

## SUBSTANTIAL, SIGNIFICANT, INITIAL MANAGEMENT AND OTHER SHAREHOLDERS

### SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, the following persons (without taking into account the Shares which may be issued upon the exercise of the Over-allotment Option and the options granted or to be granted under the Pre-IPO Share Option Plan and the Share Option Scheme and the Shares which may be taken up pursuant to the Placing), will be directly or indirectly interested in 10% or more of the Shares in issue immediately following completion of the Placing and the Capitalisation Issue:

Name of shareholders	Number of Shares directly held immediately after the Placing and the Capitalisation Issue	Approximate direct percentage of shareholding in the Company held immediately after the Placing and the Capitalisation Issue
Super Code Limited ( <i>Note</i> )	186,207,496	31.04%
HyComm Wireless Limited	60,584,726	10.10%

*Note:* Super Code Limited is beneficially owned as to 72.02% by Mr. Yu Hang Chung, Herman, as to 4.23% by Mr. Kam Chun Ying, Francis, as to 8.22% by Mr. Ng Wing Hong, as to 4.11% by Mr. Suen Kwok Kin, as to 8.81% by Digikap Asia Limited and as to 2.61% by Ms. Lam Ching Shan.

### INITIAL MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, the following persons (without taking into account the Shares which may be issued upon the exercise of the Over-allotment Option and the options granted or to be granted under the Pre-IPO Share Option Plan, the Share Option Scheme and the Shares which may be taken up pursuant to the Placing), will be directly or indirectly interested in 1% or more of the Shares in issue and who are able, as a practical matter, to direct or influence the management of the Company:

Name of shareholders	Number of Shares directly or indirectly held immediately after the Placing and the Capitalisation Issue	Approximate direct or indirect attributable percentage of shareholding in the Company held immediately after the Placing and the Capitalisation Issue
Mr. Yu Hang Chung, Herman ( <i>Note 1</i> )	134,106,639	22.35%
HyComm Wireless Limited ( <i>Note 2</i> )	60,584,726	10.10%
Mr. Cheng Yu Hong ( <i>Note 3</i> )	27,060,330	4.51%
Digikap Asia Limited ( <i>Note 3</i> )	27,060,330	4.51%
Cyber Campus Networks Limited ( <i>Note 4</i> )	8,295,122	1.38%
Mr. Ng Wing Hong ( <i>Note 5</i> )	21,384,603	3.56%
Mr. Suen Kwok Kin ( <i>Note 6</i> )	10,692,301	1.78%
Mr. Kam Chun Ying, Francis ( <i>Note 7</i> )	10,996,778	1.83%
Ms. Lam Ching Shan ( <i>Note 8</i> )	9,907,905	1.65%
Super Code Limited ( <i>Note 9</i> )	186,207,496	31.04%

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*Note:*

1. Mr. Yu Hang Chung, Herman is a shareholder of Super Code Limited and an executive Director.
2. HyComm Wireless Limited is an Initial Management Shareholder by virtue of the fact that it has a representative on the board of Directors of the Company.
3. Digikap Asia Limited is wholly owned by Mr. Cheng Yu Hong, an executive Director.
4. Cyber Campus Networks Limited is an Initial Management Shareholder beneficially owned 50% by Mr. Ng Hoi Kam, as to 12.5% by Mr. Li Chun Wan, both of whom are Independent Third Parties and as to 37.5% by Ms. Lam Ching Shan, a member of the senior management of the Group.
5. Mr. Ng Wing Hong is a shareholder of Super Code Limited and a member of senior management of the Group.
6. Mr. Suen Kwok Kin is a shareholder of Super Code Limited and an executive Director.
7. Mr. Kam Chun Ying, Francis is a shareholder of Super Code Limited and an executive Director.
8. Ms. Lam Ching Shan is a shareholder of Super Code Limited and Cyber Campus Networks Limited and a member of senior management of the Group.
9. Super Code Limited is a substantial and controlling shareholder of the Company. Super Code Limited is held as to approximately 72.02%, 8.22%, 4.23%, 4.11%, 2.61% and 8.81% by Mr. Yu Hang Chung, Herman, Mr. Ng Wing Hong, Mr. Kam Chun Ying, Francis, Mr. Suen Kwok Kin, Ms. Lam Ching Shan and Digikap Asia Limited, respectively.

### SIGNIFICANT SHAREHOLDER

So far as the Directors are aware, the following person (without taking into account the Shares which may be issued upon exercise of the Over-allotment Option and the options granted or to be granted under the Pre-IPO Share Option Plan, the Share Option Scheme and the Shares which may be taken up under the Placing) is entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company immediately following completion of the Placing and the Capitalisation Issue:

Significant shareholder	Number of Shares directly held immediately after the Placing and the Capitalisation Issue	Approximate percentage of shareholding immediately after the Placing and the Capitalisation Issue
Gainson Limited	46,083,974	7.68%

### UNDERTAKINGS

Each of the Initial Management Shareholders in the Company has undertaken to the Stock Exchange, the Company, the Sponsor and each of the Underwriters that:

- (a) during the period of 12 months from the Listing Date, it/he/she will not and will procure that none of its/his/her associates (as defined in the GEM Listing Rules) will sell, transfer or otherwise dispose of (or enter into any agreement to dispose of) nor

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permit the registered holder to dispose of (or to enter into any agreement to dispose of), save pursuant to a pledge or charge to an authorised institution under the Banking Ordinance as security for a bona fide commercial loan, any of its/his/her Relevant Securities (as defined in the GEM Listing Rules) or any shares in any company controlled by it/him/her which is the beneficial owner of any of the Relevant Securities; and

- (b) it/he/she shall enter into an escrow agreement with an escrow agent acceptable to the Stock Exchange and the Sponsor and place in escrow, with such escrow agent, the Relevant Securities held by it/him/her during the period of 12 months from the Listing Date.

Immediately after the Placing and the Capitalisation Issue and until the expiry of the period of 12 months from the Listing Date, the aggregate number of Shares which will be subject to the above non-disposal restriction is 279,917,733 Shares.

Each of the Initial Management Shareholders has undertaken to the Company and the Stock Exchange that, during the first 12 months from the Listing Date:

- (i) in the event that it/he/she pledges or charges its/his/hers direct or indirect interest in the Relevant Securities under Rule 13.17 of the GEM Listing Rules or pursuant to any right or waiver granted by the Stock Exchange pursuant to Rule 13.17(5) of the GEM Listing Rules at any time during the moratorium period, it/he/she must inform the Company immediately thereafter, disclosing the relevant information specified in Rule 17.43(1) to (4) of the GEM Listing Rules; and
- (ii) having pledged or charged any interest in the Relevant Securities as referred to in (i) above, it/he/she must inform the Company immediately in the event that it/he/her becomes aware that the pledgee or the chargee has disposed of or intends to dispose of such interest and of the number of Relevant Securities affected.

Each of the shareholders of Super Code Limited has undertaken to the Company, the Sponsor and the Stock Exchange that he/she will not dispose of (nor enter into any agreement to dispose of) nor permit the registered holder to dispose of (nor enter into any agreement to dispose of) any of the shares in Super Code Limited during the first 12 months after the Listing Date.

Mr. Yu Hang Chung, Herman, an executive Director and the controlling shareholder of Super Code Limited, has undertaken to the Company, the Sponsor and the Stock Exchange that he will not dispose of (nor enter into any agreement to dispose of) any of his shares in Super Code Limited during the first 12 months after the Listing Date.

Mr. Cheng Yu Hong, an executive Director and the beneficial shareholder of Digikap Asia Limited, has undertaken to the Company, the Sponsor and the Stock Exchange that he will not dispose of (nor enter into any agreement to dispose of) his direct or indirect interest in Digikap Asia Limited during the first 12 months after the Listing Date.

Ms. Lam Ching Shan has undertaken to the Company, the Sponsor and the Stock Exchange that she will not dispose of (nor enter into any agreement to dispose of) her direct or indirect interest in Cyber Campus Networks Limited during the first 12 months after the Listing Date.

Gainson Limited, a significant shareholder of the Company, has undertaken to the Company, the Sponsor and the Stock Exchange not to dispose of its direct or indirect interest in its Relevant Securities for a period of six months after the Listing Date.

Mr. Fung Wing Cheung, Tony, the sole beneficial owner of Gainson Limited has undertaken to the Company, the Sponsor and the Stock Exchange not to dispose of his direct/indirect interest in Gainson Limited for a period of six months after the Listing Date.