (HK) ceased to have any shareholding interest in Seacon Star Marine Consultant.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

9. Investment by Mr. Shi Yi in Seacon Ships Qingdao

Pursuant to the [REDACTED] Investment Agreement, Mr. Shi Yi acquired 3% equity interest in Seacon Ships Qingdao from Mr. Chen at a cash consideration of RMB108,000 paid on December 6, 2021. Upon completion of the [REDACTED] Investment, Seacon Ships Qingdao was converted to a foreign-invested enterprise and was owned as to 80% by Mr. Guo, 17% by Mr. Chen and 3% by Mr. Shi Yi. See “The [REDACTED] Investment” in this section for details.

10. Transfer of Seacon Shipping Japan to Seacon Marine (SG)

On December 6, 2021, Seacon Shipping Group (as vendor) and Seacon Marine (SG) (as purchaser) entered into a sale and purchase agreement, pursuant to which Seacon Shipping Group transferred its 1,200 shares in Seacon Shipping Japan, representing the entire stated share capital of Seacon Shipping Japan, to Seacon Marine (SG). In consideration of the transfer, Seacon Marine (SG) allotted and issued one share to Seacon Marine (BVI) on December 9, 2021 as directed by Seacon Shipping Group.

As a result, Seacon Shipping Japan has become a direct wholly-owned subsidiary of Seacon Marine (SG) and an indirect wholly-owned subsidiary of our Company.

11. Establishment of The J&Y Trust and The CZK Trust

On December 6, 2021, Mr. Guo, as the settlor and protector, established The J&Y Trust (being a discretionary trust) with Tricor Equity Trustee, acting as the trustee, for succession planning purposes. The beneficiaries of The J&Y Trust are Mr. Guo and his family members.

On December 6, 2021, Mr. Chen, as the settlor and protector, established The CZK Trust (being a discretionary trust) with Tricor Equity Trustee, acting as the trustee, for succession planning purposes. The beneficiaries of The CZK Trust are Mr. Chen and his family members.

On December 15, 2021, Jin Qiu was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Jin Qiu is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, Jin Qiu allotted and issued one ordinary share, credited as fully paid, to Shining Friends, representing the only issued share of Jin Qiu.

On December 15, 2021, Kaimei Holding was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Kaimei Holding is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, Kaimei Holding allotted and issued one ordinary share, credited as fully paid, to Oceanic Flame, representing the only issued share of Kaimei Holding.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On December 20, 2021, Jin Chun transferred 6,600 Shares, for cash at par, to Jin Qiu. As a result, pursuant to The J&Y Trust, Mr. Guo, through Shining Friends and Jin Qiu, indirectly held 66% of shareholding interest in our Company. On December 20, 2021, CZK Holding transferred 1,900 Shares, for cash at par, to Kaimei Holding. As a result, pursuant to The CZK Trust, Mr. Chen, through Oceanic Flame and Kaimei Holding, indirectly held 19% of shareholding interest in our Company.

12. Establishment of the Share Award Trust

On December 8, 2021, Jovial Alliance was incorporated in the BVI as a company with liability limited by shares. Since the date of incorporation, Jovial Alliance is authorized to issue up to a maximum of 50,000 ordinary shares of a single class with a par value of USD1.00 each. On the date of incorporation, Jovial Alliance allotted and issued 100 ordinary shares, credited as fully paid, to Tricor Trust (Hong Kong), representing all the issued shares of Jovial Alliance.

On February 22, 2022, our Company, as the settlor, established the Share Award Trust (being a discretionary trust) with Tricor Trust (Hong Kong), acting as the trustee, for incentivizing and rewarding selected grantees under the Share Award Plan. The beneficiaries of the Share Award Trust are selected grantees under the Share Award Plan.

Pursuant to a Deed of Gift dated February 22, 2022, on the same day, Jin Chun transferred 800 Shares, at nil consideration, to Jovial Alliance. As a result, pursuant to the Share Award Trust, Tricor Trust (Hong Kong), as trustee and through Jovial Alliance, indirectly held 8% of shareholding interest in our Company.

13. Transfer of 35% interest in Hongkong Xinyihai to Seacon Shipping

On December 14, 2021, Seacon Shipping Group transferred 3,500 shares in Hongkong Xinyihai, representing 35% of the issued share capital of Hongkong Xinyihai, to Seacon Shipping. In consideration of the transfer, Seacon Shipping allotted and issued one share to Seacon Marine (SG) on December 29, 2021 as directed by Seacon Shipping Group.

As a result, our Company indirectly owns 35% shareholding interest in Hongkong Xinyihai.

14. Transfer of 49.5% interest in Seacon 6, Seacon 7, Seacon 8 and Seacon 9 to Seacon Shipping

On December 14, 2021, Hongkong Zengzhou transferred 39,600 shares in Seacon 6, representing 49.5% of the issued share capital of Seacon 6, to Seacon Shipping. In consideration of the transfer, Seacon Shipping allotted and issued one share to Seacon Marine (SG) on December 29, 2021 as directed by Hongkong Zengzhou.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

On December 14, 2021, Hongkong Zengzhou transferred 39,600 shares in Seacon 7, representing 49.5% of the issued share capital of Seacon 7, to Seacon Shipping. In consideration of the transfer, Seacon Shipping allotted and issued one share to Seacon Marine (SG) on December 29, 2021 as directed by Hongkong Zengzhou.

On December 14, 2021, Hongkong Zengzhou transferred 39,600 shares in Seacon 8, representing 49.5% of the issued share capital of Seacon 8, to Seacon Shipping. In consideration of the transfer, Seacon Shipping allotted and issued one share to Seacon Marine (SG) on December 29, 2021 as directed by Hongkong Zengzhou.

On December 14, 2021, Hongkong Zengzhou transferred 39,600 shares in Seacon 9, representing 49.5% of the issued share capital of Seacon 9, to Seacon Shipping. In consideration of the transfer, Seacon Shipping allotted and issued one share to Seacon Marine (SG) on December 29, 2021 as directed by Hongkong Zengzhou.

As a result, our Company indirectly owns 49.5%, 49.5%, 49.5% and 49.5% shareholding interests in Seacon 6, Seacon 7, Seacon 8 and Seacon 9, respectively.

15. Establishment of Seacon Ships Shanghai

On December 21, 2021, Seacon Ships Shanghai was established in the PRC as a wholly foreign-owned enterprise in the PRC with an initial registered capital of USD2,000,000. From the date of establishment, Seacon Ships Shanghai was wholly-owned by Seacon Ships Management (SG).

As a result, Seacon Ships Shanghai became a direct wholly-owned subsidiary of Seacon Ships Management (SG) and an indirect wholly-owned subsidiary of our Company.

16. Transfer of Seacon Ships Management (Ningbo) to Seacon Ships Group (HK)

On December 23, 2021, Seacon Ships Management Group transferred its 50,000 shares in Seacon Ships Management (Ningbo), representing the entire issued share capital of Seacon Ships Management (Ningbo), to Seacon Ships Group (HK). In consideration of the transfer, Seacon Ships Group (HK) allotted and issued one share, credited as fully paid, to Seacon Ships Group (BVI) on December 23, 2021 as directed by Seacon Ships Management Group.

As a result, Seacon Ships Management (Ningbo) has become a direct wholly-owned subsidiary of Seacon Ships Group (HK) and an indirect wholly-owned subsidiary of our Company.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

17. Change of charterer of chemical tanker

From September 24, 2020 to January 6, 2022, Star Wealth chartered a chemical tanker. On January 6, 2022, the charterer of the said chemical tanker was changed to Jasper Shipping. Thereafter, Star Wealth had no business operation and was subsequently dissolved on January 6, 2022.

18. Transfer of Seacon Ships Qingdao to Seacon Ships Shanghai

On January 11, 2022, Mr. Guo (as vendor) and Seacon Ships Shanghai (as purchaser) entered into a sale and purchase agreement, pursuant to which Mr. Guo transferred his 80% equity interest in Seacon Ships Qingdao to Seacon Ships Shanghai for cash consideration of RMB4.6 million, which was fully settled on February 28, 2022. The consideration was determined based on the net asset value of Seacon Ships Qingdao as assessed by an Independent Third Party valuer in January 2022.

On January 11, 2022, Mr. Chen (as vendor) and Seacon Ships Shanghai (as purchaser) entered into a sale and purchase agreement, pursuant to which Mr. Chen transferred his 17% equity interest in Seacon Ships Qingdao to Seacon Ships Shanghai for cash consideration of RMB977,500, which was fully settled on February 25, 2022. The consideration was determined based on the net asset value of Seacon Ships Qingdao as assessed by an Independent Third Party valuer in January 2022.

As a result, Seacon Ships Qingdao became owned as to 97% by Seacon Ships Shanghai and 3% by Mr. Shi Yi, and an indirect non-wholly owned subsidiary of our Company.

19. Termination of the Share Award Trust

On January 20, 2023, the Share Award Plan was cancelled pursuant to the written resolutions of our Directors. On January 31, 2023, Tricor Trust (Hong Kong) transferred 100 ordinary shares in Jovial Alliance for cash at par, to Mr. Guo. No trust assets remain under the Share Award Trust and the Share Award Trust was terminated pursuant to a Deed of Termination dated February 3, 2023.

Since its establishment on February 22, 2022 up to its termination on February 3, 2023, no grantees were selected and no Shares has been granted under the Share Award Trust.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

20. Increase in authorized share capital of our Company

On March 2, 2023, the authorized share capital of our Company was increased from HK\$380,000 divided into 38,000,000 Shares of a par value of HK\$0.01 each to HK\$7,000,000 divided into 700,000,000 Shares of a par value of HK\$0.01 each by the creation of an additional 662,000,000 new Shares of a par value of HK\$0.01 each, each ranking *pari passu* in all respects with the Shares in issue.

As confirmed by our Directors, each of the share transfers and disposal made in the Reorganization was properly and legally completed and settled and the relevant regulatory approvals for the Reorganization have been obtained.

SAFE CIRCULAR NO. 37

Pursuant to the SAFE Circular No. 37 promulgated by SAFE and which became effective on July 4, 2014, (i) a PRC resident must register with the local SAFE branch before he or she contributes assets or equity interests in an overseas special purpose vehicle (the “Overseas SPV”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting investment or financing; and (ii) following the initial registration, the PRC resident is also required to register with the local SAFE branch for any major change in respect of the Overseas SPV, including, among other things, a change of the Overseas SPV’s PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV’s capital, share transfer or swap, and merger or division. Pursuant to SAFE Circular No. 37, failure to comply with these registration procedures may result in penalties.

Pursuant to the SAFE Circular No. 13 issued by SAFE and which became effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE to local banks where the assets or interest in the domestic entity was located.

As advised by our PRC Legal Advisers, Mr. Guo and Mr. Chen, who are PRC residents, have completed their foreign exchange registration of overseas investments as required under SAFE Circular No. 37 on November 11, 2021.

As advised by our PRC Legal Advisers, Mr. Zhao Yong and Mr. He Gang, who are PRC residents, have completed their foreign exchange registration of overseas investments as required under SAFE Circular No. 37 on December 30, 2021.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

M&A RULES

Pursuant to the M&A Rules, promulgated by six PRC ministries including MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, CSRC, SAT, SAIC, and SAFE on August 8, 2006, and which became effective from September 8, 2006, amended and became effective on June 22, 2009, foreign investors must comply with the M&A Rules when (i) they purchase equity interests of a domestic enterprise or subscribe for the increased capital of a domestic enterprise, and thus changing of the nature of the domestic enterprise into a foreign-invested enterprise; (ii) when they establish a foreign-invested enterprise in China, purchase the assets of a domestic enterprise and operate the asset; or (iii) when they purchase the assets of a domestic non-foreign invested enterprise by agreement, establish a foreign-invested enterprise by injecting such assets, and operate the assets. The M&A Rules, among other things, also require that if an overseas company established or controlled by PRC companies or PRC citizens intends to acquire equity interests or assets of any other PRC domestic company affiliated with the PRC citizens, such acquisition must be submitted to MOFCOM for approval.

On October 6, 2021, Mr. Shi Yi, a foreign investor, acquired 3% equity interest in Seacon Ships Qingdao from Mr. Chen (the “**First Acquisition**”). The First Acquisition was subject to the M&A Rules and Seacon Ships Qingdao had obtained a new business license in accordance with the M&A Rules signifying its status as a foreign-invested enterprise.

On January 11, 2022, as part of the Reorganization, Mr. Guo and Mr. Chen transferred 80% and 17% equity interest in Seacon Ships Qingdao to Seacon Ships Shanghai, respectively, and Seacon Ships Shanghai acquired 97% equity interest in Seacon Ships Qingdao in aggregate (the “**Second Acquisition**”). In accordance with the Guidance on Administration for Foreign Investment Access (《外商投資准入管理指引手冊》) promulgated by MOFCOM on December 18, 2008, the M&A Rules shall not apply to the transfer of equity interest in an existing foreign-invested enterprise. Since Seacon Ships Qingdao was a foreign-invested enterprise as of the date of the Second Acquisition, the M&A Rules did not apply to the Second Acquisition and the Second Acquisition was not subject to the approval by MOFCOM or CSRC.

REASONS FOR NOT INCLUDING CERTAIN COMPANIES AS PART OF OUR GROUP

Pursuant to the Reorganization, certain companies controlled by Mr. Guo and Mr. Chen were not injected into our Group. See “Relationship with our Controlling Shareholders — Companies owned by our Controlling Shareholder but not included in our Group” and “Relationship of our Controlling Shareholders — Companies owned by our executive Directors but not included in our Group” for reasons for not including them as part of our Group.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Notes:

- (1) The J&Y Trust is a discretionary trust established by Mr. Guo, as the settlor and protector, with Tricolor Equity Trustee, as the trustee, for the benefit of Mr. Guo and his family members. Shining Friends is wholly-owned by Tricolor Equity Trustee. See “Reorganization — 11. Establishment of The J&Y Trust and The CZK Trust” in this section for details.
- (2) The CZK Trust is a discretionary trust established by Mr. Chen, as the settlor and protector, with Tricolor Equity Trustee, as the trustee, for the benefit of Mr. Chen and his family members. Oceanic Flame is wholly-owned by Tricolor Equity Trustee. See “Reorganization — 11. Establishment of The J&Y Trust and The CZK Trust” in this section for details.
- (3) On February 22, 2022, our Company, as the settlor, established the Share Award Trust with Tricolor Trust (Hong Kong) acting as the trustee, for incentivizing and rewarding selected grantees under the Share Award Plan. Pursuant to a Deed of Gift dated February 22, 2022, on the same day, Jin Chun transferred 800 Shares, at nil consideration, to Jovial Alliance. As a result, pursuant to the Share Award Trust, Tricolor Trust (Hong Kong), as trustee and through Jovial Alliance, indirectly held 8% of shareholding interest in our Company. On January 20, 2023, the Share Award Plan was cancelled pursuant to the written resolutions of our Directors. On January 31, 2023, Tricolor Trust (Hong Kong) transferred 100 ordinary shares in Jovial Alliance for cash at par, to Mr. Guo. No trust assets remain under the Share Award Trust and the Share Award Trust was terminated on February 3, 2023. See “Reorganization — 12. Establishment of the Share Award Trust” and “Reorganization — 19. Termination of the Share Award Trust” in this section for details.
- (4) Mr. Zhao Yong held the entire shareholding interest in Ruigao Holding.
- (5) Mr. He Gang held the entire shareholding interest in Passion Wealth.
- (6) Seacon Ships Management (HK) has established Seacon Ships Management (HK) (Qingdao Representative Office) as its representative office at Qingdao, the PRC.
- (7) Ocean Fleet Shipmanagement was incorporated in Hong Kong on November 1, 2021.
- (8) Seacon Ships Europe was incorporated in the Marshall Islands on April 19, 2022. China Maritime General Services Co., Limited, an Independent Third Party, held 49% shareholding interest in Seacon Ships Europe. As confirmed by Mr. Guo, China Maritime General Services Co., Limited is in turn wholly-owned by a family member of Mr. Gao.
- (9) Seacon Ships Management (Fuzhou) was incorporated in Hong Kong on September 14, 2022.
- (10) Ocean Wealth Enterprise Pte. Ltd., an Independent Third Party, held 50% shareholding interest in MSM Ship.
- (11) Mr. Shi Yi is our [REDACTED] Investor.
- (12) Seacon Ships Qingdao has established Seacon Ships Qingdao (Shanghai) as its branch office at Shanghai, the PRC.
- (13) Seacon Ships Fujian was established in the PRC on November 3, 2021.
- (14) Seacon Ships Zhejiang has established Seacon Ships Zhejiang (Qingdao) as its branch office at Qingdao, the PRC.
- (15) Wealthy & Glory Marine Pte. Ltd. held 40% shareholding interest in Seacon Enterprise. Wealthy & Glory Marine Pte. Ltd. is wholly-owned by Mr. Wang Guangfu (王光福), who is a director of Seacon Enterprise. Prior to joining our Group in January 2017, Mr. Wang Guangfu had been working in the maritime shipping industry for over 14 years. As confirmed by Mr. Guo and Mr. Wang Guangfu, Mr. Wang Guangfu became acquainted with our Group during a business meeting in or around 2016. As our Group was planning to expand our service offerings to shipping services at that time, Mr. Guo and Mr. Chen considered Mr. Wang Guangfu’s market know-how and commercial network highly conducive to developing and growing our shipping business in earnest.
- (16) Seacon Shipping (Qingdao) was incorporated in Hong Kong on December 29, 2021.
- (17) Golden Lotus was incorporated in the Marshall Islands on November 24, 2021.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

- (18) Golden Violet was incorporated in the Marshall Islands on November 3, 2021.
- (19) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 65% shareholding interest in Hongkong Xinyihai.
- (20) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 6.
- (21) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 7.
- (22) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 8.
- (23) Hongkong Zhoushan Yihai Shipping Co., Limited (香港舟山一海海運有限公司), an Independent Third Party, held 50.5% shareholding interest in Seacon 9.
- (24) Seacon Hamburg was incorporated in Liberia on August 10, 2022.
- (25) Seacon Nola was incorporated in Liberia on August 10, 2022.
- (26) Seacon Santos was incorporated in Liberia on August 10, 2022.
- (27) Seacon Tokyo was incorporated in Liberia on August 10, 2022.
- (28) Seacon Vancouver was incorporated in Liberia on August 10, 2022.
- (29) Seacon Qingdao Shipping was established in the PRC on May 10, 2022.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

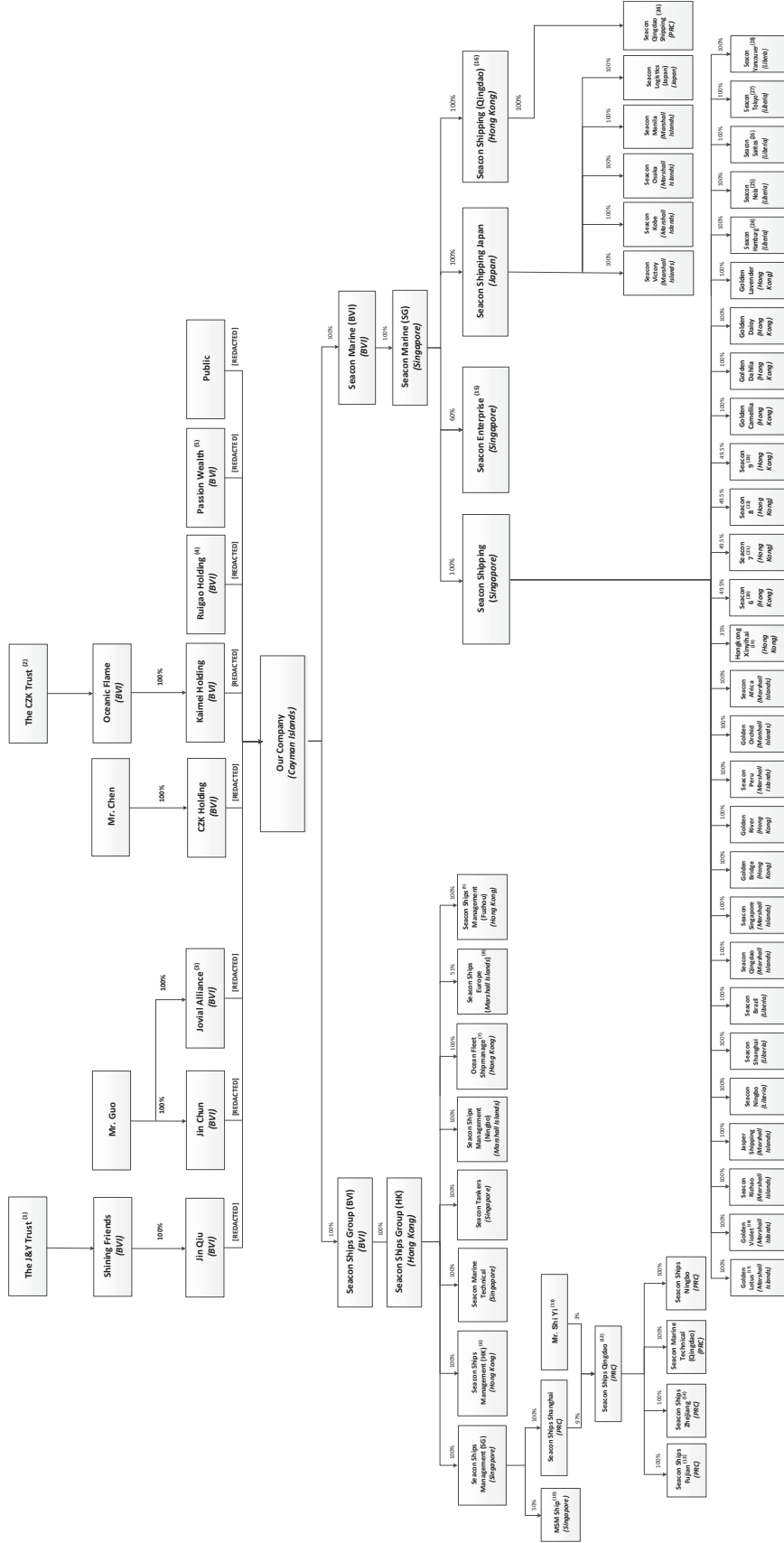
[REDACTED] AND [REDACTED]

Conditional on the conditions as stated in “Structure and Conditions of the [REDACTED]”, our Company will allot and issue the [REDACTED] pursuant to the [REDACTED] for subscription by [REDACTED], representing not less than [REDACTED]% of the total issued share capital of our Company upon the [REDACTED].

Conditional on the conditions as stated in “Structure and Conditions of the [REDACTED]” and the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the allotment and issuance of the [REDACTED] pursuant to the [REDACTED], a sum of approximately HK\$[REDACTED] (or any such amount any one Director may determine) standing to the credit of our Company’s share premium account will be capitalized by applying such sum to pay up in full at par a total of [REDACTED] Shares (or any such number of Shares any one Director may determine) for allotment and issuance to Jin Chun ([REDACTED] Shares), CZK Holding ([REDACTED] Shares), Jin Qiu ([REDACTED] Shares), Kaimei Holding ([REDACTED] Shares), Jovial Alliance ([REDACTED] Shares), Ruigao Holding ([REDACTED] Shares) and Passion Wealth ([REDACTED] Shares), being the Shareholders at the close of business of March 2, 2023, in proportion to their respective shareholding in our Company. As a result, Jin Chun, CZK Holding, Jin Qiu, Kaimei Holding, Jovial Alliance, Ruigao Holding and Passion Wealth will hold [REDACTED] Shares, [REDACTED] Shares, [REDACTED] Shares, [REDACTED] Shares, [REDACTED] Shares, [REDACTED] Shares and [REDACTED] Shares in our Company, respectively, representing [REDACTED]%, [REDACTED]%, [REDACTED]%, [REDACTED]%, [REDACTED]%, [REDACTED]% and [REDACTED]% of the total issued share capital of our Company upon the [REDACTED], respectively.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart sets forth our corporate and shareholding structure immediately after completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account any Share to be allotted and issued upon exercise of any share option which may be granted under the Share Option Scheme):



Please refer to notes (1) to (29) on pages 187 to 188 of this document.