



27 August 2024

To the Independent Shareholders and Optionholders

Dear Sir or Madam,

VOLUNTARY CONDITIONAL GENERAL CASH OFFERS BY



金利豐證券
KINGSTON SECURITIES

ON BEHALF OF

BRILLIANT SUNSHINE INTERNATIONAL LIMITED

TO ACQUIRE ALL OF THE ISSUED SHARES OF

HANG PIN LIVING TECHNOLOGY COMPANY LIMITED

**(OTHER THAN THOSE ALREADY OWNED BY OR TO BE ACQUIRED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

AND

**FOR THE CANCELLATION OF ALL THE OUTSTANDING SHARE
OPTIONS OF THE COMPANY**

INTRODUCTION

On 6 August 2024, the Board was informed by the Offeror that, following the purchase of Mr. Ng's Shares (i.e., the 103,950,000 Shares held by Mr. Ng immediately prior to the purchase) from Mr. Ng, who holds 50% shareholding interest in the Offeror and is the director of the Offeror, at HK\$0.08 per Share, the Offeror would like to make a voluntary conditional general cash offers in compliance with the Takeovers Code to (1) acquire all of the Offer Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it); and (2) cancel all the outstanding Share Options.

As at the Latest Practicable Date, the Offeror and the parties acting in concert with it hold 103,950,000 Shares (i.e., Mr. Ng's Shares) (representing approximately 13.23% of the entire issued share capital of the Company).

As at the Latest Practicable Date, there were 785,927,000 Shares in issue and 20,768,000 outstanding Share Options. Save for the above, there are no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue as at the Latest Practicable Date.

This letter forms part of the Composite Document and sets out, amongst other things, certain details of the Offers, the reasons for making the Offers and the intentions of the Offeror in relation to the Group. Further details on the terms of the Offers are set out in Appendix I to the Composite Document and in the accompanying Forms of Acceptance. Unless the context otherwise requires, terms defined in the Composite Document have the same meanings when used in this letter.

Your attention is also drawn to the “Letter from the Board” on pages 18 to 24, the “Letter from the Independent Board Committee” on pages 25 to 26 and the “Letter from the Independent Financial Adviser” on pages 27 to 49 of the Composite Document.

THE OFFERS

Subject to the Conditions, the Offer is made by Kingston Securities on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

The Share Offer

For each Offer Share. HK\$0.08 in cash

The Share Offer Price is HK\$0.08 per Offer Share, which is the same as the purchase price per Share for the purchase of Mr. Ng’s Shares by the Offeror on 6 August 2024. The purchase price was determined after arm’s length negotiation between the Offeror and Mr. Ng, taking into account:

- (i) the thin average trading volume of the Shares during the twelve-month period preceding the commencement of the Offer Period, up to and including the Last Trading Day. The average trading volume ranged between nil to approximately 0.0381% to the then total number of issued Shares as at the end of their respective month; and
- (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange over the 60, 90 and 180 trading days up to and including the Last Trading Day.

Under the terms of the Offers, the Offer Shares will be acquired with all rights and benefits attaching to them as at the date of the Joint Announcement or which subsequently become attached to them (including the right to receive in full all dividends, distributions and any return of capital, if any, declared, made or paid, on or after the date of the Joint Announcement), and free from all Encumbrances.

The Option Offer

For cancellation of each Share Option with
exercise price of HK\$0.854. HK\$0.01 in cash

In accordance with the terms of the Share Option Scheme, Optionholders are entitled to exercise their Share Options in full (to the extent not already exercised) at any time after the date on which the Option Offer is declared unconditional and up to the close of the Option Offer (or any revised offer), after which the Options will lapse automatically (to the extent not exercised).

Pursuant to Rule 13 of the Takeovers Code, the Offeror is making an appropriate cash offer to the Optionholders to cancel their Share Options. The consideration for the cancellation of each Share Option would normally be the see-through price which represents the excess of the Share Offer Price per Offer Share and the exercise price of each Share Option. As the exercise price of the Share Options is above the Share Offer Price, the “see-through” price is zero and the Option Offer Price will be a nominal value of HK\$0.01 per Share Option.

As at the Latest Practicable Date, there were 785,927,000 Shares in issue. Save for the Share Options, as at the Latest Practicable Date, the Company does not have any outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

Under the terms of the Option Offer, the Share Options of the accepting Optionholders (together with all rights attaching thereto) will be cancelled.

As at the Latest Practicable Date, the Company has no outstanding dividend or other distribution that has been declared, made but not yet paid. In addition, the Company does not intend to declare, pay and/or make any dividend or other distribution on the Shares until after the close of the Offers.

Comparison of value

The cash consideration of HK\$0.08 per Offer Share under the Share Offer Price represents:

- a. a discount of approximately 13.98% to the closing price of the Shares of HK\$0.093 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- b. a discount of approximately 20.00% to the closing price of the Shares of HK\$0.1000 per Share as quoted on the Stock Exchange on the Last Trading Day;
- c. a discount of approximately 22.25% to the average closing price of the Shares of HK\$0.1029 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day;
- d. a discount of approximately 9.71% to the average closing price of the Shares of HK\$0.0886 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Last Trading Day;
- e. a premium of approximately 0.63% over the average closing price of the Shares of HK\$0.0795 per Share as quoted on the Stock Exchange for the 90 consecutive trading days up to and including the Last Trading Day;
- f. a premium of approximately 10.50% over the average closing price of the Shares of HK\$0.0724 per Share as quoted on the Stock Exchange for the 180 consecutive trading days up to and including the Last Trading Day;
- g. a discount of approximately 28.64% to the audited consolidated net asset value attributable to Shareholders of approximately HK\$0.1121 per Share as at 31 March 2024 (calculated based on the audited consolidated net asset value of the Company of approximately HK\$88,091,000 as at 31 March 2024 as extracted from the annual report of the Company for the year ended 31 March 2024 and 785,927,000 Shares (being the number of Shares then in issue)).

Highest and lowest Share prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.1160 on 15 July 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.0560 on 15 April 2024.

Value of the Offers

On the basis of the Share Offer Price of HK\$0.08 per Offer Share and 785,927,000 Shares in issue as at the Latest Practicable Date, the entire issued share capital of the Company is valued at HK\$62,874,160.

Based on (i) the Share Offer Price of HK\$0.08 per Offer Share and 681,977,000 Shares (i.e., other than 103,950,000 Shares held by the Offeror) being subject to the Share Offer; and (ii) the Option Offer Price of HK\$0.01 per Share Option (which is a nominal value) and 20,768,000 Share Options being subject to the Option Offer, and on the basis that there is no other change in the issued share capital of the Company from the date of the Joint Announcement up to the close of the Offers:

- (i) the value of the Share Offer will be HK\$54,558,160; and
- (ii) the total amount to satisfied the cancellation of all outstanding Share Options will be HK\$207,680.

Therefore, the total cash consideration payable by the Offeror under the Offers would be HK\$54,765,840 in the event that the Offers are accepted in full.

Confirmation of sufficient financial resources

Kingston Corporate Finance, being the financial adviser to the Offeror in respects of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable in case of full acceptance of the Offers. The Offeror has sufficient cash funding and intends to finance the consideration payable by the Offeror under the Offers by its internal resources. Such cash amount has been ring-fenced by Kingston Securities for the sole purpose of satisfying the settlement of the consideration under acceptance of the Offers from the Latest Practicable Date until the date falling on the seventh (7th) Business Day following the close of the Offers.

Effect of accepting the Offers

Subject to the Share Offer becoming unconditional, provided that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order and have been received by the branch share registrar of the Company in Hong Kong, the Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of despatch of the Composite Document.

Subject to the Option Offer becoming unconditional, acceptances of the Option Offer by Optionholders will result in the cancellation of those outstanding Share Options, together with all rights attaching thereto. Subject to the Option Offer becoming unconditional, Share Options in respect of which the Option Offer is not accepted will (to the extent not exercised) automatically lapse upon the close of the Offers.

Acceptances of the Offers will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Hong Kong Stamp Duty

Seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offers will be payable by the relevant Shareholders at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, and will be deducted from the amount payable to the relevant Shareholder on acceptance of the Share Offer (where the stamp duty calculated includes a fraction of HK\$1.00, the stamp duty would be rounded-up to the nearest HK\$1.00). The Offeror will arrange for payment of the sellers' Hong Kong ad valorem stamp duty on behalf of accepting Shareholders and pay the buyer's Hong Kong ad valorem stamp duty in connection with such Offer Shares and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptance of the Option Offer.

Taxation advice

Shareholders and Optionholders 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, Kingston Securities, Kingston Corporate Finance and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accept responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Overseas Shareholders and overseas Optionholders

The Offeror intends to make the Offers available to all Independent Shareholders and Optionholders, including those with a registered address in a jurisdiction outside Hong Kong. The availability of the Offers to persons with a registered address in a jurisdiction outside Hong Kong may be affected by the laws of the relevant overseas jurisdictions. The making of the Offers to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The Overseas Shareholders and/or overseas Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibilities of the Overseas Shareholders 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, exchange control 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 and overseas Optionholders in respect of such jurisdictions).

Any acceptance by Shareholders and/or Optionholders and beneficial owners of the Shares and Share Options who are citizens, residents or nationals of a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements have been complied with. Shareholders and/or Optionholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

As at the Latest Practicable Date, there was nil Overseas Shareholder and three overseas optionholders located in the PRC.

Settlement of consideration

Subject to the Offers having become, or having been declared, unconditional in all respects, payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event no later than seven (7) Business Days after the later of (i) the date on which the Offers become, or are declared unconditional; and (ii) the date receipt of a complete and valid acceptance in respect of the Offers, pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder and/or Optionholder who accepts the Offers will be rounded up to the nearest cent.

Closing date of the Offer

The latest date on which the Offeror can declare the Offers unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of this Composite Document (i.e., 28 October 2024), or such later date to which the Executive may consent.

CONDITIONS OF THE OFFERS

Conditions to the Share Offer

The Share Offer is conditional on fulfillment (or waiver, where applicable) of the following conditions:

- (i) the Offeror having received valid acceptances (and, where permitted, such acceptances not having been withdrawn) at or before 4:00 p.m. on the Closing Date (or such other time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Share Offer which will result in the Offeror and parties acting in concert with it holding more than 50% of the Shares;
- (ii) the Shares remaining listed and traded on the Main Board of the Stock Exchange up to the Closing Date, save for any temporary suspension of trading pending the issuance of any announcement(s) in relation to any inside information of the Company (if any) and no indication having been received on or before the Closing Date from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn, other than as a result of either of the Offers or anything done or caused by or on behalf of the Offeror; and
- (iii) no event, up to the Closing Date, having occurred which would make the Offer or the acquisition of any of the Offer Shares under the Offer void, unenforceable or illegal or prohibit the implementation of the Offers.

Condition to the Option Offer

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

The Offeror reserves the right to waive, in whole or part, condition (ii) under paragraph headed "conditions to the Share Offer" above. Save for condition (ii), other conditions are not waivable. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke the above Conditions as a basis for not proceeding with the Offers only if the circumstances which give rise to a right to invoke such Conditions are of material significance to the Offeror in the context of the Offers. If any of the Conditions cannot be fulfilled or waived by the Closing Date, the Offers will lapse.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offers or the fulfilment (or if permissible, waiver) of the Conditions in accordance with the Takeovers Code and the Listing Rules. The Offeror reserves the right to revise the terms of the Offer in accordance with the Takeovers Code.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Shareholders and/or potential investors of the Company are reminded that if any of the Conditions is not fulfilled or waived (if applicable), the Offer may lapse subject to Note 2 to Rule 30.1 of the Takeovers Code. The Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in Shares or rights in respect of them.

As at the Latest Practicable Date, none of the Offeror and its Concert Parties has received any irrevocable commitment in respect of acceptance of the Offers.

Pursuant to Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Offers become unconditional as to acceptances and when the Offer becomes unconditional in all respects. The Offer must also remain open for acceptance for not less than 14 days after it becomes or is declared unconditional (whether as to acceptances or in all respects). Shareholders are reminded that the Offeror does not have any obligation to keep the Offers open for acceptance beyond this 14-day period.

INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in British Virgin Islands with limited liability, which is owned as to 50% by Mr. Ng and as to 50% by Mr. Yu. As at the Latest Practicable Date, the assets held by the Offeror are Mr. Ng's Shares and cash.

Mr. Ng

Mr. Ng is an entrepreneur specialising in garment processing and manufacturing. He commences his garment processing and manufacturing business in the 1980s. He is the founder and chairman of Good Fellow Group Limited (金威集團控股有限公司), a company being primarily involved in the garment industry, as well as real estate, high technology, agriculture and forestry, and finance. Furthermore, He had been a substantial shareholder of the Company since December 2017 and immediately prior to the sales of his Shares to the Offeror. Mr. Ng has extensive experience related to the business of the Group (i.e., garment business) but has not held any positions in the Group.

Mr. Ng was an executive director and a chairman of the board of Good Resources Holdings Limited (delisted on 4 May 2022, previous stock code: 109) and a member of each of the remuneration committee, nomination committee and general committee of the company from 14 June 2007 to 10 November 2008. He was appointed as non-executive director and chairman of the company on 8 September 2009 and re-designated to executive director and member of each of the remuneration committee, nomination committee and general committee of the company on 30 September 2009. He was also the director of certain subsidiaries of the company. He re-designated to non-executive director on 29 June 2015 and resigned on 1 April 2016. In addition, Mr. Ng was an executive director and a chairman of the board of China Sandi Holdings Limited (previous known as: China Grand Forestry Green Resources Group Limited) (stock code: 910) from 1 December 1998 to 30 September 2009.

Mr. Ng currently holds several important positions, including being a Honorary Chairman of Hong Kong Federation of Fujian Associations (香港福建社團聯會榮譽主席), Vice Chairman of Friends of Hong Kong Association Limited (香港友好協進會副會長), Honorary Chairman of Kukien Chamber of Commerce (香港福建商會榮譽會長) and Honorary Chairman of the Hong Kong Puxian Native Association (香港莆仙同鄉聯合會榮譽會長). He was the member of the 10th and 12th National Committee of Chinese People's Political Consultative Conference ("CPPCC") (第10屆及第12屆全國政協委員), standing committee member of the 12th Subcommittee of Education, Science, Culture, Health and Sports of the National Committee of the CPPCC (第12屆全國政協教科文衛體委員會常委) and the standing committee member of the 13th and 14th National Committee of the CPPCC (第13屆及第14屆全國政協常委).

Mr. Ng is a Justice of the Peace of the Hong Kong Special Administrative Region (香港特別行政區太平紳士). He has been honored with the Grand Bauhinia Medal (大紫荊星章) in 2022, the Gold Bauhinia Star Medal (金紫荊星章) in 2017 and the Silver Bauhinia Star (銀紫荊星章) in 2011 by the Hong Kong Special Administrative Region.

Mr. Yu

Mr. Yu is an entrepreneur and a senior engineer in China and has about 20 years of experience in construction, real estate development, coal mining and investment industries. He served as the manager of Shanxi branch of Fujian Gaohua Construction Engineering Co., Ltd.* (福建省高華建設工程有限公司山西分公司) from 1995 to 2008, the chairman of Jiexiu City Wangyuan Coal Industry Co. Ltd.* (介休市旺源煤業有限公司) from 2008 to 2012, and has been the chairman of Shanxi Xierun Investment Co. Ltd.* (山西協潤投資有限公司) and Xiaoyi City Tiankai Real Estate Development Co. Ltd.* (孝義市天凱房地產開發有限公司) since 2008. In addition, Mr. Yu was an executive director of Momentum Financial Holdings Limited (formerly known as: Fornton Group Limited) (stock code: 1152) from 4 June 2014 to 22 January 2018. Mr. Yu obtained a bachelor degree from Huaqiao University in China, majoring in Civil Engineering, in July 1997. Mr. Yu has no experience in the business of the Group.

INTENTIONS OF THE OFFEROR WITH REGARD TO THE COMPANY

The Company's share price has been on a downward trend since late December 2018. The stock price closed at HK\$1.130 per Share on 31 December 2018, and dropped to a closing price of HK\$0.100 per Share on the Last Trading Date. According to the annual reports of the Company, the Company recorded a profit of approximately HK\$8.0 million in 2018, which decreased to approximately HK\$1.1 million in 2019. Since 2020, the Company has been in a loss-marking position. However, the Offeror is optimistic about the Company's future prospects and asserts its confidence and commitment through the Offers.

As a substantial shareholder (as defined under the Listing Rules) since 2017 and with extensive experience in garment processing and manufacturing, Mr. Ng aims to enhance the Group's financial performance. Along with the business acquaintance Mr. Yu, they plan to further invest in the Company's business by acquiring a majority interest pursuant to the Offers. If the Offers become unconditional, the Offeror will become the controlling shareholder of the Company. The Offeror intends to maintain the Group's existing principal activities, and at the same time after completion of the Offers, the Offeror will conduct a review on the existing principal businesses and the financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. In this regard, the Offeror may look into business opportunities and consider whether any fund raising, business restructuring and/or diversification will be appropriate with a view enhancing the long-term growth of the Group. Should such corporate actions materialise, further announcement(s) will be made in accordance with the Listing Rules.

Leveraging Mr. Ng's experience in garment processing and manufacturing, along with the formulation of business plans and strategies following a review of the Group's current business and position, the Offeror aims to create enhanced long-term value for the Shareholders. The Offeror have not identified any investment or business opportunities for the Company nor have the Offeror entered into any related agreement, arrangements, understandings or negotiation and there is no plan on any injection or disposal of any assets or businesses into/of the Group as at the Latest Practicable Date.

The Offeror may consider convening a general meeting to appoint new member(s) to the Board if such appointment is considered to be beneficial to the future development of the Group as permitted under the Takeovers Code. Any change to the composition of the board of the Company will be made in compliance with the Takeovers Code and the Listing Rules.

The Offeror has no intention to introduce major changes to the business of the Group, including any redeployment of fixed assets other than those in its ordinary course of business. Save for the potential change(s) to the composition of the board of the Company, the Offeror has no existing plan or contemplation to terminate the employment of any other employees or other personnel of the Group. However, after the close of the Offers, the Offeror will continuously review the operation of the Group and the Offeror reserves the right to make any changes that the Offeror deems necessary or appropriate to the Group's businesses and operations to optimise the value of the Group and in the interest of the overall Shareholders. As at the Latest Practicable Date, the Offeror has no plan and/or intention to downsize or change the scale of the Group's existing principal business.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury 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) that there are insufficient Shares in public hands to maintain an orderly market;

it will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends the Company to remain listed on the Stock Exchange. The directors of the Offeror and the new directors to be appointed to the Board will jointly and severally undertake to the Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

COMPULSORY ACQUISITION

The Offeror does not intend to exercise or apply any right which may be available to it to acquire compulsorily any Shares outstanding after the close of the Offers.

FURTHER DETAILS OF THE OFFERS

Further details regarding the Offers, including the terms of the Offers and procedures for acceptance, are set out in Appendix I to the Composite Document and the accompanying Forms of Acceptance.

GENERAL MATTERS RELATING TO THE OFFER

Composite Document

The Composite Document has been prepared for the purposes of complying with the laws of Hong Kong, the Takeovers Code and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if the Composite Document had been prepared in accordance with the laws of jurisdictions outside Hong Kong.

All documents and remittances to be sent to the Independent Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Independent Shareholders at their respective addresses as they appear in the Register of Members (or, in the case of joint Shareholders, to such Shareholder whose name appears first in the Register of Members). The Company, the Offeror and parties acting in concert with it, Kingston Corporate Finance, Kingston Securities, the Independent Financial Adviser, the Registrar and their respective ultimate beneficial owners, directors, officers, agents or associates or any other persons involved in the Offers will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

WARNING

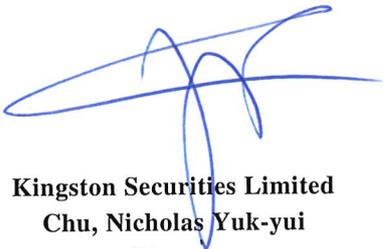
The Shareholders and/or potential investors of the Company should be aware that the Offers are subject to the Conditions being fulfilled or (if permissible) waived, and therefore that the Offers may or may not become unconditional. Shareholders and potential investors should therefore exercise caution when dealing in Shares or other rights in respect of them. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

RECOMMENDATION AND ADDITIONAL INFORMATION

Your attention is drawn to the "Letter from the Board" on pages 18 to 24, the "Letter from the Independent Board Committee" on pages 25 to 26 and the "Letter from the Independent Financial Adviser" on pages 27 to 49, all of which are contained in the Composite Document, in relation to their recommendations and/or advice regarding the Offers.

Your attention is also drawn to the additional information set out in the appendices which form part of the Composite Document.

Yours faithfully,
For and on behalf of



Kingston Securities Limited
Chu, Nicholas Yuk-yui
Director