
FORWARD-LOOKING STATEMENTS

This circular contains forward-looking statements. All statements other than statements of historical fact contained in this circular, including, without limitation:

- (a) the discussions of business strategies, objectives and expectations regarding future operations, margins, profitability, liquidity and capital resources;
- (b) any statements concerning the future development of, and trends and conditions in, the digital commerce solutions industry and the general economy of the countries in which the Successor Group operates or plans to operate;
- (c) any statements concerning the ability of the Successor Group to control costs or raise adequate and timely funding;
- (d) any statements concerning the nature of, and potential for, the future development of the business of the Successor Group; and
- (e) any statements preceded by, followed by or that include words and expressions such as “expect,” “believe,” “plan,” “intend,” “estimate,” “forecast,” “project,” “anticipate,” “seek,” “may,” “will,” “ought to,” “would,” “should” and “could” or similar words or statements,

as they relate to the Successor Group or its management, are forward-looking statements.

These statements are based on assumptions regarding present and future business, business strategies and the environment in which the Successor Group will operate. These forward-looking statements reflect the Target Group’s current views as to future events and are not a guarantee of the future performance of the Successor Group. Forward-looking statements are subject to certain known and unknown risks, uncertainties and assumptions, including the risk factors described in “Risk Factors.” Important factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements include, among other things, the following:

- developments in business strategies and business plans of the Successor Group;
- prevailing economic, industry and market conditions in which the Successor Group operate or into which the Successor Group expands;
- the ability of the Successor Group to maintain its presence in the markets;
- the relationships of the Successor Group with its customers and other business partners;

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- developments of competitors and other competitive pressures within the industries in which the Successor Group operates;
- regulatory changes affecting, among other things, the digital commerce solutions industry, accounting standards and taxes;
- uncertainties relating to the future prospects, business development, results of operations and financial condition of the Successor Group; and
- changes in the future capital needs and capital expenditure plans of the Successor Group.

Subject to the requirements of applicable laws, rules and regulations, the Company and the Target Company do not have any obligation and undertakes no obligation, to update or otherwise revise the forward-looking statements in this circular, whether as a result of new information, future events or developments or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this circular might not occur in the way the Company and/or the Target Company expect or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements contained in this circular are qualified by reference to the cautionary statements set out in this section as well as the risks and uncertainties discussed in “Risk Factors.” In this circular, statements of or references to the intentions of the Company, the Target Company or that of any of the Directors are made as of the date of this circular. Any of these intentions may change in light of future developments.