

**DATE:** 23 JAN 2018

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**DONG CHOI CHI ALEX**

**and**

**CHAU CHEOK WA**

**and**

**CHENG TING KONG**

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**DEED  
IN RELATION TO  
PARTIES ACTING IN CONCERT**

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THIS DEED is made the 23<sup>rd</sup> day of January 2018.

**AMONG:**

- (1) **DONG CHOI CHI ALEX** (holder of \_\_\_\_\_ Identity Card no. \_\_\_\_\_ of \_\_\_\_\_);
- (2) **CHAU CHEOK WA**, holder of \_\_\_\_\_ Identity Card no. \_\_\_\_\_ of \_\_\_\_\_;
- (3) **CHENG TING KONG**, holder of \_\_\_\_\_ Identity Card no. \_\_\_\_\_ of \_\_\_\_\_.

(collectively the “Parties” and individually referred to as a “Party”)

**WHEREAS:**

- (A) The Parties are the ultimate beneficial owners of Heading Champion Limited (“Heading Champion”).
- (B) As at the date of, Heading Champion is interested in 285,492,312 ordinary shares (each a “Share”) of HK\$0.025 in the share capital of Sage International Group Limited (“Sage International”, together with Heading Champion, the “Relevant Companies”), representing approximately 24.66% of the entire issued share capital of Sage International as at the date hereof.
- (C) It is the understanding among the Parties hereto that they are parties “acting in concert” (having the meaning as ascribed thereto in The Codes (the “Takeovers Codes”) on Takeovers and Mergers and Share Buy-backs published by Securities and Futures Commission of Hong Kong) of the Relevant Companies.
- (D) The Parties have agreed to execute this Deed to confirm and record the agreement and understanding among the Parties hereto for the acknowledgment of their acting in concert relationship.

**NOW THIS DEED WITNESSES as follows:**

**1. ACTING IN CONCERT CONFIRMATION**

- 1.1 It is hereby acknowledged, agreed and confirmed among each of the Parties that they are parties acting in concert in respect of each of the Relevant Companies.
- 1.2 It is hereby further acknowledged, confirmed and agreed among each of the Parties that for so long as they remain interested (either directly or indirectly) in the share capital of any of the Relevant Companies:
- (a) they shall act in concert and collectively for all material management affairs and the arrival and/or execution of all commercial decisions, including but not limited to financial and operational matters, of each of the Relevant Companies;

- (b) they shall give unanimous consent, approval or rejection on any other material issues and decisions in relation to the business of the Relevant Companies;
- (c) they shall cast unanimous vote collectively for or against all resolutions in all meetings and discussions of the Relevant Companies; and
- (d) they shall cooperate with each another to obtain and maintain the consolidated control and the management of the Relevant Companies.

## **2. GOVERNING LAW AND JURISDICTION**

- 2.1 This Deed shall be governed by and construed in accordance with the laws of Hong Kong.
- 2.2 The parties hereby irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong but this Deed may be enforced in any other court in competent jurisdiction.

**IN WITNESS WHEREOF** this Deed has been duly executed by all parties hereto the day and year first above written.

**SIGNED, SEALED and DELIVERED**

by **DONG CHOI CHI ALEX**

in the presence of:

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**SIGNED, SEALED and DELIVERED**

by **CHAU CHEOK WA**

in the presence of:

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**SIGNED, SEALED and DELIVERED**

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by **CHENG TING KONG**

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in the presence of:

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