

23 November 2021

*To: The Independent Board Committee and
the Independent Shareholders of
BeijingWest Industries International Limited*

Dear Sir/Madam,

REVISION OF EXISTING ANNUAL CAP FOR CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our engagement by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the revision of existing annual caps for continuing connected transactions, details of which are set out in the letter from the Board (the “Letter from the Board”) contained in the circular issued by the Company to the Shareholders dated 23 November 2021 (the “Circular”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Alpha Financial Group Limited has been appointed as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders to (i) give our recommendations as to whether the Revised Cap under the Supplemental Agreement are fair and reasonable so far as the Independent Shareholders are concerned; (ii) give our recommendations as to whether the Revised Cap under the Supplemental Agreement are in the interests of the Company and the Shareholders as a whole; and (iii) advise the Independent Shareholders on how to vote at the EGM.

With reference to the Letter from the Board, as the Group received certain new production projects from BWI in 2021, it is expected that the projected increase in the Sales during the financial year ending 31 December 2021 would be higher than the originally estimated amount in 2019. Furthermore, BWI and/or its associates, as the purchaser under the Parts and Components Supply Agreement, has raised its orders from the Company during the eight months ended 31 August 2021 for certain parts and components for existing production projects for the purpose of managing its supply-chain risk arising from the supply-chain disruptions caused by the worldwide outbreak of novel coronavirus (“COVID-19”). As a result, the sales during the aforesaid period recorded an unexpected rise. In view of the above, the Group proposed to revise the existing annual cap of the Parts and Components Supply Agreement for the financial year ending 31 December 2021 to meet the demand of BWI and/or its associates as the Board anticipates that the existing annual cap of the Sales under the Parts and Components Supply Agreement for the financial year ending 31 December 2021 will not be sufficient.

On 5 November 2021 (after trading hours), the Company entered into the Supplemental Agreement with BWI to revise the existing annual cap for the financial year ending 31 December 2021 from HK\$86.9 million to HK\$127.7 million. Save for the revision of the aforesaid existing annual cap for the financial year ending 31 December 2021, all other terms and conditions of the Parts and Components Supply Agreement shall remain unchanged.

LISTING RULE IMPLICATION

As at the Last Practicable Date, BWI, through its wholly owned subsidiary, is interested in approximately 52.55% of the issued share capital of the Company and therefore is the controlling shareholder and a connected person of the Company. Accordingly, the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) constitute continuing connected transactions for the Company under the Listing Rules.

Pursuant to Rule 14A.54(1) of the Listing Rules, the Company has to re-comply with the announcement and independent shareholders’ approval requirements (as applicable) before the existing annual cap of the Parts and Components Supply Agreement is exceeded. As the applicable percentage ratios under the Listing Rules regarding the Revised Cap under the Supplemental Agreement are more than 5%, transactions contemplated under the Supplemental Agreement are subject to the reporting, announcement, the Independent Shareholders’ approval and annual review requirements under Chapter 14A of the Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely, Mr. Tam King Ching, Kenny, Mr. Yip Kin Man, Raymond and Mr. Chan Pat Lam, has been established to advise the Independent Shareholders on the Revised Cap under the Supplemental Agreement. We, Alpha Financial Group Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect, and such appointment has been approved by the Independent Board Committee.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company or any other parties that could reasonably be regarded as relevant to our independence. During the past two years, there have been no engagements between the Company and Alpha Financial Group Limited. As at the Latest Practicable Date, apart from normal professional fees paid or payable to us in connection with this appointment and the engagement as stated above as the Independent Financial Adviser, there were no relationship or interests between (a) Alpha Financial Group Limited; and (b) the Company or any other parties that could reasonably be regarded as a hindrance to our independence as defined under Rule 13.84 of the Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Revised Cap under the Supplemental Agreement as detailed in this circular.

BASIS OF ADVICE

In formulating our advice and recommendations to the Independent Board Committee and the Independent Shareholders, we have relied solely on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the management of the Company (the “Management”). We have assumed that all information, representations and opinions contained or referred to in the Circular which have been provided by the Company, the Directors and the Management, and for which they are solely and wholly responsible, were true, accurate and complete in all respects and not misleading or deceptive at the time when they were provided or made and will continue to be so up to the Latest Practicable Date.

We have also assumed that all statements of belief, opinion, expectation and intention made by the Management in the Circular were reasonably made after due enquiries and careful consideration and there are no other facts not contained in the Circular, the omission of which make any such statement contained in the Circular misleading. We have no reason to suspect that any relevant information has been withheld, or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Management, which have been provided to us.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. However, we have not carried out any independent verification of the information provided by the Management, nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group or its future prospects.

The Directors jointly and severally accept full responsibility for the accuracy of the information disclosed and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts not contained in this letter, the omission of which would make any statement herein misleading.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection for their consideration in respect of the Revised Cap under the Supplemental Agreement, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

PRINCIPAL FACTORS CONSIDERED

In arriving at our advice in relation to the Revised Cap under the Supplemental Agreement, we have taken into consideration the following factors:

1. Information on the parties

Information of the Group

The Company was incorporated in the Cayman Islands with limited liability on 21 September 2001, the shares of which are listed on the main board of the Stock Exchange. The Group is principally engaged in the manufacture, sale and trading of automotive parts and components, as well as provision of technical services. The Group has been supplying auto parts and components to BWI and/or its associates in the past.

Historical financial performance of the Group

Set out below are the highlights of the audited financial information of the Group for each of the two years ended 31 December 2019 and 2020 as extracted from the Company's annual report for the year ended 31 December 2020 (the "2020 Annual Report") and unaudited financial information of the Group for the six months ended 30 June 2020 and 2021 as extracted from the Company's interim report for the six months ended 30 June 2021 (the "2021 Interim Report"):

	For the year ended 31 December 2019 <i>Approximate HK\$'000</i>	For the year ended 31 December 2020 <i>Approximate HK\$'000</i>	For the six months ended 30 June 2020 <i>Approximate HK\$'000 (unaudited)</i>	For the six months ended 30 June 2021 <i>Approximate HK\$'000 (unaudited)</i>
Revenue	2,654,586	2,311,984	985,035	1,319,769
Gross profit	552,185	382,851	171,241	219,838
Profit/(loss) for the year/period attributable to owners of the Company	4,889	(51,544)	(44,582)	12,658

	As at 31 December		As at 30 June
	2019	2020	2021
	<i>Approximate</i> HK\$'000	<i>Approximate</i> HK\$'000	<i>Approximate</i> HK\$'000 (unaudited)
Current assets	1,058,747	1,203,346	1,113,497
Non-current assets	885,189	1,043,941	1,277,314
Total assets	1,943,936	2,247,287	2,390,811
Net current asset	427,076	341,697	373,609
Total liabilities	980,537	1,313,586	1,443,415
Equity attributable to owners of the Company	963,399	933,701	947,396

For the year ended 31 December 2020, the Group recorded revenue of HK\$2,122.23 million from manufacture and sales of suspension products. While for the year ended 31 December 2019, the Group recorded revenue of HK\$2,469.38 million from manufacture and sales of suspension products. The decrease in revenue for the year ended 31 December 2020 was mainly due to the disruption and temporary suspension of the operations of the Group's plants in the UK, Poland and the Czech Republic. In addition, the major customers of the Group are well-known European automobile manufacturers. They were also negatively affected by the worldwide outbreak of COVID-19 which then affected the sales of suspension products. The loss for the period attributable to owners of the Company approximate to HK\$51.54 million was mainly due to the decrease in revenue and gross profit as affected by the worldwide outbreak of COVID-19.

For the six months ended 30 June 2021, the Group recorded revenue of HK\$1,246.53 million from manufacture and sales of suspension products. While for the period ended 30 June 2020, the Group recorded revenue of HK\$909.64 million from manufacture and sales of suspension products. The increase in revenue for the period ended 30 June 2021 was mainly due to the COVID-19-related temporary suspension for the plants of the Group in 2020 where the plants returned to normal operations in the first half of 2021, partially offset by the shortage of semiconductors in the automotive industry which forced many automobile manufacturers announcing to cut production. For the six months ended 30 June 2021, profit for the period attributable to owners of the Company approximate to HK\$12.66 million, which was mainly due to the non-recurrence of the COVID-19-related temporary suspension for the plants of the Group in the first half of 2021.

The Group was operating in a net cash inflow position for the year ended 31 December 2020, in which net cash generate from operating activities amounted to HK\$157.27 million. As at 31 December 2020, the Group maintained cash and cash equivalents of HK\$424.11 million.

The Group was operating in a net cash outflow position for the six months ended 30 June 2021, in which net cash used in operating activities amounted to HK\$30.44 million. As at 30 June 2021, the Group maintained cash and cash equivalents of HK\$295.95 million.

Information of BWI Group

BWI Group is principally engaged in the production and sale of vehicle parts and components. BWI was established under the laws of the PRC with limited liability on 23 March 2009. As at the Latest Practicable Date, BWI is held as to 55.45% by Shougang Group Co., Ltd. (首鋼集團有限公司) (“Shougang Group”) and as to 44.55% by Beijing Fangshan State-owned Assets Management Company Limited (北京房山國有資產經營有限責任公司) (“Beijing Fangshan”). Shougang Group is a state-owned enterprise established in the PRC on 13 May 1981 which is supervised by the State-owned Assets Supervision and Administration Commission of the People’s Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會). Beijing Fangshan is a state-owned enterprise established in the PRC on 8 January 2008 which is supervised by the State-owned Assets Supervision and Administration Commission of the People’s Government of the Fangshan District of Beijing Municipality (北京市房山區人民政府國有資產監督管理委員會). As set out in the website of Shougang Group, its business sectors include the iron and steel industry, provision of urban comprehensive service, provision of financial service, development of high-end industry comprehensive service park in Beijing, development and construction of co-development demonstration zone in Caofeidian, Hebei Province with local government departments, development of international tourist city in Qinhuangdao, Hebei Province, as well as certain international businesses, including investment holdings, iron ore mining, financial services, management of private funds as well as management and operations of car parking assets etc.. According to the information as disclosed in the National Enterprise Credit Information Publicity System, Beijing Fangshan is principally engaged in the sale of machinery and equipment as well as building materials, project investment, investment management, and sports project management.

2. Background of the Parts and Components Supply Agreement

Reference is made to the circular of the Company dated 28 November 2019 (the “Previous Circular”). The Board announced that on 7 November 2019, the Company entered into, among others, the Parts and Components Supply Agreement with BWI. Pursuant to which the parties to the Parts and Components Supply Agreement, the Group will supply auto parts and components, including automobile controlled and passive suspension products, and prototypes to BWI and/or its associates (the “Sales”) for a fixed term of three financial years ending 31 December 2022, subject to the relevant existing annual caps. The transactions contemplated under the Parts and Components Supply Agreement were approved by the then independent shareholders of the Company at the extraordinary general meeting of the Company held on 17 December 2019.

As set out in the Previous Circular, the Directors believe that the Parts and Components Supply Agreement would be beneficial to the Group for the following reasons:

- (i) the Sales will be carried out in the normal and ordinary course of business of the Group;
- (ii) the Sales will be conducted under arm’s length basis, on normal commercial terms, and at competitive prices which are no less favourable to the Group than that of transactions with independent third parties; and
- (iii) the Sales will provide a stable stream of revenue for the Group.

For further details of the Parts and Components Supply Agreement, please refer to the Previous Circular.

3. Background and reasons for entering into the Supplemental Agreement

As set out in the Letter from the Board, the Group received certain new production projects from BWI in 2021. It is expected that the projected increase in the Sales during the financial year ending 31 December 2021 would be higher than the originally estimated amount in 2019. Furthermore, BWI and/or its associates, as the purchaser under the Parts and Components Supply Agreement, has raised its orders from the Company during the eight months ended 31 August 2021 for certain parts and components for existing production projects for the purpose of managing its supply-chain risk arising from the supply-chain disruptions caused by the worldwide outbreak of COVID-19. As a result, the Sales during the aforesaid period recorded an unexpected rise. In view of the above, the Group proposed to revise the existing annual cap of the Parts and Components Supply Agreement for the financial year ending 31 December 2021 from HK\$86.9 million to HK\$127.7 million to meet the demand of BWI and/or its associates.

Principal terms of the Supplemental Agreement

Date:	5 November 2021
Parties:	The Company BWI, a controlling shareholder and a connected person of the Company
Subject matter:	The existing annual cap under the Parts and Components Supply Agreement for the financial year ending 31 December 2021 is revised from HK\$86.9 million to HK\$127.7 million (the “Revised Cap”). Save for the Revised Cap, all other terms and conditions of the Parts and Components Supply Agreement shall remain unchanged.
Condition:	The Revised Cap under the Supplemental Agreement is subject to approval by the Independent Shareholders.

If the condition cannot be satisfied on or before 31 December 2021 or such other date the parties may agree in writing, the Supplemental Agreement shall forthwith determine and shall not take effect.

As set out in the Letter from the Board, the Directors believe that the entering into of the Supplemental Agreement to revise the relevant annual cap of the Parts and Components Supply Agreement would be beneficial to the Group for the following reasons:

- (i) the Sales under the Revised Cap will be carried out in the normal and ordinary course of business of the Group;
- (ii) the Sales under the Revised Cap will be conducted under arm's length basis, on normal commercial terms, and at competitive prices which are no less favourable to the Group than that of transactions with independent third parties; and
- (iii) the Sales under the Revised Cap will continue to provide a stable stream of revenue for the Group.

4. The Revised Cap under the Supplemental Agreement

Historical transaction amounts

The actual amounts of the transactions took place under the Parts and Components Supply Agreement for the year ended 31 December 2020 and for the eight months ended 31 August 2021 are as follows:

	For the financial year ended 31 December 2020 <i>HK\$' million</i>	For the eight months ended 31 August 2021 <i>HK\$' million</i>
Actual amount of the Sales	13.5	69.4

On 7 November 2019, the Company and BWI entered into the Parts and Components Supply Agreement in respect of the Sales for a fixed term of three financial years ending 31 December 2022. The existing cap amount for the transactions contemplated under the Parts and Components Supply Agreement and the Revised Cap for the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) for each of the three financial years ending 31 December 2022 is as follows:

	For the financial year ending 31 December		
	2020 <i>HK\$' million</i>	2021 <i>HK\$' million</i>	2022 <i>HK\$' million</i>
Existing cap amount	23.5	86.9	212.1
Revised Cap	Unchanged	127.7	Unchanged

Assessment of the Revised Cap

The Revised Cap for the Sales pursuant to the Supplemental Agreement for the year ending 31 December 2021 is HK\$127.7 million, which represented an increase of approximately 47.0% from the existing cap amount for the year ending 31 December 2021. As set out in the Letter from the Board, the Revised Cap have been determined based on (i) the actual amount of the Sales for the eight months ended 31 August 2021; and (ii) the projected increase in sales by BWI and its associates and the estimated orders to be placed by BWI and its associates multiplied by the estimated prices in accordance with the terms of the Parts and Components Supply Agreement, which will result in a corresponding increase in the Sales and a buffer of 5% to cater for any unexpected increases in demand and fluctuations in exchange rates for the year ending 31 December 2021.

In assessing the reasonableness of the Revised Cap, we have reviewed the relevant information provided by the Company and have discussed with the Management on the bases and assumptions of determining the Revised Cap and formed our opinion below.

We have reviewed the calculation of the Revised Cap and understood the Revised Cap was arrived at based on the factors mentioned above. According to the Management, as the Group received certain new production projects from BWI in 2021, it is expected that the projected increase in the Sales would be higher than the projected increase originally estimated in 2019. Furthermore, BWI and/or its associates, as the purchaser under the Parts and Components Supply Agreement, has raised its orders from the Company during the eight months ended 31 August 2021 for certain parts and components for existing production projects for the purpose of managing its supply-chain risk arising from the supply-chain disruptions caused by the worldwide outbreak of COVID-19, as advised by the management of the Company. Based on the information provided by the Group, the actual amount of the Sales for the eight months ended 31 August 2021 already amounted to approximately 79.9% of the existing cap amount for the Sales for the year ending 31 December 2021.

As discussed above, as (i) the Group received certain new production projects from BWI in 2021; and (ii) BWI has raised its orders for certain parts and components for existing production projects for the purpose of managing its supply-chain risk arising from the supply-chain disruptions caused by the worldwide outbreak of COVID-19, it is expected that the Sales will exceed the existing cap amount of HK\$86.9 million for the year ending 31 December 2021. We have further discussed with the Management and came to understand that the Revised Cap has taken into account of the expected transaction amounts between BWI and its associates and that of the Group's on supplying parts and components, based on the estimated demand from each individual plant of BWI and its associates of various parts and components from the Group for the period concerned.

Based on our review, we noted that according to pricing policy for the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement), the margins for the supply of products to BWI and/or its associates are set within the range of or no less favourable than the margins in respect of the other products supplied to independent customers for the prior financial year, which was unchanged from the Parts and Components Supply Agreement that was approved by the then independent shareholders of the Company at the extraordinary general meeting of the Company held on 17 December 2019.

As set out in the Letter from the Board, the basis of determining the prices for the Sales is in accordance with the cost plus approach as the products are unique and tailor-made and there does not exist a prevailing market price of such products for comparison. In accessing the pricing terms under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement), we obtained (i) samples of purchase orders entered into between the Group as supplier, and other independent customers and also BWI and/or its associates as customers, where we noted the prices for the Sales to BWI and/or its associates reflected a comparable gross profit margin as compared to the prices to independent customers; and (ii) samples of the internal pricing approval of the Group for the Sales to BWI and/or its associates, where we noted that the prices for the Sales took into consideration of various factors, including production cost, logistics cost, with a reasonable gross profit margin. In addition, according to the information provided by the Company, the margins for the auto parts and components generally range from approximately 3% to 44% for the Sales during the eight months ended 31 August 2021, which was, in accordance with terms under the Parts and Components Supply Agreement, no less favourable than the margins in respect of other products supplied to the independent customers for the year ended 31 December 2020, whereas the payment terms are also generally no less favourable than those offered to independent customers.

As advised by the Management, such margins are also verified by the finance departments of the subsidiaries of the Company to ensure the compliance with the terms of the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) and the local tax reporting regulations. The Management also advised that, in addition to the annual review by the independent non-executive Directors and confirmation by the auditors of the Company, the finance department of the Company also reviews and monitors the continuing connected transactions between the Group and BWI and/or its associates on a regular basis to ensure that the pricing mechanism and the annual caps are in compliance with the terms stipulated therein.

Further, we noted from the calculation of the Revised Cap that the Company has also included a buffer of 5% in the Revised Cap to cater for any unexpected increases in demand and fluctuations in exchange rates during the term of the Parts and Components Supply Agreement (as amended by the Supplemental Agreement). In respect of the buffer, we understand that (i) the transaction amounts rely on the overall market demand for cars, which may be affected by factors such as regional economic market conditions, fuel price and end customers' expectations on future economy situation and fluctuations in exchange rates, which are beyond the Group's control; and (ii) it may mitigate the burden of the Group to bear additional costs and also the time constraint to conduct any further revision of the relevant annual cap for the year ending 31 December 2021. As advised by the Management, the Sales are subject to foreign exchange differences arising from various currencies such as United States Dollar, Great British Pound Sterling, Euro and Polish Zloty, which some of them experienced fluctuations to a certain degree against HKD over the year ending 31 December 2021. In addition, it will be impracticable for the Company to further revise the Revised Cap should the need arise as it is approaching the end of the year ending 31 December 2021. Therefore, we consider such buffer of 5%, which was in line with the buffer as previously approved under existing annual cap of the Parts and Components Supply Agreement, to be acceptable for the purpose of determining the Revised Cap.

Although the supply of auto parts and components under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) will engage certain production schedules of the Group which may be allocated to the production of products for independent third party customers, the management of the Company are of the view that the arrangement for the supply of auto parts and components will continue as the overall capacity of the Group is sufficient to meet the demand of both BWI Group and the independent third party customers. The Supplemental Agreement was entered into to facilitate the continued supply of auto parts and components from the Group to BWI and/or its associates.

Further, based on our discussion with the Management, we understand that the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) would be beneficial to the Group as (i) the Sales will continue to be carried out in the normal and ordinary course of business of the Group; (ii) the Sales will continue to be conducted under arm's length basis, on normal commercial terms, and at competitive prices which are no less favourable to the Group than that of transactions with independent third parties; and (iii) the Sales will continue to provide a stable stream of revenue for the Group.

Taking into account the foregoing, we consider that the Revised Cap in respect of the transactions under the Supplemental Agreement are fair and reasonable so far as the Company and the Independent Shareholders concerned.

5. Annual review of the continuing connected transactions

The Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 to 14A.59 of the Listing Rules pursuant to which (i) the value of the Sales must be restricted by the Revised Cap for the period concerned under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement); (ii) the terms of the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) must be reviewed by the independent non-executive Directors annually; and (iii) details of independent non-executive Directors' annual review on the terms of the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) must be included in the Company's subsequent published annual reports and financial accounts. Furthermore, it is also required by the Listing Rules that the auditors of the Company must provide a letter to the Board confirming, among other things, whether anything has come to their attention that causes them to believe that the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) (i) has not been approved by the Board; (ii) was not, in all material respects, in accordance with the pricing policies of the Group; (iii) was not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and (iv) has exceeded the Revised Cap. In the event that the total amount of the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) is anticipated to exceed the Revised Cap, or that there is any proposed material amendment to the terms of the transactions, as confirmed by the Directors, the Company shall comply with the applicable provisions of the Listing Rules governing continuing connected transaction. Given the above stipulated requirements for continuing connected transactions pursuant to the Listing Rules, we are of the view that there are adequate measures in place to monitor the transactions contemplated under the Parts and Components Supply Agreement (as amended by the Supplemental Agreement) and thus the interest of the Independent Shareholders would be safeguarded.

Further, we have reviewed the 2020 Annual Report and note that the independent non-executive Directors and the auditors have confirmed that the transactions contemplated under the Parts and Components Supply Agreement are, among others, on normal commercial terms and in accordance with the pricing policies of the Group.

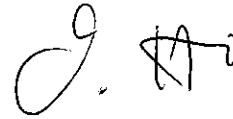
RECOMMENDATION

Having taken into consideration the principal factors and reasons discussed above, we are of the opinion that the Revised Cap under the Supplemental Agreement is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we would recommend (i) the Independent Board Committee to advise the Independent Shareholders; and (ii) the Independent Shareholders, to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Supplemental Agreement and the Revised Cap in relation thereto.

Yours faithfully,
For and on behalf of
Alpha Financial Group Limited

Yours faithfully,
For and on behalf of
Alpha Financial Group Limited


Cheng Chi Ming, Andrew
Managing Director


Irene Ho
Vice President

Mr. Cheng Chi Ming, Andrew is the Managing Director of Alpha Financial Group Limited and is licensed under the SFO as a Responsible Officer to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. Mr. Cheng has over 18 years of experience in the corporate finance industry in Hong Kong.

Ms. Irene Ho is the Vice President of Alpha Financial Group Limited and is licensed under the SFO as a Responsible Officer to conduct Type 6 (advising on corporate finance) regulated activities. Ms. Ho has over 7 years of experience in the corporate finance industry in Hong Kong.