

DATE: 5 November 2018

THE PERSONS NAMES ARE LISTED IN SCHEDULE 1

DEED OF ACTING IN CONCERT

THIS CONFIRMATORY DEED is made on the 5th day of November 2018

BETWEEN AND AMONG:

- (1) the list of persons whose names are listed in Schedule 1 (collectively the “**Parties**” and individually referred to as a “**Party**”).

WHEREAS:

- (A) The Parties have been the ultimate beneficial owners of each of the following companies (the “**Relevant Companies**”) during the period from 1 April 2015 to 30 June 2018 (the “**Track Record Period**”) and up to the date of this Confirmatory Deed:

- (a) Genesis Group Limited (“**BVI Inv Vehicle**”) is a company incorporated in the British Virgin Islands with limited liability on 3 May 2018. As at the date hereof, the shareholdings of the shareholders of BVI Inv Vehicle are shown below:

| <u>Shareholders of BVI Inv Vehicle</u> | <u>Number of issued shares held</u> | <u>Shareholding percentage (%)</u> |
|--|---|--|
| LEE Siu Wah Albert | 1,225 | 17.17 |
| POON Kin Leung | 1,160 | 16.26 |
| WU Ka Chai | 1,000 | 14.02 |
| LAI Wai Man | 800 | 11.21 |
| WONG Wai Hung | 750 | 10.51 |
| HO Io Tong | 500 | 7.00 |
| LAM Siu Hung Christopher | 500 | 7.00 |
| TANG Kin Sing | 450 | 6.31 |
| WONG King Cheung | 400 | 5.61 |
| POON Sing Chit | 350 | 4.91 |
| Total: | 7,135 | 100 |

- (b) Creative Enterprise Holdings Limited 創毅控股有限公司 (“**Listco**”) is an exempted company incorporated in the Cayman Islands with limited liability on 16 May 2018. As at the date hereof, the shareholdings of the shareholders of the Listco are shown in Schedule 2;
- (c) Creative (International) Limited (“**BVI Holdco**”) is a company incorporated in the British Virgin Islands with limited liability on 17 May 2018. As at the date hereof, BVI Holdco is wholly-owned by the Listco;
- (d) Creative Property Services Consultants Limited 創毅物業服務顧問有限公司 (“**Creative Property**”) is a company incorporated under the laws of Hong Kong on 1 September 2000 with limited liability. As at the date hereof, Creative Property is wholly-owned by BVI Holdco; and
- (e) Creative Building & Engineering Consultancy Limited 創毅工程顧問有限公司 (“**Creative Building**”) is a company incorporated under the laws of Hong Kong on 1 November 2010 with limited liability. As at the date hereof, Creative

Building is wholly-owned by Creative Property.

- (B) It is the understanding among the Parties hereto that, at all material times, they have been acting in concert with each other in exercising their controls in each of the Relevant Companies during the Track Record Period and up to the date of this Deed.
- (C) The Parties further confirm that they have decided to restrict their ability to exercise direct control over the Listco by holding their interests through BVI Inv Vehicle.
- (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. CONFIRMATION

- 1.1 It is hereby acknowledged and confirmed among each of the Parties that they have been parties acting in concert with each other in exercising their controls in each of the Relevant Companies since 1 April 2015 or if the Relevant Companies are incorporated after 1 April 2015, the date of incorporation of such Relevant Companies (the "**Relevant Date**"). The Parties acknowledge, confirm and agree that since the Relevant Date:
- (a) they have acted in concert and collectively to achieve consensus and concerted actions for all material management affairs and the arrival, approval and/or execution of all commercial decisions, including but not limited to financial and operational matters, of each of the Relevant Companies;
 - (b) they have given unanimous consent, approval or rejection on any other material issues and decisions in relation to the business of the Relevant Companies;
 - (c) they have cast unanimous vote collectively for or against all decisions and resolutions in all meetings of shareholders and directors of the Relevant Companies; and
 - (d) they have cooperated with each another to obtain and maintain the consolidated control and the management 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, they shall maintain the acting-in-concert relationship whereby:
- (a) they shall act in concert and collectively to achieve consensus and concerted actions for all material management affairs and the arrival, approval 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 decisions and resolutions in all meetings of shareholders and directors 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.

1.3 It is hereby further acknowledged, confirmed and agreed that the information in the Recital of this Deed is true, accurate, complete without any omission and not misleading.

2. TERMINATION

2.1 The Parties may terminate this Deed upon agreement in writing.

3. GOVERNING LAW AND JURISDICTION

3.1 This Deed shall be governed by and construed in accordance with the laws of Hong Kong.

3.2 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.

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SCHEDULE 1

THE PARTIES

| | Name | Hong Kong Identity Card No. | Address |
|------|--------------------------------------|--|----------------|
| (1) | LEE SIU WAH ALBERT (李兆華) | | |
| (2) | POON KIN LEUNG (潘建良) | | |
| (3) | WU KA CHAI (胡家齊) | | |
| (4) | WONG WAI HUNG (黃偉雄) | | |
| (5) | LAI WAI MAN (黎偉文) | | |
| (6) | HO IO TONG (何耀東) | | |
| (7) | LAM SIU HUNG CHRISTOPHER (林少鴻) | | |
| (8) | TANG KIN SING (鄧建成) | | |
| (9) | WONG KING CHEUNG (黃景祥) | | |
| (10) | POON SING CHIT (潘勝哲) | | |

SCHEDULE 2

SHAREHOLDING OF THE LISTCO

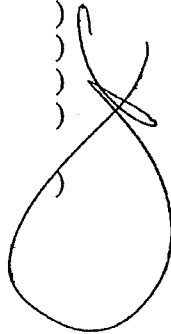
| <u>Shareholders of the Listco</u> | <u>Number of issued shares held</u> | <u>Shareholding percentage (%)</u> |
|-----------------------------------|---|--|
| BVI Inv Vehicle | 7,135,000 | 71.35 |
| SO Yee Nga Eva | 875,000 | 8.75 |
| LAU Kwok Hing | 250,000 | 2.50 |
| CHEUNG Kwok Chuen | 200,000 | 2.00 |
| DONG Yi Ping | 200,000 | 2.00 |
| MAK Ting On | 115,000 | 1.15 |
| CHAN Chi Chung | 100,000 | 1.00 |
| HUI Sau Yan | 100,000 | 1.00 |
| TANG Hon Ting | 100,000 | 1.00 |
| FUNG Shing Chi | 75,000 | 0.75 |
| TANG Siu Hong | 75,000 | 0.75 |
| CHAN Man Yee | 50,000 | 0.50 |
| CHAN Wing Por | 50,000 | 0.50 |
| CHAN Yuk Fan | 50,000 | 0.50 |
| CHOI Tsz On | 50,000 | 0.50 |
| FONG Ping Hang | 50,000 | 0.50 |
| HUI Chi Him Leonard | 50,000 | 0.50 |
| WONG Yu Wing | 50,000 | 0.50 |
| YU Siu Ling Greta | 50,000 | 0.50 |
| CHAN Cheuk Kit | 25,000 | 0.25 |
| CHAN Chi Yuen | 25,000 | 0.25 |
| CHAN Chun Wai Samson | 25,000 | 0.25 |
| CHUNG Ka Kit | 25,000 | 0.25 |
| HO Man Kai | 25,000 | 0.25 |
| HON Hak Shun | 25,000 | 0.25 |
| KYAW Ting Wing | 25,000 | 0.25 |
| LAI Koon Hung | 25,000 | 0.25 |
| LAM King Chiu | 25,000 | 0.25 |
| LAM Lai Yee | 25,000 | 0.25 |
| SUM So Man | 25,000 | 0.25 |
| TANG Wai Cheong | 25,000 | 0.25 |
| TSANG Kwong Wai | 25,000 | 0.25 |
| WONG Lai Kuen | 25,000 | 0.25 |
| YU Tak Shing | 25,000 | 0.25 |
| Total: | <u>10,000,000</u> | <u>100</u> |

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 **LEE SIU WAH ALBERT**

in the presence of: **SO YEE NGA EVA**

A handwritten signature in black ink, appearing to be 'SO YEE NGA EVA', written in a cursive style.A handwritten signature in black ink, appearing to be 'LEE SIU WAH ALBERT', written in a cursive style.

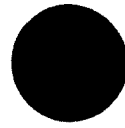
SIGNED, SEALED and DELIVERED

by **POON KIN LEUNG**

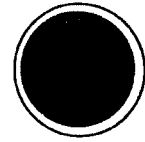
in the presence of: **SO YEE NGA EVA**



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SIGNED, SEALED and DELIVERED)
by WU KA-CHAI)
in the presence of:



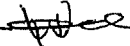
SO YEE NGA EVA

SIGNED, SEALED and DELIVERED

by **WONG WAI HUNG**

in the presence of: **SO YEE NGA EVA**



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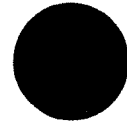
SIGNED, SEALED and DELIVERED

by **LAI WAI MAN**

in the presence of: **SO YEE NGA EVA**



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) *Lai Wai Man*
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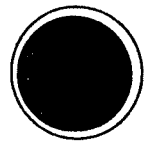
SIGNED, SEALED and DELIVERED

by **HO IO TONG**

in the presence of: **SO YEE NGA EVA**

A handwritten signature in black ink, appearing to be 'So Yee Nga Eva', written in a cursive style.A handwritten signature in black ink, appearing to be 'Ho Io Tong', written in a cursive style. To the right of the signature is a solid black circular stamp.

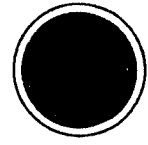
SIGNED, SEALED and DELIVERED)
by LAM SIU HUNG CHRISTOPHER)
in the presence of:



SO YEE NGA EVA

SIGNED, SEALED and DELIVERED)
by **TANG KIN SING**)
in the presence of:

Tang Kin Sing




SO YEE NGA EVA

SIGNED, SEALED and DELIVERED

by **WONG KING CHEUNG**

in the presence of: **SO YEE NGA EVA**



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