



結好證券有限公司
GET NICE SECURITIES LIMITED

(結好控股附屬公司股票代號 64)

(A Wholly Owned Subsidiary of Get Nice Holdings Limited Stock Code No. 64)

4 June 2015

To the Independent Securities Holders

Dear Sir or Madam,

**CONDITIONAL MANDATORY CASH OFFERS BY
GET NICE SECURITIES
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES AND
THE OUTSTANDING WARRANTS OF
ENVIRO ENERGY INTERNATIONAL HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR
AGREED TO BE ACQUIRED BY OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)
AND
TO CANCEL ALL THE OUTSTANDING OPTIONS
OF ENVIRO ENERGY INTERNATIONAL HOLDINGS LIMITED**

INTRODUCTION

Reference is made to the Joint Announcement.

On 5 May 2015, the Offeror (as purchaser) entered into the Sale and Purchase Agreement with the Vendors to acquire the Sale Shares and the Sale Warrants. As at the Latest Practicable Date, the Company has 5,240,959,776 Shares in issue, hence, (i) the Sale Shares, being 2,207,485,423 Shares, represent approximately 42.12% of the existing issued ordinary share capital of the Company; and (ii) the Sale Warrants, exercisable into 596,474,532 Shares, represent approximately 56.95% of all outstanding Warrants issued by the Company and, if and when exercised in full, represent approximately 10.22% of the issued share capital of the Company as enlarged by the allotment and issue of such new Shares. The aggregate consideration for the Sale Shares and Sale Warrants is HK\$240 million. The consideration for the Sale Shares is approximately HK\$239,940,352.54, equivalent to approximately HK\$0.1087 per Sale Share and the consideration for the Sale Warrants is HK\$59,647.46, equivalent to approximately HK\$0.0001 per Sale Warrant. The Sale and Purchase Completion took place on 7 May 2015.

The Vendors and the Offeror agreed and acknowledged that the delivery of the Sale Warrants did not take place on the Completion Date due to the time required for converting the Sale Warrants into scrip form. In this connection, the Vendors and the Offeror agreed that a total sum of HK\$2 million comprising of (i) HK\$1,940,352.54 representing part of the consideration of the Sale Shares; and (ii) HK\$59,647.46 representing total consideration for all of the Sale Warrants will be withheld by the Offeror pending delivery of the Sale Warrants. As at the Latest Practicable Date, the certificates in respect of the Sale Warrants have not been delivered to the Offeror and thus the Offeror has not paid the total sum of HK\$2 million to the Vendors. The Vendors and the Offeror acknowledged that if the Vendors fail to deliver the certificates in respect of the Sale Warrants within 20 Business Days from the Completion Date or any other date as the Vendors and the Offeror may agree in writing, the Offeror is entitled to enforcement of the Sale and Purchase Agreement by means of specific performance and an injunction to prevent a breach or continued breach.

Immediately following the Sale and Purchase Completion and as at the Latest Practicable Date, the Offeror and the parties acting in concert with it are interested in 2,207,485,423 Shares, representing approximately 42.12% of the existing issued ordinary share capital of the Company and upon the Sale Warrants Delivery, the Offeror and the parties acting in concert with it will be interested in 596,474,532 Warrants. In addition, as at the Latest Practicable Date, the Company has 1,047,423,024 Warrants and 336,610,136 Options remain outstanding. Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, the Offeror is required to make conditional mandatory general offers in cash for all the issued Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it), the Warrant Offer (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it) and the Option Offers to the holders of the outstanding Warrants and Options in the period prior to the close of the Offers.

This letter sets out, among other things, the principal terms of the Offers, together with the information on the Offeror and the Offeror's intention regarding the Group. Further details of the terms of the Offers and procedures of acceptance are also set out in Appendix I to this Composite Document and the accompanying Form(s) of Acceptance. Your attention is also drawn to the letter from the Board as well as the letter from the Independent Board Committee and the letter from the Independent Financial Adviser in respect of the Offers, as contained in this Composite Document.

CONDITIONAL MANDATORY CASH OFFERS

Principal terms of the Share Offer

The Share Offer is hereby made by Get Nice Securities on behalf of the Offeror to acquire all the issued Shares other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it, in compliance with the Takeovers Code on the following basis:

For each Offer Share HK\$0.1087 in cash

The Offer Price of HK\$0.1087 per Offer Share is equal to the purchase price per Sale Share (rounded up to four decimal places) paid by the Offeror under the Sale and Purchase Agreement. The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of this Composite Document.

Comparison of values

The Offer Price of HK\$0.1087 per Offer Share represents:

- (i) a discount of approximately 37.17% to the closing price of HK\$0.1730 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 32.98% to the average closing price of the Shares as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day of HK\$0.1622 per Share;
- (iii) a discount of approximately 26.50% to the average closing price of the Shares as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day of HK\$0.1479 per Share;
- (iv) a discount of approximately 8.04% to the average closing price of the Shares as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.1182 per Share;
- (v) a premium of approximately 783.74% over the adjusted audited consolidated net asset value attributable to owners of the Company (excluding assets, liabilities and non-controlling interests of the disposal group classified as held for distribution as disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2014, to take into account the effect of the distribution in specie as referred to in the Company's circular dated 12 January 2015 which was completed on 18 February 2015) of approximately HK\$0.0123 per Share (based on the number of issued Shares as at the Latest Practicable Date) as at 31 December 2014, the date to which the latest audited financial results of the Group were made up; and
- (vi) a discount of approximately 68.94% to the closing price of HK\$0.3500 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Highest and lowest Share prices

During the Relevant Period:

- (i) the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.3750 per Share on 26 May 2015; and

- (ii) the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.0740 per Share on 6 March 2015.

Value of the Share Offer

As at the Latest Practicable Date, the Company has 5,240,959,776 Shares in issue and based on the Offer Price of HK\$0.1087 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$569,692,327.65. The Offeror is interested in 2,207,485,423 Shares immediately after the Sale and Purchase Completion and as at the Latest Practicable Date, the Company had received exercise notices of 17,928,600 Warrants and 24,149,758 Options, which in aggregate are exercisable into 42,078,358 Shares (the “**Additional Offer Shares**”) and are expected to be issued and allotted during the Offer Period.

Based on the Offer Price of HK\$0.1087 per Offer Share and 3,033,474,353 Offer Shares and 42,078,358 Additional Offer Shares to be subject to the Share Offer, the maximum value of the Share Offer under full acceptance is approximately HK\$334,312,579.69.

The Warrant Offer and the Option Offers

As at the Latest Practicable Date, there are Warrants and Options outstanding which may confer rights to the Warrantholders and Optionholders respectively to subscribe for the Shares at exercise prices above the Offer Price. As a result, all the Warrants and Options are out-of-money and the Warrant Offer and the Option Offers will be made at nominal value. The Warrant Offer and the Option Offers are both being made by Get Nice Securities on behalf of the Offeror to acquire all the outstanding Warrants and Options other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it, in compliance with the Takeovers Code on the following basis:

The Warrant Offer:

For each Offer Warrant **HK\$0.0001 in cash**

The Option Offers:

For cancellation of each Offer Option A **HK\$0.0001 in cash**
For cancellation of each Offer Option B **HK\$0.0001 in cash**
For cancellation of each Offer Option C **HK\$0.0001 in cash**
For cancellation of each Offer Option D **HK\$0.0001 in cash**
For cancellation of each Offer Option E **HK\$0.0001 in cash**
For cancellation of each Offer Option F **HK\$0.0001 in cash**
For cancellation of each Offer Option G **HK\$0.0001 in cash**

Value of the Warrant Offer and the Option Offers

As at the Latest Practicable Date, the Company has 1,047,423,024 Warrants and 336,610,136 Options remain outstanding (including the 36,891,892 Options beneficially interested by Mr. Chan). Immediately after the Sale and Purchase Completion and upon the Sale Warrants Delivery, the Offeror does not hold any Options but is interested in 596,474,532 Warrants. Furthermore, 17,928,600 Warrants and 24,149,758 Options are expected to be

exercised into Shares as mentioned above. Accordingly, 433,019,892 Offer Warrants will be subject to the Warrant Offer and 312,460,378 Offer Options will be subject to the Option Offers.

Based on the nominal offer price of HK\$0.0001 per Offer Warrant and the nominal offer price of HK\$0.0001 per Offer Option, the values for the Warrant Offer and the Option Offers are approximately HK\$43,301.99 and approximately HK\$31,246.03 respectively.

Aggregated value of the Offers

In view of the calculations under the sections headed “Value of the Share Offer” and “Value of the Warrant Offer and the Option Offers” above, the aggregated value of the Offers under full acceptance is approximately HK\$334,387,127.71.

Undertaking

As at the Latest Practicable Date, Mr. Chan is legally and beneficially interested in Options exercisable into a total of 36,891,892 Shares. Mr. Chan has undertaken to the Offeror that he will not exercise any Options held by him and will not tender his Options for acceptance under the Option Offers. Mr. Chan has agreed to tender his Options for cancellation with effect from the First Closing Date.

Financial resources available to the Offeror

The Offeror will finance the consideration payable under the Offers through the Offer Facility. Under the terms of the Offer Facility, (i) the Shares to be acquired pursuant to the Share Offer and the Warrants to be acquired pursuant to the Warrant Offer, payment of which are financed by the amount drawn from the Offer Facility, as well as the Sale Shares and Sale Warrants acquired by the Offeror under the Sale and Purchase Agreement shall be, and have been, charged to Get Nice Securities as security; and (ii) Mr. Suen has executed a personal guarantee for the obligations and liabilities of the Offeror under the Offer Facility. The payment of interest on and repayment of any liability (contingent or otherwise) by the Offeror to Get Nice Securities under the Offer Facility will not depend on the business of the Group. Get Nice Securities and Veda Capital are satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptances of the Offers.

Condition of the Offers

The Offers are conditional upon the Offeror having received valid acceptances of the Share Offer which, together with the Shares already acquired or agreed to be acquired by the Offeror and the parties acting in concert with it before or during the Offer Period, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

Effect of accepting the Offers

By validly accepting the Share Offer, the Independent Securities Holders will sell their Shares to the Offeror free from all Encumbrances and together with all rights attaching or accruing thereto, including all rights to receive any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of this Composite Document.

Subject to the Share Offer becoming unconditional, by validly accepting the Warrant Offer, the Warrantholders will sell their Warrants free from all Encumbrances and together with all rights attaching or accruing thereto. Acceptances of the Warrant Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Subject to the Share Offer becoming unconditional, by validly accepting the Option Offers, the Options tendered by the Optionholders will be cancelled and renounced together with all rights attaching or accruing thereto. Acceptances of the Option Offers shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Hong Kong stamp duty and other fees

The seller's Hong Kong ad valorem stamp duty on acceptances of the Share Offer or the Warrant Offer (or part thereof) at a rate of 0.1% of the consideration payable in respect of the relevant acceptances by the Shareholders or the Warrantholders, or if higher, the market value of the Offer Shares or the Offer Warrants (as the case may be) subject to such acceptance, will be deducted from the amount payable to those relevant Shareholders or Warrantholders who accept the Share Offer or the Warrant Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Shareholders or Warrantholders who accept the Share Offer or the Warrant Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptances of the Share Offer and the transfers of the Offer Shares or the Warrant Offer and the transfer of the Offer Warrants in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

For any transfer of shares and/or warrants, a scrip fee of HK\$2.5 will be charged by the Registrar, for each certificate issued or cancelled (whichever is higher).

Additionally, no stamp duty is payable in connection with the acceptances of the Option Offers.

Payment

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event within seven (7) business days (as defined in the Takeovers Code) of the later of the date on which the Offers become, or is declared, unconditional and the date on which the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render each such acceptance complete and valid.

In the event that the Share Offer cannot be declared unconditional, the Offers will lapse and the Offeror shall as soon as possible but in any event within 10 days thereafter return the Share certificates and/or any other documents of title lodged with the form of acceptance and transfer of the Shares in respect of the Share Offer, the form of acceptance and transfer of the Warrants in respect of the Warrant Offer and the forms of acceptance and cancellation of the Options in respect of the Option Offers by ordinary post to the Independent Securities Holders who have accepted the Offers at their own risk.

Taxation advice

Independent Securities Holders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, parties acting in concert with the Offeror, the Company, Get Nice Securities and Veda Capital and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Overseas Shareholders, Overseas Warrantholders and Overseas Optionholders

The Offers will be made available to all the Independent Securities Holders, including the Overseas Shareholders, Overseas Warrantholders and Overseas Optionholders. The availability of the Offers to any Overseas Shareholders, Overseas Warrantholders and Overseas Optionholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders, Overseas Warrantholders and Overseas Optionholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders, Overseas Warrantholders and Overseas Optionholders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders, Overseas Warrantholders and Overseas Optionholders in respect of such jurisdictions).

Acceptance and Settlement

Your attention is drawn to the further details regarding the procedures for acceptance and settlement of the Offers as set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance.

Information on the Offeror

The Offeror is an investment holding company incorporated in BVI with limited liability on 10 April 2015. As at the Latest Practicable Date, the Offeror is wholly owned by Epic Wise International Limited, a company incorporated in BVI with limited liability, which entire issued share capital is in turn owned by Mr. Suen. The sole director of the Offeror is Mr. Suen.

Immediately prior to the entering into of the Sale and Purchase Agreement, the Offeror and its ultimate beneficial owner did not hold any Share and were third parties independent of the Company and its connected persons.

Information on the Group

The Company is incorporated in the Cayman Islands with limited liability and its Shares are listed on the Main Board of the Stock Exchange. The Group is principally engaged in investment holding, natural resources and information technology related businesses.

The following table is a summary of certain consolidated audited financial information of the Group for the two financial years ended 31 December 2013 and 31 December 2014, respectively.

	Year ended 31 December 2013 HK\$'000	Year ended 31 December 2014 HK\$'000
Turnover	1,154	1,043
Gross profit	888	403
Profit/(loss) before taxation	16,020	(88,775)
Profit/(loss) for the year	17,247	(87,183)
	As at 31 December 2013 HK\$'000	As at 31 December 2014 HK\$'000
Consolidated net asset value attributable to owners of the Company	686,173	626,642

Shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) immediately before the Sale and Purchase Completion; and (ii) immediately after the Sale and Purchase Completion but before the Offers (assuming that no Warrants or Options are exercised prior to the Sale and Purchase Completion):

	(i) Immediately before the Sale and Purchase Completion		(ii) Immediately after the Sale and Purchase Completion but before the Offers	
	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
The Offeror and parties acting in concert with it	—	0.00	2,207,485,423	42.12
The Vendors	2,207,485,423	42.12	—	0.00
The Directors	4,125,000	0.08	4,125,000	0.08
Public Shareholders	<u>3,029,349,353</u>	<u>57.80</u>	<u>3,029,349,353</u>	<u>57.80</u>
Total	<u>5,240,959,776</u>	<u>100.00</u>	<u>5,240,959,776</u>	<u>100.00</u>

Save for the Sale Warrants and the remaining outstanding 450,948,492 Warrants and 336,610,136 Options, as at the Latest Practicable Date, the Company had no other outstanding convertible securities, options, warrants or derivatives in issue which confer any right to subscribe for, convert or exchange into Shares and rights over Shares.

OFFEROR'S INTENTION ON THE COMPANY

Following the close of the Offers, the Offeror intends to continue the existing principal businesses of the Group. With regard to the current financial situation of the Group, subject to further due diligence, the Offeror may procure the Company to conduct equity and/or debt financing following the close of the Offers in order to improve the financial position of the Group. Furthermore, the Offeror also intends to identify opportunistic investments and/or joint ventures that will provide positive synergies effect to the existing businesses of the Group. However, the Offeror will have to conduct a review on the financial position and the operations of the Company before it may formulate any long-term business plans and strategy of the Company, explore other business opportunities and consider whether any asset disposal, asset acquisition, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate to enhance the long term growth potential of the Company. Should such corporate actions materialise, further announcement(s) will be made in accordance with the Listing Rules. The Offeror has no intention to (i) discontinue the employment of any employees of the Group; or (ii) redeploy the fixed assets of the Company other than those in its ordinary and usual course of business.

Compulsory Acquisition

The Offeror does not intend to exercise any power of compulsory acquisition of any Offer Shares outstanding and not acquired under the Offers after the close of the Offers.

Dealing and interests in the Company's securities

Save for the Sale Shares and the Sale Warrants, none of the Offeror, its ultimate beneficial owner, nor parties acting in concert with any of them has dealt in any Shares, options, derivatives, warrants or other securities convertible into Shares during the six-month period prior to the date of the Joint Announcement.

As at the Latest Practicable Date, save for the undertaking from Mr. Chan as mentioned under the paragraph headed "Undertaking" in this letter, none of the Offeror, its ultimate beneficial owner, nor parties acting in concert with any of them has entered into any arrangements or contracts in relation to the outstanding derivatives in respect of securities in the Company.

Other arrangements

The Offeror confirms that, as at the Latest Practicable Date:

- (i) save for the undertaking by Mr. Chan, as mentioned under the paragraph headed "Undertaking" in this letter, the Offeror, its ultimate beneficial owner, and/or parties acting in concert with any of them have not received any irrevocable commitment to accept or not to accept the Offers;
- (ii) save for the Sale Warrants, there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, its ultimate beneficial owner and/or any person acting in concert with any of them;
- (iii) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Company and which may be material to the Offers (as referred to in Note 8 to Rule 22 of the Takeovers Code);
- (iv) save for the Sale Shares and the Sale Warrants, none of the Offeror, its ultimate beneficial owner and/or parties acting in concert with any of them owns or has control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives of the Company;
- (v) there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner and/or parties acting in concert with any of them is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer; and
- (vi) there is no relevant security (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, its ultimate beneficial owner, and/or any party acting in concert with any of them has borrowed or lent.

PROPOSED CHANGE OF BOARD COMPOSITION

The Board is currently made up of five Directors, comprising two executive Directors, being Mr. Chan and Dr. Arthur Ross Gorrell, and three independent non-executive Directors, being Mr. David Tsoi, Mr. Lo Chi Kit and Mr. Tam Hang Chuen.

Under the Sale and Purchase Agreement, the Vendors have agreed to procure such Directors as may be required by the Offeror to resign from the Board with effect from after the First Closing Date of the Offers or after the date when the Offers become or are declared unconditional, whichever is the latest, or the earliest time permitted under the Takeovers Code. In this respect, as requested by the Offeror, all the existing Directors except for Mr. David Tsoi, an independent non-executive Director, have agreed to resign from the Board with effect from the earliest time permitted under the Takeovers Code.

The Offeror intends to nominate the following directors to the Board with effect from a date which is no earlier than such date as permitted under Rule 26.4 of the Takeovers Code:

1. Mr. Suen be appointed as an executive Director and the Chairman of the Board;
2. Mr. Sue Ka Lok be appointed as an executive Director and the Chief Executive Officer of the Company;
3. Mr. Lai Ming Wai be appointed as an executive Director;
4. Mr. Chiang Bun be appointed as an independent non-executive Director; and
5. Ms. Leung Pik Har, Christine be appointed as an independent non-executive Director.

Save for Mr. Suen being deemed as a controlling shareholder of the Company via his interests in the Offeror, as at the Latest Practicable Date, each of the above proposed Directors does not hold any interest in the Company.

Biographic details of the proposed Directors are set out as follows:

EXECUTIVE DIRECTORS

Mr. Suen Cho Hung, Paul (“Mr. Suen”)

Mr. Suen, aged 54, holds a Master of Business Administration degree from the University of South Australia. Mr. Suen has extensive experience in managing metal, minerals and raw materials, electrical and electronic consumer products, energy and property business ventures as well as in strategic planning and corporate management of business enterprises in Hong Kong and the PRC. Mr. Suen is deemed to be a controlling shareholder of the Company via his interests in the Offeror. Mr. Suen was a non-executive director of BEP International Holdings Limited (stock code: 2326) (“BEP International”) until 1 June 2015 and was an executive director and the chairman of BEP International until 27 January 2014. Mr. Suen was also an executive director and the chairman of Mission Capital Holdings Limited (formerly known as Poly Capital Holdings Limited) (stock code: 1141) (“Mission Capital”) until 3 March 2015, and an executive director and the chairman of Huajun Holdings Limited (formerly known as New Island Printing Holdings Limited) (stock code: 377) until 25 September 2014. Mr. Suen was also a non-executive director of Hailiang International Holdings Limited (formerly known as Sunlink International Holdings Limited) (stock code: 2336) (“Hailiang International”) until 3 June 2014 and an executive director and the chairman of Hailiang International until 11 September 2012. All of the above companies are listed in Hong Kong.

Mr. Sue Ka Lok (“Mr. Sue”)

Mr. Sue, aged 49, holds a Bachelor of Economics degree from The University of Sydney in Australia and a Master of Science in Finance degree from the City University of Hong Kong. Mr. Sue is a fellow of the Hong Kong Institute of Certified Public Accountants, a certified practising accountant of the CPA Australia, a fellow of both The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators and an ordinary member of the Hong Kong Securities and Investment Institute. He has extensive experience in corporate management, finance, accounting and company secretarial practice. Mr. Sue is an executive director and the company secretary of China Strategic Holdings Limited (stock code: 235). Mr. Sue is an executive director of BEP International and was the chief executive officer of BEP International until 10 January 2014. Mr. Sue was the chairman and a non-executive director of Winshine Entertainment & Media Holding Company Limited (formerly known as China Tycoon Beverage Holdings Limited) (stock code: 209) (“Winshine”) until 27 November 2014. Mr. Sue was also an executive director and the chairman of Hailiang International until 3 June 2014 and was an executive director and the chief executive officer of Mission Capital until 31 October 2014. All of the above companies are listed in Hong Kong.

Mr. Lai Ming Wai (“Mr. Lai”)

Mr. Lai, aged 55, holds a bachelor’s degree in Social Sciences from the University of Hong Kong. Mr. Lai was a senior executive of Bank of America and was primarily responsible for developing and managing the bank’s business in southern region of the

PRC. Mr. Lai has extensive experience in the banking and finance industry. Mr. Lai was an executive director and the chief executive officer of Hailiang International until 3 June 2014, a company listed in Hong Kong.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Leung Pik Har, Christine (“Ms. Leung”)

Ms. Leung, aged 46, graduated from The Chinese University of Hong Kong with a bachelor’s degree in business administration. She has over 20 years of experience in banking and financial services industries and held executive positions at several international financial institutions including Citibank, Bank of America, Industrial and Commercial Bank of China (Asia) Limited and Fubon Bank (Hong Kong) Limited. Ms. Leung was an independent non-executive director of Winshine until 10 November 2014, a company listed in Hong Kong.

Mr. Chiang Bun (“Mr. Chiang”)

Mr. Chiang, aged 45, holds a bachelor’s degree in Social Sciences from the University of Hong Kong and a LL.B. from Peking University. Mr. Chiang is also a Chartered Financial Analyst charter holder. Mr. Chiang has held senior roles in various international banks and financial institutions, primarily responsible for structured debt and/or equity financing. Mr. Chiang has extensive experience in the banking and finance industry. Mr. Chiang is an independent non-executive director of Burwill Holdings Limited (stock code: 24) and was an independent non-executive director of Hailiang International until 3 June 2014, both are companies listed in Hong Kong.

Further announcement will be published by the Company in respect of the changes to the Board pursuant to Rule 13.51(2) of the Listing Rules as and when appropriate.

MAINTENANCE OF THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers and each of the Offeror and the Company will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offers to ensure that a sufficient public float exists for the Shares.

In the event that after the completion of the Offers, the public float of the Company falls below 25%, the Offeror and the Company will undertake to the Stock Exchange that they will take appropriate steps to restore the minimum public float as required under the Listing Rules as soon as possible following the close of the Offers to ensure that sufficient public float exists for the Shares.

The Stock Exchange has stated that if, upon closing of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public or if the Stock Exchange believes that (i) a false market exists or may

exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares until the prescribed level of public float is restored.

GENERAL

All communications, notices, Forms of Acceptance, Share certificate(s), transfer receipt(s), other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offers to be delivered by or sent to or from the Independent Securities Holders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk, and none of the Company, the Offeror, Get Nice Securities, Veda Capital and any of their respective directors nor other parties involved in the Offers or any of their respective agents accept any liability for any loss in postage or any other liabilities that may arise as a result thereof. Further details have been set out in Appendix I to this Composite Document and in the Forms of Acceptance.

ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Board, the letter from the Independent Board Committee and the letter from the Independent Financial Adviser as set out in this Composite Document, the accompanying Forms of Acceptance and the additional information set out in the appendices to, which form part of, this Composite Document.

Yours faithfully
For and on behalf of
Get Nice Securities Limited



Larry Ng
Director