

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 (“FSMA”).**

This Document comprises a prospectus relating to Honye Financial Services Ltd (the “Company”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of FSMA (the “Prospectus Rules”) and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

This Document has not been registered with nor approved by the Cayman Islands Monetary Authority or any other securities or other authority in the Cayman Islands, and it should be distinctly understood that the Cayman Islands Monetary Authority or any such other authority does not vouch for the financial soundness of the Company nor take responsibility for the contents of this Document. The Cayman Islands Monetary Authority or any such other authority shall not be liable for any action suffered as a result of reliance on this Document.

Applications will be made to the FCA for all of the ordinary shares in the Company (issued and to be issued in connection with the Admission Subscription) (the “Ordinary Shares”) to be admitted to the Official List of the UK Listing Authority (the “Official List”) by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73A of FSMA as amended from time to time (the “Listing Rules”) and to London Stock Exchange plc (the “London Stock Exchange”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (“Admission”). It is expected that Admission will become effective, and that unconditional dealings in the Ordinary Shares will commence, at 8.00 a.m. on 7 December 2018. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a “when issued” basis and will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

**THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ BY PROSPECTIVE INVESTORS. YOUR ATTENTION IS SPECIFICALLY DRAWN TO THE DISCUSSION OF CERTAIN RISKS AND OTHER FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE ORDINARY SHARES, AS SET OUT IN THE SECTION ENTITLED “RISK FACTORS” BEGINNING ON PAGE 18 OF THIS DOCUMENT.**

The Directors, whose names appear on page 40, and the Company accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import. In addition, the Directors have taken all reasonable care to ensure that the facts stated in this Document are true and accurate in all material respects, and there are no other facts the omission of which would make misleading any statement in this Document, whether of facts or opinion. All the Directors accept responsibility accordingly.

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# Honye Financial Services Ltd

(incorporated in the Cayman Islands with limited liability and registered number 336262)

**Admission to the Official List of 24,641,350 Ordinary Shares of £0.01 each (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange’s main market for listed securities**

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Optiva Securities Limited (“Optiva”), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as Broker for the Company and is not acting for any other person in relation to Admission and the arrangements referred to in this Document. Optiva will not regard any other person (whether or not a recipient of this Document) as its client in relation to Admission or any other transaction contemplated in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Optiva or for providing any advice in relation to Admission, the contents of this Document or any transaction or arrangement referred to herein. No liability whatsoever is accepted by Optiva for the accuracy of any information or opinions contained in this Document or for the omission of any material information, for which it is not responsible.

Optiva is not making any representation, express or implied, as to the contents of this Document, for which the Company as to the contents of this Document, for which the Company and the Directors are responsible. Without limiting the statutory rights of any person to whom this Document is issued, no liability whatsoever is accepted by Optiva for the accuracy of any information or opinions contained in this Document or for any omission of information, for which the Company and the Directors are solely responsible. The information contained in this Document has been prepared solely for the purpose of the Admission and the Admission Subscription, and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

This Document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer or invitation to buy or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state or other jurisdiction of the United States or under applicable securities laws of Australia, Canada, the Republic of South Africa, the Republic of Ireland, the Cayman Islands or Japan. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, transferred or distributed, directly or indirectly, within, into or in the United States or to or for the account or benefit of persons in the United States, Australia, Canada, the Republic of South Africa, the Republic of Ireland, the Cayman Islands or Japan or any other jurisdiction where such offer or sale would violate the relevant securities laws of such jurisdiction.

The Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act. There will be no public offer in the United States. The Company has not been and will not be registered under the US Investment Company Act of

1940 (“US Investment Company Act”) pursuant to the exemption provided by Section 3(c)(7) thereof, and Investors will not be entitled to the benefits of the US Investment Company Act.

The Ordinary Shares have not been approved or disapproved by the US Securities Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed comment upon or endorsed the adequacy of this document. Any representations to the contrary is a criminal offence in the United States.

The distribution of this Document in or into jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

**Application will be made for the Ordinary Shares to be admitted to on the Official List by way of a Standard Listing. A Standard Listing will afford investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listing on the Official List, which are subject to additional obligations under the Listing Rules.**

**It should be noted that UK Listing Authority will not have authority to (and will not) monitor the Company’s compliance with any of the Listing Rules, nor will the UKLA impose sanctions in respect of any failure by the Company to comply.**

#### **Notice to overseas investors**

##### **Hong Kong**

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. Any recipient is advised to exercise caution in relation to it.

##### **People’s Republic of China**

This document has not been and will not be circulated or distributed in the People’s Republic of China (“**PRC**”) and the Ordinary Shares may not be offered or sold to any person for re-offering or resale, directly or indirectly, to any resident of the PRC except pursuant to applicable laws and regulations of the PRC. For the purpose of this paragraph only, the PRC does not include Taiwan or the special administrative regions of Hong Kong and Macau. This Prospectus has not been nor will it be approved by or registered with the relevant Chinese governmental authorities, and it does not constitute nor is it intended to constitute an offer of securities within the meaning prescribed under the PRC Securities Law or other laws and regulations of the PRC.

Accordingly, this document shall not be offered or made available, nor may the Ordinary Shares be marketed or offered for sale to the general public, directly or indirectly, in the PRC.

##### **Cayman Islands**

No invitation may be made to the public in the Cayman Islands to subscribe for Ordinary Shares.

##### **BVI**

No invitation has been made or will be made, directly or indirectly, to any person in the British Virgin Islands or to the public in the British Virgin Islands to subscribe for the Ordinary Shares and the Ordinary Shares are not being offered or sold and may not be offered or sold, directly or indirectly, in the British Virgin Islands, except as otherwise permitted by the British Virgin Islands laws.

This Document does not constitute, and there will not be, an offering of the Ordinary Shares to any person in the British Virgin Islands

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## SUMMARY

Summaries are made up of disclosure requirements known as “Elements”. These elements are numbered in Sections A - E (A.1 - E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of “not applicable”.

<b>SECTION A—INTRODUCTION AND WARNINGS</b>		
A.1.	<b>Warning to investors</b>	<p>This summary should be read as an introduction to this Document.</p> <p>Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the Investor.</p> <p>Where a claim relating to the information contained in this Document is brought before a court, the plaintiff Investor might under the national legislation of the EEA States, have to bear the costs of translating this Document before legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this summary including any translation thereof but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of this Document or it does not provide, when read together with the other parts of this Document, key information in order to aid Investors when considering whether to invest in such securities.</p>
A.2.	<b>Consent for intermediaries</b>	Not applicable; this is not a public offer of securities and consent will not be given by the Company for the use of this Document for subsequent resale or final placement of securities by financial intermediaries.
<b>SECTION B—ISSUER</b>		
B.1.	<b>Legal and commercial name</b>	The legal and commercial name of the issuer is Honye Financial Services Ltd.
B.2.	<b>Domicile / Legal form / Legislation / Country of incorporation</b>	The Company was incorporated and registered in the Cayman Islands with registered number 336262 on 25 April 2018 as an exempted company with limited liability under the Cayman Islands Companies Law with an indefinite life.
B.3.	<b>Current operations / Principal</b>	The Company has been formed to undertake one or more Acquisitions. The Company does not have any specific

	<p><b>activities and markets</b></p>	<p>acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. The expected target value for an Acquisition will be relative to the size of the market capitalisation of the Company given that the consideration is anticipated to be a combination of Ordinary Shares and cash. The Company expects that any funds not used in connection with an Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business. There will be no limit on the number of Acquisitions the Company may make and the Company may invest in a number of Acquisitions or just one. In terms of geography, it is anticipated that the Company intends on focusing its acquisition strategy principally in Europe and Asia. The Company will not exclude other geographic regions where the Company can operate competitively and have appropriate access to the relevant client base.</p> <p>Following completion of an Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy to generate value for its Shareholders through operational improvements and potentially through additional complementary acquisitions following an Acquisition.</p> <p>Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. An Acquisition will be treated as a reverse takeover under Chapter 5 of the Listing Rules and the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange, or to the AIM Market operated by London Stock Exchange, or to another stock exchange.</p> <p>In assessing potential targets, the Board will consider whether and how they can generate shareholder value post-Acquisition through raising new capital through the enlarged listed entity, operational improvement, economics of scale and through “bolt on” acquisitions.</p> <p>The Company has not engaged or retained any agent or other representative to identify or locate any suitable Acquisition candidate, to conduct any research or take any measures, directly or indirectly, to locate or contact a target company or business. To date, the Company’s efforts have been limited to organisational activities as well as activities related to the Admission. The Company may subsequently seek to raise further capital to fund the working capital requirements of the Company following an Acquisition.</p> <p>The Company will primarily focus on targets within the financial services and ‘fintech’ sectors. In particular, the initial focus will be on acquiring companies which operate asset management, online financing, payment facility or robo-advisory businesses.</p>
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		<p>The Board will undertake in depth market analysis in a number of related areas initially within the financial services and ‘fintech’ sectors using the Directors’ experience and knowledge in the sector. Once a suitable target has been identified and a structure and valuation negotiated and agreed, financial and legal due diligence will be undertaken using professional advisers. Consideration is likely to be a combination of shares and cash.</p> <p>The expected target value for an Acquisition will be relative to the market capitalisation of the Company given that the consideration is anticipated to be a combination of Ordinary Shares and cash. At this time in the Company’s life cycle, it is not anticipated that the Company will be using any form of debt financing to finance an Acquisition. In the unlikely event that the Company requires debt financing, the Directors do not anticipate exceeding an amount equal to a multiple of x2 of the combined earnings before interest, taxes, depreciation and amortization of the Company and the relevant Acquisition target. Any funds not used for an Acquisition will be used for future acquisitions, internal or external growth and expansion and working capital in relation to the acquired company or business.</p>
	<b>Failure to make an Acquisition</b>	<p>If an Acquisition has not been announced within 24 months of Admission, the Board will recommend to Shareholders that the Company continue to pursue an Acquisition for a further 24 months from the second anniversary of Admission or that the Company be wound up (in order to return capital to Shareholders to the extent assets are available). The Board’s recommendation will then be put to a Shareholder vote (from which the Directors will abstain).</p>
	<b>Business strategy and execution</b>	<p>The Directors intend to make investments that generate value for shareholders across a number of different sectors, but given the Directors’ experience is within the financial services and ‘fintech’ sectors, the Company’s initial focus is likely to be on companies or businesses operating in this area.</p>
B.4.	<b>Significant trends</b>	<p>The Company has not yet commenced business. There are therefore no known trends affecting the Company. In terms of industry trends, the Directors believe that in today’s fast-paced financial services sector, technology-based solutions offer financial institutions the opportunity to telescope their appetite for innovation and create innovative business models that enhance bottom line performance for customers and shareholders. According to EY’s Fintech Adoption Index, nearly a third of worldwide consumers use two or more financial technology services. As more consumers adopt non-traditional financial services providers, this requires financial institutions to adapt their mindsets to be open to</p>

		<p>fintech innovations in order to embrace these developments and keep their customers.</p> <p>The financial technology industry is growing significantly and received \$17.4 billion in investment in 2017. The total value of the worldwide investment into the fintech industry has grown at about a 48.8% CAGR since 2008, or from approximately \$1 billion to about \$24 billion.</p> <p>The most significant opportunity is fintech's ability to disrupt the often inefficient financial services industry worth approximately \$25 trillion annually.</p> <p>The Directors are aware of the significant potential and fast changing nature of the fintech industry and plan to identify a suitable fintech business for acquisition and develop the business globally.</p>													
B.5.	<b>Group structure</b>	Not applicable; the Company is not part of a group.													
B.6.	<b>Major shareholders</b>	On Admission, the following Shareholders will have a notifiable interest in the issued shares of the Company (being Shareholders with over 3% of the issued shares of the Company).													
		<table border="1"> <thead> <tr> <th>Shareholder</th> <th>No. of Ordinary Shares</th> <th>Percentage of issued ordinary share capital</th> </tr> </thead> <tbody> <tr> <td>Fush Financial Investment Co., Ltd</td> <td>16,886,556</td> <td>68.53%</td> </tr> <tr> <td>Kamil Rusin</td> <td>839,500</td> <td>3.41%</td> </tr> <tr> <td>Ting Qiu</td> <td>931,500</td> <td>3.78%</td> </tr> </tbody> </table> <p>On Admission, such Shareholders will not have special voting rights and the Ordinary Shares owned by them will rank pari passu in all respects with other Ordinary Shares.</p> <p>Save in relation to Wanbao Xu and Shao Zhiying who together through Fush Financial Investment Co., Ltd (a company beneficially owned by Wanbao Xu and Shao Zhiying) hold 93.00% of the Ordinary Shares of the Company as at the date of this Document and immediately following Admission will hold 68.53 % of the Ordinary Shares of the Company, the Company is not aware of any person who, either as at the date of this Document or immediately following Admission, exercises, or could exercise, directly or indirectly, jointly or severally, control over the Company.</p>		Shareholder	No. of Ordinary Shares	Percentage of issued ordinary share capital	Fush Financial Investment Co., Ltd	16,886,556	68.53%	Kamil Rusin	839,500	3.41%	Ting Qiu	931,500	3.78%
Shareholder	No. of Ordinary Shares	Percentage of issued ordinary share capital													
Fush Financial Investment Co., Ltd	16,886,556	68.53%													
Kamil Rusin	839,500	3.41%													
Ting Qiu	931,500	3.78%													
B.7.	<b>Selected historical key financial information</b>	The Company was incorporated on 25 April 2018 and the following audited financial information was prepared for the period ended 30 April 2018. The Company has not yet commenced business.													

**Statement of financial position as at 30 April 2018**

**As at**  
**30 April 2018**  
*Audited*  
**£**

**ASSETS**

*Current assets:*

Other receivables	35,970
Cash and cash equivalents	-
<b>TOTAL ASSETS</b>	<b>35,970</b>

**EQUITY AND LIABILITIES**

*Capital and reserves:*

Share capital	35,970
Retained earnings	(9,733)
<b>Total equity attributable to equity holders</b>	<b>26,237</b>

*Current liabilities:*

Amounts due to a shareholder	9,733
<b>Total liabilities</b>	<b>9,733</b>

<b>TOTAL EQUITY AND LIABILITIES</b>	<b>35,970</b>
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**Statement of comprehensive income for the period from incorporation to 30 April 2018**

**Period ended**  
**30 April 2018**  
*Audited*  
**£**

Administrative expenses	(9,733)
<b>Loss before taxation</b>	<b>(9,733)</b>

Taxation	-
<b>Loss after taxation</b>	<b>(9,733)</b>

Other comprehensive income	-
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<b>Total comprehensive loss for the period attributable to owners of the Company</b>	<b>(9,733)</b>
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<b>Loss per share – basic and diluted</b>	<b>(0.19)</b>
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(expressed as £ per share)

There has been no significant change in the financial condition and operating results of the Company both during and subsequent to the period covered by the historic financial information other than:

1. The Company has opened up a bank account with DBS Bank Ltd for the purposes of receiving the Net Proceeds.
2. The Admission Subscription will result in the Company receiving Net Proceeds of £2,027,735.

B.8.	<b>Selected key pro forma financial information</b>	<p>The Pro Forma Financial Information has been prepared for illustrative purposes only and because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results.</p> <p>Set out below is an unaudited pro forma statement of net assets of the Company as at 30 April 2018.</p>			
		Company (Note 1) £	Adjustment (Note 2) £	Adjustment (Note 3) £	Pro forma net assets £
		<i>Audited</i>	<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited</i>
		<i>Current assets:</i>			
		Other receivables	-	(35,970)	-
		Cash and cash equivalents	2,027,735	-	2,027,735
		<u>35,970</u>	<u>2,027,735</u>	<u>(35,970)</u>	<u>2,027,735</u>
		<i>Current liabilities:</i>			
		Amounts due to a shareholder	-	-	(9,733)
		<u>(9,733)</u>	<u>-</u>	<u>-</u>	<u>(9,733)</u>
		<b>Unaudited pro forma net assets</b>	<b>2,027,735</b>	<b>(35,970)</b>	<b>2,018,002</b>
		<u><u>26,237</u></u>	<u><u>2,027,735</u></u>	<u><u>(35,970)</u></u>	<u><u>2,018,002</u></u>
		Notes:			
		1. The financial information relating to the Company has been extracted without adjustment from the audited financial information set out in Part VI(A) of this document.			
		2. The adjustment of £2,027,735 represents the gross proceeds from the Subscription of £2,459,135, less associated costs and expenses of the Admission, which amounted to £431,400.			
		3. The adjustment of £35,970 represents the unpaid share capital from the 50,000 Ordinary Shares of US\$1 each, which were repurchased by the Company on 29 November 2018.			
B.9.	<b>Profit forecast or estimate</b>	Not applicable; no profit forecast or estimate is made.			
B.10.	<b>Qualified audit report</b>	Not applicable; there are no qualifications in the accountant's report on the historical financial information.			

B.11.	<b>Insufficient working capital</b>	Not applicable; the Company's working capital, taking into account the Net Proceeds, is sufficient for its present requirements, that is for at least the 12 months from the date of this Document.
<b>SECTION C—SECURITIES</b>		
C.1.	<b>Description of the type and the class of the securities being offered</b>	It is not envisaged that there will be any offering of Ordinary Shares other than the Admission Subscription. The Ordinary Shares will be registered with ISIN number KYG4598W1024 and SEDOL number BGR5JO2.
C.2.	<b>Currency of the securities issue</b>	The currency of the Ordinary Shares is pounds sterling and the Subscription Price shall be paid in pounds sterling.
C.3.	<b>Issued share capital</b>	The Initial Shareholders were issued the Initial Shareholders' Shares on 25 April 2018. Pursuant to the shareholder resolutions passed on 29 November 2018, (i) the Company's share capital was redenominated into pounds sterling; (ii) the Company's authorised share capital was increased to £10,000,000 divided into 1,000,000,000 Ordinary Shares of £0.01; and (iii) a further 50,000 Ordinary Shares were issued for \$50,000, the proceeds of which were used to buy back the 50,000 shares of US\$1 each in connection with redenomination of share capital. As at the date of this Document, there are therefore 50,000 Ordinary Shares in issue and fully paid. At the date of this Document the Company has also received commitments from Investors to subscribe for 24,591,350 New Ordinary Shares in connection with and conditional on Admission pursuant to the Admission Subscription.
C.4.	<b>Rights attached to the securities</b>	<p>The Company may issue shares with such rights or restrictions as may be determined by ordinary resolution or as the Board shall determine, including shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder of such shares.</p> <p>Shareholders will have the right to receive notice of and to attend and vote at any meetings of members. Each Shareholder entitled to attend and being present in person or by proxy at a meeting will, upon a show of hands, have one vote and upon a poll each such Shareholder present in person or by proxy will have one vote for each Ordinary Share held by him.</p> <p>The Company shall hold an annual general meeting each year in addition to any general meeting held in the year. The Directors can call a general meeting at any time in accordance with the Articles. All members who are entitled to receive notice under the Articles must be given</p>

		<p>notice.</p> <p>The Directors are generally empowered to allot shares. Unless otherwise approved by a Special Resolution, any such issue must be for cash and offered pro-rata to existing shareholders.</p> <p>The Company may, subject to the provisions of the Cayman Islands Companies Law and the Articles, by ordinary resolution from time to time declare dividends to be paid to members not exceeding the amount recommended by the Directors.</p> <p>If the Company is wound up, the Shareholders may, subject to the Articles and any other sanctions required by the Cayman Islands Companies Law, pass a special resolution allowing the liquidator to do either or both of the following: (i) divide in specie among the Shareholders the whole or any part of the assets of the Company and, for that purpose, value any assets and determine how the division should be carried out as between the Shareholders or different classes of Shareholder; and/or (ii) vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members and those liable to contribute to the winding up. No member shall be compelled to accept any assets upon which there is a liability.</p>
C.5.	<b>Restrictions on transferability</b>	Not applicable; all Ordinary Shares are freely transferable.
C.6.	<b>Application for admission to trading on a regulated market</b>	Application has been made for the Ordinary Shares to be admitted to the Official List of the UK Listing Authority (by way of a standard listing under Chapter 14 of the listing rules published by the UK Listing Authority under section 73 of FSMA as amended from time to time) and to the London Stock Exchange for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective and that unconditional dealings will commence at 8.00 a.m. on 7 December 2018.
C.7.	<b>Dividend policy</b>	The Company intends to pay dividends on the Ordinary Shares following an Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate. Prior to an Acquisition it is unlikely that the Company will have any earnings but to the extent the Company has any earnings it is the Company's current intention to retain any such earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with the Cayman Islands Companies Law and all other applicable laws.

**SECTION D—RISKS**

<p>D.1</p>	<p><b>Key information on the key risks that are specific to the issuer or its industry</b></p>	<p>The Company is a newly formed entity with no operating history and has not yet identified an Acquisition. As such, the Company has no representative track record or operating history upon which investors can base their investment decisions. An investment in the Company is therefore subject to all of the risks and uncertainties associated with any new business enterprise including the risk that the Company will not achieve its investment objectives and that the value of an investment in the Company could decline and may result in the total loss of all capital invested. In addition, the Company may consider an Acquisition target which is not yet, or which may not become, profitable following any Acquisition.</p> <p>Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. Investors will therefore be relying on the Company’s and the Founders’ ability to identify potential targets, evaluate their merits, conduct or monitor due diligence and conduct negotiations.</p> <p>There is no assurance that the Company will identify suitable Acquisition opportunities in a timely manner or at all which could result in a loss in your investment.</p> <p>The Company may need to contract with consultants who have more industry knowledge and experience in order to assist with identifying Acquisition targets or to assist with operational matters following an Acquisition. This will result in higher operating costs which will have an impact on the amount of funds available to the Company for Acquisitions.</p> <p>The Company intends to issue Ordinary Shares to partly satisfy the consideration for an Acquisition which will result in the existing Shareholders’ holdings being subject to dilution as a result of the issue of more Ordinary Shares.</p> <p>The Company may acquire either less than whole voting control of, or less than a controlling equity interest in, a target, which may limit its operational strategies.</p> <p>The Company may be unable to fund the operations of the target business if it does not obtain additional funding following completion of an Acquisition.</p> <p>The Company is dependent upon the Directors, and in particular, Wanbao Xu, who serves as the Executive Director, to identify potential Acquisition opportunities and to execute any Acquisition. The unexpected loss of the services of Wanbao Xu or other Directors could have a material adverse effect on the Company’s ability to identify potential Acquisition opportunities and to execute an Acquisition.</p>
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		<p>Whilst the Directors are not limited in any way (other than by their normal duties as company directors) by way of their involvement with the Company from acting in the management or conduct of the affairs of any other company, Mr Carew-Wootton and Mr Edwards intend to commit an amount of time to the Company that would be standard for a non-executive director working in the sector. If Mr Carew-Wootton's and Mr Edwards's other business opportunities require them to devote more amounts of time to such affairs, it could limit the time that they are able to spend on the Company's business, which could have a negative impact on the Company's ability to complete an Acquisition. Should any conflicts of interest be identified they will be dealt with and resolved appropriately by such members of the Board that are not subject to the relevant conflict.</p> <p>Any due diligence by the Company in connection with an Acquisition may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on the Company's financial condition or results of operation.</p> <p>The Company may invest in or acquire unquoted companies, joint ventures or projects which, amongst other things, may be leveraged, have limited operating histories, have limited financial resources or may require additional capital.</p> <p>The Company has no previous operating history and is reliant on the experience of the Directors to implement the Company's strategy. The loss of the services of any of its Directors, for any reason, or failure to attract and retain necessary personnel in the future, could adversely impact the business development, financial condition, results of operations and prospects of the Company. In addition, any failure to recruit and retain effective personnel may have an impact on the Company.</p> <p>The Company will be required to incur certain costs in researching and implementing an Acquisition. There is no guarantee that any Acquisition will be successful, but the initial costs will be incurred regardless of whether any potential Acquisition reaches completion or not. Future growth of the Company will be dependent on the Directors' ability to manage the Company and maintain effective cost controls. Failure in this area may result in a material adverse effect on the Company.</p> <p>Two-thirds of the board of Directors is non-executive and therefore will not be allocating all of their time to the Company's affairs, which could have a negative impact on the Company's ability to complete the Acquisition.</p> <p>Wanbao Xu holds a significant stake in the Company and will be able to influence all matters requiring Shareholders' approval. Mr Xu's interests may not be aligned with the interests of the other Shareholders and, notwithstanding entry into the Relationship Agreement</p>
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		<p>with the Company, the Company cannot be certain that this will address all eventualities.</p> <p>The acquisition of financial services businesses must often be made conditional on the approval of the relevant governing regulatory body as to the identity and suitability of the buyer. There can be no guarantee that the Company will be able to obtain such approvals.</p>
D.2	<p><b>Key information on the key risks that are specific to the securities</b></p>	<p><i>The Ordinary Shares</i></p> <p>The proposed Standard Listing of the Ordinary Shares will not afford Shareholders the opportunity to vote to approve an Acquisition unless the relevant Acquisition requires Shareholder approval under applicable law or other regulatory process.</p> <p>A suspension of the Company’s Ordinary Shares, as a result of the FCA determining that there is insufficient information in the market about an Acquisition or the target, would materially reduce liquidity in such shares, which may affect an Investor’s ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation. In the event of such suspension, the value of the Investors’ shareholdings may be materially reduced.</p> <p>It may be necessary for the Company to apply for readmission of the Company’s Ordinary Shares to the extent that an Acquisition is treated as a reverse takeover for the purposes of Chapter 5 of the Listing Rules. A cancellation of the listing of the Company’s Ordinary Shares by the FCA would prevent the Company from raising equity finance on the public market, or to carry out a further acquisition using share consideration, restricting its business activities and resulting in incurring unnecessary costs.</p> <p>The Company is applying for a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules. As a result, the Shareholders will be afforded a lower level of regulatory protection than that afforded to investors of a company with a Premium Listing. For example, the Company will not be appointing a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The application of the Listing Rules regarding significant transactions and related party transactions (which requires shareholder approval if a company has a Premium Listing) will not apply to the Company. In addition, the UK Listing Authority will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules which the Company has indicated that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply.</p> <p>There is no existing market for the Company’s Ordinary</p>

		<p>Shares and an active trading market for the Ordinary Shares may not develop, or if developed, may not be maintained. In addition, even if a market develops, the price of the Ordinary Shares may be subject to volatility due to a number of factors which may be unrelated to the Company's operating performance and might be outside the Company's control. As a result of such volatility, Shareholders may experience a negative or no return on monies invested in the Company.</p> <p>Following Admission, the Company may need to raise additional funds in order to finance the business or to make an Acquisition. If additional funds are required, the existing Shareholders' holdings may be subject to dilution and/or issued shares may have preferred rights, options or pre-emption rights senior to those of the Ordinary Shares.</p>
<b>SECTION E—ADMISSION SUBSCRIPTION</b>		
E.1	<b>Total net proceeds / expenses</b>	The Net Proceeds will be approximately £2,027,735. The total expenses incurred (or to be incurred) by the Company in connection with Admission, the Admission Subscription and the incorporation (and initial capitalisation) of the Company are approximately £431,400.
E.2a	<b>Reasons for the offer and use of proceeds</b>	<p>The Company has been formed to undertake an Acquisition. The expected target value for an Acquisition will be relative to the market capitalisation of the Company given that the consideration is anticipated to be a combination of Ordinary Shares and cash. The Company expects that any funds not used in connection with an Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business. The Company intends to use a combination of shares and cash as consideration for an Acquisition. In terms of geography, it is anticipated that the Company intends on focusing its acquisition strategy principally in Europe and Asia. The Company will not exclude other geographic regions where the Company can operate competitively and have appropriate access to the relevant client base.</p> <p>Following completion of an Acquisition, the objective of the Company is expected to be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders.</p> <p>Prior to completing an Acquisition, the Net Proceeds will be held in the bank account of the Company held with DBS Bank Ltd, Singapore or such money market fund instruments as approved by the Directors and will be used for general corporate purposes, including paying the expenses of the Admission Subscription, and the Company's ongoing costs and expenses, including directors' fees, due diligence costs and other costs of</p>

		<p>sourcing, reviewing and pursuing an Acquisition.</p> <p>The Company's primary intention is to use the Net Proceeds to enable it to evaluate potential Acquisition targets and to pay professional fees (i.e. due diligence, legal fees, accountants fees) in relation to an Acquisition, which may include additional acquisitions following an Acquisition.</p> <p>An Acquisition will be treated as a reverse takeover under Chapter 5 of the Listing Rules and the Company intends to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange, or to the AIM Market operated by London Stock Exchange, or to another stock exchange.</p>
E.3	<b>Terms and conditions of the offer</b>	<p>Investors entering into Subscription Agreements or Placing Letter have agreed, conditional on Admission having become effective on or before 8.00 a.m. on 7 December 2018 (or such later time as the Company may agree) to subscribe for New Ordinary Shares at the Subscription Price of GBP 0.10. If the Net Proceeds are not raised, the Admission will not take place and Investors' monies will be returned to them.</p>
E.4	<b>Material interests</b>	<p>Wanbao Xu and Shao Zhiying together hold 93.00% of the Ordinary Shares of the Company through Fush Financial Investment Co., Ltd (a company beneficially owned by Wanbao Xu and Shao Zhiying) as at the date of this Document and immediately following Admission will hold 68.53% of the Ordinary Shares of the Company. The Company, Wanbao Xu, Shao Zhiying and Fush Financial Investment Co., Ltd have entered into the Relationship Agreement with the Company to take effect on or around the date of Admission pursuant to which all transactions and arrangements between the Company, Wanbao Xu, Shao Zhiying and Fush Financial Investment Co., Ltd will be at arms' length and on normal commercial terms.</p>

E.5	<b>Selling shareholders / Lock-up agreements</b>	<p>Not applicable; no person or entity is offering to sell any relevant securities.</p> <p>Lock up agreements:</p> <p>Fush Financial Investment Co., Ltd and Junxia Zhang have undertaken to the Company that they shall not, and will use all reasonable endeavours to procure that a Connected Person (as defined in section 252 of the Companies Act, as amended) will not:</p> <ul style="list-style-type: none"> <li>• for a period of 12 months from Admission, dispose of any interest in the Locked In Shares or any Ordinary Shares which they may subsequently acquire, except in very limited circumstances; and /or</li> <li>• for a further period of twelve months following the first anniversary of Admission, dispose of any Locked In Shares other than through the Company's appointed broker and in accordance with the reasonable requirements of such broker so as to ensure an orderly market for the issued share capital of the Company.</li> </ul>
E.6	<b>Dilution</b>	<p>Pursuant to the Admission Subscription, 24,591,350 New Ordinary Shares have been subscribed for by Investors at the Subscription Price conditional on Admission, representing 99.80 per cent. of the Enlarged Share Capital. The Admission Subscription will result in the Initial Shareholders' Shares being diluted so as to constitute 0.20% in aggregate of the Enlarged Share Capital.</p>
E.7	<b>Expenses charged to investors</b>	<p>No costs or expenses of the Admission Subscription will be charged to the Investors.</p>

## RISK FACTORS

*Investment in the Company and the Ordinary Shares carries a significant degree of risk, including risks in relation to the Company's business strategy, potential conflicts of interest, risks relating to taxation and risks relating to the Ordinary Shares.*

*Prospective investors should note that the risks relating to the Company, its proposed sector of activity and the Ordinary Shares summarised in the section of this document headed "Summary" are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which the Company faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the risks and uncertainties described below.*

*The risks referred to below are those risks the Company and the Directors consider to be the material risks relating to the Company. However, there may be additional risks that the Company and the Directors do not currently consider to be material or of which the Company and the Directors are not currently aware that may adversely affect the Company's business, financial condition, results of operations or prospects. Investors should review this Document carefully and in its entirety and consult with their professional advisers before acquiring any Ordinary Shares. If any of the risks referred to in this Document were to occur, the results of operations, financial condition and prospects of the Company could be materially adversely affected. If that were to be the case, the trading price of the Ordinary Shares and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Further, Investors could lose all or part of their investment.*

### RISKS RELATING TO THE COMPANY'S BUSINESS STRATEGY

*The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business for an Acquisition*

The Company is a newly formed entity with no operating results and it will not commence operations prior to obtaining the Net Proceeds. The Company lacks an operating history and therefore Investors have no basis on which to evaluate the Company's ability to achieve its objective of identifying, acquiring and operating a company or business. Currently, there are no plans, arrangements or understandings with any prospective target company or business regarding an Acquisition and the Company may acquire a target company or business that does not meet the Company's stated acquisition criteria. The Company will not generate any revenues from operations unless it completes an Acquisition.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. Investors will therefore be relying on the Company's and the Founders' ability to identify potential targets, evaluate their merits, conduct or monitor due diligence and conduct negotiations.

Although the Company will seek to evaluate the risks inherent in a particular target business (including the industries and geographic regions in which it operates), it cannot offer any assurance that it will make a proper discovery or assessment of all of the significant risks. Furthermore, no assurance may be made that an investment in Ordinary Shares will ultimately prove to be more favourable to Investors than a direct investment, if such opportunity were available, in any target company or business. In addition, the Company may consider an Acquisition target which is not yet, or which may not become, profitable following any Acquisition.

*There is no assurance that the Company will identify suitable Acquisition opportunities in a timely manner or at all which could result in a loss of your investment*

The success of the Company's business strategy is dependent on its ability to identify sufficient suitable Acquisition opportunities. The Company cannot estimate how long it will take to identify suitable Acquisition opportunities or whether it will be able to identify any suitable Acquisition opportunities at all within one year after the date of Admission. If the Company fails to complete a proposed Acquisition (for example, because it has been outbid by a competitor) it may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses to allow it to pursue further opportunities. Furthermore, even if an agreement is reached relating to a proposed Acquisition, the Company may fail to complete such Acquisition for reasons beyond its control. Any such event will result in a loss to the Company of the related costs incurred, which could materially adversely affect subsequent attempts to identify and acquire another target business.

In the event that an Acquisition has not been announced within 24 months of Admission the Board will ask Shareholders to approve either to continue pursuing an Acquisition for a further 24 months or the liquidation and dissolution of the Company and distribution of the remaining assets of the Company (if any) to Shareholders in accordance with the Articles. A liquidation might result in Investors receiving less than the initial subscription price of

GBP0.10 per Ordinary Share and investors who acquired Ordinary Shares after Admission potentially receiving less than they invested.

**Wanbao Xu and Shao Zhiying indirectly control approximately 68.53 per cent. of the voting rights in the Company as at Admission and it may conflict with the interests of Investors**

Following Admission, Wanbao Xu and Shao Zhiying will control approximately 68.53 per cent of the votes cast at the general meeting of the company through Fush Financial Investment Co., Ltd (being held a company beneficially owned by Wanbao Xu and Shao Zhiying). This level of voting power means that Wanbao Xu and Shao Zhiying exercise substantial control over the Company and have the power to influence resolutions passed by the Company.

In addition, Wanbao Xu is an executive director of the Company and Shao Zhiying is a member of the senior management team of the Company. Wanbao Xu, Shao Zhiying and Fush Financial Investment Co., Ltd have entered into the Relationship Agreement with the Company to take effect on or around the date of Admission pursuant to which all transactions and arrangements between the Company, Wanbao Xu, Shao Zhiying and Fush Financial Investment Co., Ltd will be at arms' length and on normal commercial terms.

Although the Relationship Agreement is entered into to prevent Wanbao Xu and Shao Zhiying from abusing their indirect control of the Company, the interests of Wanbao Xu and Shao Zhiying may not be the same as the interests of minority shareholders or investors in the Company and they may make decisions which may have an adverse effect on investments in Ordinary Shares and or the business operations of the Company. Minority shareholders have a limited ability to block or challenge such decisions through the constitutional documents of the Company and the Relationship Agreement.

***The Board may need to appoint consultants with specialist industry knowledge***

Whilst the Board comprises a knowledgeable and experienced group of professionals with extensive experience of financial services and fintech, the Company may need to contract with consultants who have more industry knowledge and experience in order to assist with identifying or selecting a target in respect of an Acquisition or to assist with certain operational matters following an Acquisition. Contracting additional personnel will mean the Company will have higher operating costs which will have a negative impact on the funds available to the Company for Acquisitions.

***The Company intends to issue Ordinary Shares as consideration for an Acquisition***

The Company intends to issue Ordinary Shares as consideration for an Acquisition. There is no guarantee that Ordinary Shares will be an attractive offer for the shareholders of any company or business which the Company identifies as a suitable Acquisition opportunity. If the Company fails to identify a target company which is willing to accept share consideration, it may have to raise additional cash funds (or, if the circumstances require, use debt financing) and may be left with substantial unrecovered transaction costs, potentially including fees, legal costs, accounting costs, due diligence or other expenses which will affect the Company's ability to carry out future Acquisitions. In addition, the existing Shareholders' holdings will be subject to dilution as a result of the issue of Ordinary Shares to partly satisfy the consideration due in respect of an Acquisition.

***Even if the Company completes an Acquisition, there is no assurance that any operating improvements will be successful or, that they will be effective in increasing the valuation of any business acquired***

Following an Acquisition the Company will endeavour to generate Shareholder value through capital adequacy, operational improvements, economies of scale and through an acquisition programme. However, there can be no assurance that the Company will be able to propose and implement effective operational improvements for any company or business which the Company acquires. In addition, even if the Company completes an Acquisition, general economic and market conditions or other factors outside the Company's control could make the Company's operating strategies difficult or impossible to implement. Any failure to implement these operational improvements successfully and/or the failure of these operational improvements to deliver the anticipated benefits could have a material adverse effect on the Company's results of operations and financial condition.

***The Company may face significant competition for Acquisition opportunities***

There may be significant competition for some or all of the Acquisition opportunities that the Company may explore. Such competition may for example come from strategic buyers, sovereign wealth funds, other special purpose acquisition companies and public and private investment funds many of which are well established and have extensive experience in identifying and completing acquisitions. A number of these competitors may possess greater technical, financial, human and other resources than the Company. The Company cannot assure Investors that it will be successful against such competition. Such competition may cause the Company to be unsuccessful in executing an Acquisition or may result in a successful Acquisition being made at a significantly higher price than would otherwise have been the case.

***Any due diligence by the Company in connection with an Acquisition may not reveal all relevant considerations or liabilities of the target business, which could have a material adverse effect on the Company's financial condition or results of operations***

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate based on the facts and circumstances applicable to any potential Acquisition. The objective of the due diligence process will be to identify material issues which might affect the decision to proceed with any one particular acquisition target or the consideration payable for an Acquisition. The Company also intends to use information revealed during the due diligence process to formulate its business and operational planning for, and its valuation of, any target company or business. Whilst conducting due diligence and assessing a potential Acquisition, the Company will rely on publicly available information, if any, information provided by the relevant target company to the extent such company is willing or able to provide such information and, in some circumstances, third party investigations.

There can be no assurance that the due diligence undertaken with respect to a potential Acquisition will reveal all relevant facts that may be necessary to evaluate such Acquisition including the determination of the price the Company may pay for an acquisition target, or to formulate a business strategy. Furthermore, the information provided during due diligence may be incomplete, inadequate or inaccurate. As part of the due diligence process, the Company will also make subjective judgments regarding the results of operations, financial condition and prospects of a potential opportunity. If the due diligence investigation fails to correctly identify material issues and liabilities that may be present in a target company or business, or if the Company considers such material risks to be commercially acceptable relative to the opportunity, and the Company proceeds with an Acquisition, the Company may subsequently incur substantial impairment charges or other losses. In addition, following an Acquisition, the Company may be subject to significant, previously undisclosed liabilities of the acquired business that were not identified during due diligence and which could contribute to poor operational performance, undermine any attempt to restructure the acquired company or business in line with the Company's business plan and have a material adverse effect on the Company's financial condition and results of operations.

***If the Company acquires less than either the whole voting control of, or less than the entire equity interest in, a target company or business, its decision-making authority to implement its plans may be limited and third party minority shareholders may dispute the Company's strategy***

The Company intends to acquire a controlling interest in a single target company or business. Although the Company (or its successor) may acquire the whole voting control of a target company or business, it may consider acquiring a controlling interest constituting less than the whole voting control or less than the entire equity interest of that target company or business if such opportunity is attractive or where the Company (or its successor) would acquire sufficient influence to implement its strategy. If the Company acquires either less than the whole voting control of, or less than the entire equity interest in, a target company or business, the remaining ownership interest will be held by third parties. Accordingly, the Company's decision-making authority may be limited. Such Acquisition may also involve the risk that such third parties may become insolvent or unable or unwilling to fund additional investments in the target. Such third parties may also have interests which are inconsistent or conflict with the Company's interests, or they may obstruct the Company's strategy for the target or propose an alternative strategy. Any third party's interests may be contrary to the Company's interests. In addition, disputes among the Company and any such third parties could result in litigation or arbitration. Any of these events could impair the Company's objectives and strategy, which could have a material adverse effect on the continued development or growth of the acquired company or business.

***The Company may be unable to complete an Acquisition or to fund the operations of the target business if it does not obtain additional funding***

Although the Company has not identified a prospective target company or business and cannot currently predict the amount of additional capital that may be required, once an Acquisition has been made, if the target is not sufficiently cost generative, further funds may need to be raised.

If, following an Acquisition, the Company's cash reserves are insufficient, the Company will likely be required to seek additional equity or debt financing. The Company may not receive sufficient support from its existing Shareholders to raise additional equity, and new equity investors may be unwilling to invest on terms that are favourable to the Company, or at all. Lenders may be unwilling to extend debt financing to the Company on attractive terms, or at all. To the extent that additional equity or debt financing is necessary to complete an Acquisition and remains unavailable or only available on terms that are unacceptable to the Company, the Company may be compelled either to restructure or abandon the Acquisition, or proceed with the Acquisition on less favourable terms, which may reduce the Company's return on the investment.

Even if additional financing is unnecessary to complete an Acquisition, the Company may subsequently require equity or debt financing to implement operational improvements in the acquired business. The failure to secure additional

financing or to secure such additional financing on terms acceptable to the Company could have a material adverse effect on the continued development or growth of the acquired business.

***The Company may issue shares or convertible debt securities or incur indebtedness to complete an Acquisition, which may dilute the interests of Shareholders or present other risks, including a decline in post-acquisition operating results due to increased interest expense or an adverse effect on liquidity as a result of acceleration of its indebtedness***

Any issuance of Ordinary Shares, preferred shares or convertible debt securities may:

- significantly dilute the value of the Ordinary Shares held by existing Shareholders;
- cause a Change of Control if a substantial number of Ordinary Shares are issued, which may, among other things, result in the resignation or removal of one or more of the Directors;
- in certain circumstances, have the effect of delaying or preventing a Change of Control;
- subordinate the rights of holders of Ordinary Shares if preferred shares are issued with rights senior to those of Ordinary Shares; or
- adversely affect the market prices of the Ordinary Shares.

Where Ordinary Shares, preferred shares or convertible debt securities are issued as consideration for an Acquisition, existing Shareholders will have no pre-emptive rights with regard to the securities that are issued. The issuance of such Ordinary Shares, preferred shares or convertible debt securities is likely to materially dilute the value of the Ordinary Shares held by existing Shareholders. Where a target company has an existing large shareholder, an issue of Ordinary Shares, preferred shares or convertible debt securities as consideration may result in such shareholder subsequently holding a significant or majority stake in the Company, which may, in turn, enable it to exert significant influence over the Company (to a greater or lesser extent depending on the size of its holding). The Company has entered into the Relationship Agreement in accordance with the provisions of Chapter 6 of the Listing Rules which apply to Premium Listed companies but this does not guarantee that the Company will be able to ensure that it will at all times be capable of carrying on business independently of the Significant Shareholder and that all transactions and arrangements between the Company and the Significant Shareholder are carried out at arm's length and on normal commercial terms.

Although the Company intends to use cash and share consideration in relation to an Acquisition, the Company may choose to finance a portion of an Acquisition with debt financing subject to it being able to service the interest and manage the repayment of the debt following an Acquisition by virtue of a reliable sales outlook. The maximum aggregate amount of debt would be unlikely to exceed an amount greater than a multiple of x2 the combined earnings before interest, taxes, depreciation and amortization of the Company and the relevant Acquisition target. Whilst the Company does not envisage incurring any indebtedness in relation to an Acquisition, if this were to be the case, indebtedness could result in:

- default and foreclosure on the Company's assets, if its cash flow from operations were insufficient to pay its debt obligations as they become due;
- acceleration of its obligation to repay indebtedness, even if it has made all payments when due, if it breaches, without a waiver, covenants that require the maintenance of financial ratios or reserves or impose operating restrictions;
- a demand for immediate payment of all principal and accrued interest, if any, if the indebtedness is payable on demand; or
- an inability to obtain additional financing, if any indebtedness incurred contains covenants restricting its ability to incur additional indebtedness.

The occurrence of any or a combination of these factors could decrease a Shareholder's ownership interests in the Company or have a material adverse effect on its financial condition and results of operations.

***An Acquisition may result in adverse tax, regulatory or other consequences for Shareholders which may differ for individual Shareholders depending on their status and residence***

As no Acquisition target has yet been identified, it is possible that any acquisition structure determined necessary by the Company to consummate an Acquisition may have adverse tax, regulatory or other consequences for Shareholders which may differ for individual Shareholders depending on their individual status and residence.

***The Company may be unable to hire or retain personnel required to support the Company after an Acquisition***

Following completion of an Acquisition, the Company will evaluate the personnel of the acquired business and may determine that it requires increased support to operate and manage the acquired business in accordance with the Company's overall business strategy. There can be no assurance that existing personnel of the acquired business will be adequate or qualified to carry out the Company's strategy, or that the Company will be able to hire or retain experienced, qualified employees to carry out the Company's strategy.

***The Company will be subject to restrictions in offering its Ordinary Shares as consideration for an Acquisition in certain jurisdictions and may have to provide alternative consideration, which may have an adverse effect on its operations***

The Company may offer its Ordinary Shares or other securities as part of the consideration to fund, or in connection with, an Acquisition. However, certain jurisdictions may restrict the Company's use of its Ordinary Shares or other securities for this purpose, which could result in the Company needing to use alternative sources of consideration. Such restrictions may limit the Company's available Acquisition opportunities or make a certain Acquisition more costly.

***If an Acquisition is completed, the Company will be a holding company whose principal source of operating cash will be income received from the business it has acquired***

If an Acquisition is identified and subsequently completed, the Company will be dependent on the income generated by the acquired business to meet the Company's expenses and operating cash requirements. The amount of distributions and dividends, if any, which may be paid from any operating subsidiary to the Company will depend on many factors, including such subsidiary's results of operations and financial condition, limits on dividends under applicable law, its constitutional documents, documents governing any indebtedness of the Company, and other factors which may be outside the control of the Company. If the acquired business is unable to generate sufficient cash flow, the Company may be unable to pay its expenses or make distributions and dividends on the Ordinary Shares.

***The Company expects to acquire a controlling interest in a single company or business which will increase the risk of loss associated with underperforming assets***

The Company expects that if an Acquisition is completed, its business risk will be concentrated in a single company or business unless or until any additional Acquisitions are made. A consequence of this is that returns for Shareholders may be adversely affected if growth in the value of the acquired business is not achieved or if value of the acquired business or any of its material assets subsequently are written down. Accordingly, Shareholders should be aware that the risk of investing in the Company could be greater than investing in an entity which owns or operates a range of businesses and businesses in a range of sectors. The Company's future performance and ability to achieve positive returns for Shareholders will therefore be solely dependent on the subsequent performance of the acquired business. There can be no assurance that the Company will be able to propose effective operational and restructuring strategies for any company or business which the Company acquires and, to the extent that such strategies are proposed, there can be no assurance they will be implemented effectively.

***The Company may be subject to foreign investment and exchange risks***

The Company's functional and presentational currency is pounds sterling. As a result, the Company's consolidated financial statements will carry the Company's assets in pounds sterling. Any business the Company acquires may denominate its financial information in a currency other than pounds sterling, conduct operations or make sales in currencies other than pounds sterling. When consolidating a business that has functional currencies other than pounds sterling, the Company will be required to translate, inter alia, the balance sheet and operational results of such business into pounds sterling. Due to the foregoing, changes in exchange rates between pounds sterling and other currencies could lead to significant changes in the Company's reported financial results from period to period. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political or regulatory developments. Although the Company may seek to manage its foreign exchange exposure, including by active use of hedging and derivative instruments, there is no assurance that such arrangements will be entered into or available at all times when the Company wishes to use them or that they will be sufficient to cover the risk.

***The Company may be subject to risks particular to one or more countries in which it ultimately operates, which could negatively impact its operations***

Whilst the Company anticipates that any proposed Acquisition target will be located in Europe and Asia, the Company may acquire a target company or business in another jurisdiction, or with substantial operations in, a number of jurisdictions, any of which may expose it to considerations or risks associated with companies operating in such jurisdictions, including but not limited to: regulatory and political uncertainty; tariffs, trade barriers and regulations related to customs and import/export matters; international tax issues, such as tax law changes and variations in tax laws; cultural and language differences; rules and regulations on currency conversion or corporate withholding taxes on

individuals; currency fluctuations and exchange controls; employment regulations; crime, strikes, riots, civil disturbances, terrorist attacks and wars; and deterioration of relevant political relations. Any exposure to such risks due to the countries in which the Company operates following an Acquisition could negatively impact the Company's operations.

***The Company may be subject to regulatory compliance risk***

Any future regulatory changes may potentially restrict the operations of the Company following an Acquisition in such industry, impose increased compliance and regulatory capital costs, reduce investment returns or increase associated fees, increase corporate governance/supervision costs, reduce the competitiveness of any business of the Company, reduce the ability of the Company to hire and retain key personnel or impose restrictions on whether individuals may be appointed or retained as directors of the Company and impose other restrictions and obligations which could adversely affect the Company's profitability.

Areas where changes could have an impact, other than those highlighted above, include:

- the monetary, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policies that may significantly influence investor decisions in particular markets in which the Company may have operations;
- changes in the regulatory requirements, for example, rules designed to promote financial stability and increase depositor protection;
- changes in competition and pricing environments;
- developments in the financial reporting environment;
- new financial transaction related or other taxes;
- financial stability measures, fiscal budget controls, exchange controls and controls on the international movement of capital; and
- expropriation, nationalisation, confiscation of assets and changes in legislation relating to foreign ownership.

Regulations to which the Company may be subject may also be interpreted or applied differently than in the past, which could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

***The Company may invest in or acquire unquoted companies, joint ventures or projects which, amongst other things, may be leveraged, have limited operating histories, have limited financial resources or may require additional capital***

All or any of these factors may have a material adverse effect on the business, financial condition, results of operations and prospects of the Company. For investments in companies which are at a relatively early stage of development, there can be no assurance that successful operations will develop and such operations may require the injection of further capital that the Company is unable or unwilling to meet, which could have a material adverse effect on the Company. Investments in unquoted companies and companies quoted on exchanges other than the Official List may involve a higher degree of risk and Shareholders may have fewer regulatory protections than investments on the Official List. The shares of such companies may also be less liquid which could affect the Company's ability to realise its investment. The companies in which the Company may invest will be subject to market factors and as such may experience decreased revenues, financial losses and requirements for additional funding. Whilst the Company is intending to invest for the longer term and thus many of these risks may be mitigated over time, there remains a risk that the requirements of the Company's investments may have a negative impact on the operating performance of the Company. Further, whilst the Company would only likely acquire a target with debt at or below an amount equal to a multiple of x2 of the combined earnings before interest, taxes, depreciation and amortization of the Company and the relevant Acquisition target, such debt could have a material adverse effect on the business, financial condition, results of operations and prospects of the Company going forward.

***Competition***

The Company's intended activities are within a competitive market. Many of the Company's competitors will have greater financial and other resources than the Company and, as a result, may be in a better position to compete for potential investment opportunities. As has been well publicized, large banks have made strategic acquisitions in the fintech M&A space, including Goldman Sachs, Bank of America, Wells Fargo, Citi and Morgan Stanley. European banks such as BBVA and new financial companies such as Klarna have also been active in acquiring early stage fintech businesses. Private equity is also a feature in the market, with Permira, Advent and Bain all acquiring payment

processing businesses in the last 18 months. There are also other listed special purpose acquisition companies and funds which are seeking investments in the fintech sector, for example Golden Rock Global plc and Augmentum Fintech plc. This competition could have a material adverse effect on the Company's financial condition, results or operations as well as the Company's ability to attract and retain highly skilled individuals. There can be no assurance that the Company can, or will be able to, compete effectively.

## **RISKS RELATING TO AN ACQUISITION TARGET'S PROPOSED AREA OF OPERATION**

### **The Company may be subject to regulatory and compliance risk following the Acquisition**

The fintech sector is developing rapidly and the regulatory environment is consequently subject to near constant change and updating to keep pace with innovation and disruption in financial services, markets and products. There are a large number of rules, regulations and laws applicable to the fintech sector and the marketing, use and development of innovative financial services products. The Company will be required to comply with these and interact with the relevant regulator to ensure that it is complying with law applicable to it. Failure to comply with such rules, regulations and laws could lead to fines, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operations or, in extreme cases, a decline in business or withdrawal of authorisations to operate.

Factors arising out of changes to the regulatory climate which may negatively impact the financial services and fintech sector include:

- the monetary, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policies of central banks and regulatory authorities, particularly following the UK's departure from the European Union in the year 2019;
- changes in the regulatory requirements, for example, rules designed to promote financial stability and increase;
- depositor protection;
- changes in competition and pricing environments;
- developments in the financial reporting environment;
- new financial transactions related to other taxes;
- restrictions on shadow banking and on core banking activities;
- increased burdens regarding a Company's duty to protect and manage personal data, (particularly in respect of block chain operations);
- restrictions on outsourcing by fintech firms of any given part of their businesses (e.g. their technological function) potentially increasing the regulatory compliance burden of such companies;
- technological advances meaning an increased risk in cyber threats or security which in turn could lead governments and regulators to impose new regulation on businesses operating in the fintech space;
- more onerous obligations on the Company arising out of the government and regulators requiring the Company to share information with them on cyber/security threats;
- financial stability measures (based on the supply, demand and performance of the relevant financial product or service on both domestic and international markets) on the international movement of capital;
- financial stability measures (dictated by the political or economic climate of the relevant business territory or territories in question), fiscal budget controls, exchange controls and controls on the international movement of capital; and
- expropriation, nationalisation, confiscation of assets and changes in legislation relating to foreign ownership.

Changes in interpretation or application of regulation may be further factors which could have an adverse effect on the operation, financial condition and general business of the Company.

### **The fintech sector is highly competitive**

In the event that the Company acquires a company or business in the fintech sector, it is likely that the market in which it operates would be highly competitive. In particular, it is possible that its competitors would include companies and businesses with significantly greater financial and technological resources which enable them to meet evolving industry standards, changes in consumer needs, heavy competition and frequent new products and services introductions. If the Company fails to identify investment opportunities in response to these changes it could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

The fintech sector is largely a global market and high competition can also be expected from businesses with geographical bases external to the UK. Many of these foreign competitors are increasingly progressive, not only in terms of their innovative approach to industry standards, but also in their use and application of UK government and regulatory policy which supports fintech set-up and industry from overseas. Strong competition in the fintech sector is caused by factors such as (1) the pool of technical, financial services and entrepreneurial talent available to competitors in the same market who may be able to engage such talent on more favourable commercial terms than those engaged by

the Company with its respective employees, (2) the amount of capital at the disposal of competing fintech businesses and how potentially more of that capital might be injected in to their re-investment or expansion plans in comparison to how much the Company can generate and re-invest, (3) the attitude and enforcement efforts of competing businesses' governments being more relaxed than those of the Company's immediate government as regards policy, regulation and taxation, (4) the end-client demand across consumers, corporates and financial institutions being greater in the immediate markets where competing businesses operate as opposed to demand in the operational markets of the Company.

### **Technological advances**

The technologies surrounding products and services provided by companies in the fintech sector may be rendered obsolete by new inventions and technologies, which would adversely impact the Company in the event that it acquires a company or business in the fintech sector. In particular, the market for internet-related products is characterised by continued evolution in technology, evolving industry standards, changes in consumer needs, heavy competition and frequent new products and services introductions. If the Company fails to identify investment opportunities in response to these changes it could have an adverse effect on the Company's business, financial condition, results of operations and/or prospects. Obligations to comply with UK regulatory requirements concerning investor/consumer protection, market integrity and money laundering may impede the speed and degree to which innovative technology can be implemented and incorporated in to the Company's operations. This in turn may therefore affect the competitive edge or USP of the Company's product or service creating a negative impact on sales, good will and market positioning of the Company.

### **Unauthorised disclosure of data, whether through cyber security breaches, computer viruses or otherwise could expose the Company (and any target business) to liability, protracted and costly litigation and damage its reputation**

In the event that the Company acquires a company or business in the fintech sector, it is likely that the Company would process sensitive personal data (including, in certain instances consumer names and addresses and/or bank details) and therefore would have a responsibility to safeguard that data to certain third parties, including customers. With the introduction of the Data Protection Act 2018 (following the EU's General Data Protection Regulation (GDPR)), the Company would be under significant scrutiny as regards its management of personal data following its potential Acquisition. In particular, the Company may be liable to fines of up to 20 million Euros or 4 per cent of its annual worldwide turnover if found to have seriously violated its duties under GDPR. Unauthorised data disclosure could occur through cyber security breaches as a result of malware infection and malicious or accidental user activity, internal security breaches or human error, or as a result of physical breaches where unauthorised personnel gain physical access to such data. Any loss, destruction or unauthorised modification of customer data could result in significant reputational damage, additional costs relating to customer compensation or other charges, fines, sanctions and proceedings against the Company or the company or business it acquires. This could in turn have an adverse effect on the Company's business, financial condition, results of operations and/or prospects.

### **RISKS RELATING TO THE ORDINARY SHARES**

#### ***The proposed Standard Listing of the Ordinary Shares will afford Investors a lower level of regulatory protection than a Premium Listing***

Application will be made for the Ordinary Shares to be admitted to a Standard Listing on the Official List. A Standard Listing will afford Investors in the Company a lower level of regulatory protection than that afforded to investors in a company with a Premium Listing, which is subject to additional obligations under the Listing Rules.

Whilst the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with Admission;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that any Acquisition will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for an Acquisition;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a "related party transaction" as defined in Chapter 11 of the Listing Rules without the specific prior approval of those Directors who do not constitute a related party;

- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

***The Company may be unable to transfer to a Premium Listing or other appropriate stock market following an Acquisition***

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Upon completion of an Acquisition, the Directors may seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the company or business it acquires, subject to fulfilling the relevant eligibility criteria at the time. There can be no guarantee that the Company will meet such eligibility criteria or that a transfer to a Premium Listing or other appropriate stock market will be achieved. For example, such eligibility criteria may not be met, due to the circumstances and internal control systems of the acquired business or if the Company acquires less than a controlling interest in the target. In addition there may be a delay, which could be significant, between the completion of an Acquisition and the date upon which the Company is able to seek or achieve a Premium Listing or a listing on another stock exchange.

If the Company does not achieve a Premium Listing or the Directors decide to maintain the Standard Listing, the Company will not be obliged to comply with the higher standards of corporate governance or other requirements which it would be subject to upon achieving a Premium Listing and, for as long as the Company continues to have a Standard Listing, it will be required to continue to comply with the lesser standards applicable to a company with a Standard Listing. This would mean that the Company could be operating a substantial business but would not need to comply with such higher standards as a Premium Listing provides.

***If the Company proposes making an Acquisition and the FCA determines that there is insufficient information in the market about an Acquisition or the target, the Ordinary Shares may be suspended from listing, which will reduce liquidity in the Ordinary Shares, potentially for a significant period of time, and may adversely affect the price at which a Shareholder can sell them.***

If an Acquisition occurs, it will be treated as a reverse takeover (within the meaning given to that term in Chapter 5 of the Listing Rules).

Generally, when a reverse takeover is announced or leaked, there will be insufficient publicly available information in the market about the proposed transaction and the listed company will be unable to assess accurately its financial position and inform the market appropriately. In this case, the FCA will often consider that suspension of the listing of the listed company's securities will be appropriate. The London Stock Exchange will suspend the trading in the listed company's securities if the listing of such securities has been suspended. However, if the FCA is satisfied that there is sufficient publicly available information about the proposed transaction it may agree with the listed company that a suspension is not required. The FCA will generally be satisfied that a suspension is not required in the following circumstances: (i) the target company is admitted to listing on a regulated market or another exchange where the disclosure requirements in relation to financial information and inside information are not materially different than the disclosure requirements under the Disclosure Guidance and Transparency Rules; or (ii) the issuer is able to fill any information gap at the time of announcing the terms of the transaction, including the disclosure of relevant financial information in relation to the target and a description of the target.

If information regarding a significant proposed transaction were to leak to the market, or the Board considered that there were good reasons for announcing the transaction at a time when it was unable to provide the market with sufficient information regarding the impact of an Acquisition on its financial position, the Ordinary Shares may be suspended. Any such suspension would be likely to continue until sufficient financial information on the transaction was made public. Depending on the nature of the transaction (or proposed transaction) and the stage at which it is leaked or announced, it may take a substantial period of time to compile the relevant information, particularly where the target does not have financial or other information readily available which is comparable with the information a listed company would be expected to provide under the Disclosure Guidance and Transparency Rules and the Listing Rules (for example, where the target business is not itself already subject to a public disclosure regime), and the period during which the Ordinary Shares would be suspended may therefore be significant.

A suspension of the listing of the Ordinary Shares would materially reduce liquidity in such shares which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation.

***On completion of a reverse takeover, the FCA may seek to cancel the listing of the Company's Ordinary Shares and they may not be readmitted to trading thereafter***

Chapter 5 of the Listing Rules provide that the FCA will generally seek to cancel the listing of a listed company's securities when it completes a reverse takeover. In such circumstances, the Company may seek the re-admission to

listing either simultaneously with completion of an Acquisition or as soon thereafter as is possible but there is no guarantee that such re-admission would be granted by the FCA. Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company.

A cancellation of the listing of the Ordinary Shares would materially reduce liquidity in such shares which may affect an Investor's ability to realise some or all of its investment and/or the price at which such Investor can effect such realisation. There is unlikely to be a market for shares where their listing has been cancelled and if a reverse takeover were to occur but the Company's Ordinary Shares were not readmitted, the Company would not be able raise any equity or debt financing on the public market, or carry out a further acquisition using listed share consideration, which would restrict its business activities and particularly result in incurring unnecessary costs.

***There is currently no market for the Ordinary Shares, notwithstanding the Company's intention to be admitted to trading on the London Stock Exchange. A market for the Ordinary Shares may not develop, which would adversely affect the liquidity and price of the Ordinary Shares***

There is currently no market for the Ordinary Shares. Therefore, Investors cannot benefit from information about prior market history when making their decision to invest. The price of the Ordinary Shares after Admission also can vary due to a number of factors, including but not limited to, general economic conditions and forecasts, the Company's general business condition and the release of its financial reports. Although the Company's current intention is that its securities should continue to trade on the London Stock Exchange, it cannot assure you that it will always do so. In addition, an active trading market for the Ordinary Shares may not develop or, if developed, may not be maintained. Investors may be unable to sell their Ordinary Shares unless a market can be established and maintained, and if the Company subsequently obtains a listing on an exchange in addition to, or in lieu of, the London Stock Exchange, the level of liquidity of the Ordinary Shares may decline.

***Investors may not be able to realise returns on their investment in Ordinary Shares within a period that they would consider to be reasonable***

Investments in Ordinary Shares may be relatively illiquid. There may be a limited number of Shareholders and this factor may contribute both to infrequent trading in the Ordinary Shares on the London Stock Exchange and to volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realise their investment in Ordinary Shares within a period that they would regard as reasonable. Accordingly, the Ordinary Shares may not be suitable for short-term investment. Admission should not be taken as implying that there will be an active trading market for the Ordinary Shares. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the price per Ordinary Share on Admission.

***Dividend payments on the Ordinary Shares are not guaranteed and the Company does not intend to pay dividends prior to an Acquisition***

To the extent the Company intends to pay dividends on the Ordinary Shares, it will pay such dividends following (but not before) an Acquisition, at such times (if any) and in such amounts (if any) as the Board determines appropriate and in accordance with applicable law, but expects to be principally reliant upon dividends received on shares held by it in any operating subsidiaries in order to do so. Payments of such dividends will be dependent on the availability of any dividends or other distributions from such subsidiaries. The Company can therefore give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends, if any.

#### ***Cayman Islands company law***

The Company is an exempted company incorporated in the Cayman Islands. As a result, the rights of the Shareholders will be governed by the laws of the Cayman Islands and the Memorandum and Articles. The laws of the Cayman Islands relating to the protection of the interests of minority shareholders differ in some respects from those established under statutes or judicial precedent in existence in England. Such differences may mean that the Company's minority shareholders may have less protection than they would have under English law.

Set out below is a description of the principal relevant differences between companies incorporated in England and the Cayman Islands:

(i) Pre-emptive rights: Shareholders do not have statutory pre-emption rights under the Cayman Islands Companies Law over further issues of shares of the Company. Certain restrictions on the ability of the Directors to allot Ordinary Shares are contained in the Articles, which may be amended by a special resolution of shareholders.

(ii) Takeovers: the Cayman Islands Companies Law does not contain provisions similar to those in the City Code which, inter alia, oblige a person or persons acquiring at least 30 per cent of voting rights in a company to which the City Code applies to make an offer to acquire the remainder of the shares in such company. The Articles incorporate provisions similar to those contained in Rule 9 of the City Code, but may be amended by a special resolution of the Shareholders.

(iii) Disclosure of interests in shares: under the Cayman Islands Companies Law, Shareholders are not obliged to disclose their interests in the Company in the same way as shareholders of certain public companies incorporated in the United Kingdom are required to do. In particular, the Disclosure Guidance and Transparency Rules do not apply. The Articles incorporate provisions similar to those contained in Disclosure Guidance and Transparency Rules 5, but may be amended by a special resolution of the Shareholders.

***Rights of shareholders are more limited under Cayman Islands law than under United Kingdom law***

The Company's corporate affairs are governed by the Memorandum and Articles of Association, the Companies Law and the common law of the Cayman Islands. The rights of Shareholders to take action against the Directors, the rights of Shareholders to institute actions and the fiduciary responsibilities of Directors under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of Shareholders and the fiduciary responsibilities of Directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions. In particular, the Cayman Islands have a less developed body of securities laws than the United Kingdom.

The Company is organised under the laws of the Cayman Islands. As a result, a Shareholder may not be able to enforce a judgment against the Company or some or all of the Directors and executive officers outside the Cayman Islands. It may not be possible for a Shareholder to effect service of process upon the Directors and executive officers within the Shareholder's country of residence or to enforce against the Directors and executive officers judgments of courts of the Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that a Shareholder will be able to enforce any judgments in civil and commercial matters against the Directors or executive officers who are residents of countries other than those in which judgment is made.

**RISKS RELATING TO THE COMPANY'S RELATIONSHIP WITH THE DIRECTORS AND CONFLICTS OF INTEREST**

***The Company is dependent upon the Board to identify potential acquisition opportunities and to execute an Acquisition and the loss of the services of any of the Directors could materially adversely affect it***

The Company is dependent upon the Directors, and in particular Mr Xu, who serves as Executive Director, to identify potential acquisition opportunities and to execute an Acquisition. The Company does not have key-man insurance on the lives of the Directors. The unexpected loss of the services of any of the Directors could have a material adverse effect on the Company's ability to identify potential acquisition opportunities and to execute an Acquisition.

***The Directors may undertake activities for other companies which may impact the time that they are able to spend on the Company's business***

Whilst the Directors are not limited in any way (other than by their normal duties as company directors) by way of their involvement with the Company from acting in the management or conduct of the affairs of any other company, Mr Carew-Wootton and Mr Edwards intend to commit an amount of time to the Company that would be standard for a non-executive director working in the sector. Mr Carew-Wootton and Mr Edwards will dedicate sufficient time to the Company as necessary to meet its objectives and each will manage their time such that they are fully able to fulfil their duties as Directors to the Company and their board duties in respect of their other business interests. If Mr Carew-Wootton's and Mr Carew-Wootton's other business opportunities require them to devote more amounts of time to such affairs, it could limit the time that they are able to spend on the Company's business, which could have a negative impact on the Company's ability to complete an Acquisition. Should any conflicts of interest be identified they will be dealt with and resolved appropriately by such members of the Board that are not subject to the relevant conflict.

**RISKS RELATING TO TAXATION**

***Changes in tax law and practice may reduce any net returns for Investors***

The tax treatment of shareholders of the Company, any special purpose vehicle that the Company may establish and any company which the Company may acquire are all subject to changes in tax laws or practices in the Cayman Islands or any other relevant jurisdiction. Any change may reduce any net return derived by Investors from a shareholding in the Company.

***There can be no assurance that the Company will be able to make returns for Shareholders in a tax-efficient manner***

It is intended that the Company will structure the Company, including any company or business acquired in an Acquisition, to maximise returns for Shareholders in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not correct, taxes may be imposed with respect to the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions (either on a liquidation and dissolution or otherwise) in a particular jurisdiction or jurisdictions in excess of taxes that

were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). The level of return for Shareholders may also be adversely affected. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Shareholders.

## CONSEQUENCES OF A STANDARD LISTING

Application will be made for the Ordinary Shares to be admitted to listing on the Official List pursuant to Chapter 14 of the Listing Rules, which sets out the requirements for Standard Listings. Listing Principles 1 and 2 which are contained in Chapter 7 of the Listing Rules will apply to the Company with effect from Admission. As the Company will have a Standard Listing and not a Premium Listing, the Premium Listing Principles will not apply to it. The Company will, however, voluntarily comply with Premium Listing Principles 1, 5 and 6 from Admission.

However, while the Company has a Standard Listing, it is not required to comply with the provisions of, among other things:

- Chapter 8 of the Listing Rules regarding the appointment of a sponsor to guide the Company in understanding and meeting its responsibilities under the Listing Rules in connection with certain matters. The Company has not and does not intend to appoint such a sponsor in connection with the Admission;
- Chapter 9 of the Listing Rules regarding continuous obligations for a company with a Premium Listing;
- Chapter 10 of the Listing Rules relating to significant transactions. It should be noted therefore that an Acquisition will not require Shareholder consent, even if Ordinary Shares are being issued as consideration for such Acquisition;
- Chapter 11 of the Listing Rules regarding related party transactions. Nevertheless, the Company will not enter into any transaction which would constitute a “related party transaction” as defined in Chapter 11 of the Listing Rules without the specific prior approval of a majority of the Non-Founder Directors;
- Chapter 12 of the Listing Rules regarding purchases by the Company of its Ordinary Shares. In particular, the Company has not adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2; and
- Chapter 13 of the Listing Rules regarding the form and content of circulars to be sent to Shareholders.

The Company is not currently eligible for a Premium Listing under Chapter 6 of the Listing Rules. Following an Acquisition, the Directors intend to seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market, will be achieved). Alternatively, it may determine to seek re-admission to a Standard Listing, subject to eligibility criteria. If a transfer to a Premium Listing is possible (and there can be no guarantee that it will be) and the Company decides to transfer to a Premium Listing, the various Listing Rules highlighted above as rules with which the Company is not required to comply will become mandatory and the Company will comply with the continuing obligations contained within the Listing Rules (and the Disclosure Guidance and Transparency Rules) in the same manner as any other company with a Premium Listing.

**It should be noted that the UK Listing Authority will not have the authority to (and will not) monitor the Company’s compliance with any of the Listing Rules which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company so to comply. However, the FCA should be able to impose sanctions for non-compliance where the statements regarding compliance in this document are themselves misleading, false or deceptive.**

## Forward-looking statements

This Document includes statements that are, or may be deemed to be, “forward-looking statements”. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “targets”, “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will”, “should” or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout the Document and include statements regarding the intentions, beliefs or current expectations of the Company and the Board of Directors concerning, among other things: (i) the Company’s objective, acquisition and financing strategies, results of operations, financial condition, capital resources, prospects, capital appreciation of the Ordinary Shares and dividends; and (ii) future deal flow and implementation of active management strategies, including with regard to an Acquisition.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies may differ materially from the forward-looking statements contained in this Document. In addition, even if the Company's actual performance, results of operations, financial condition, distributions to shareholders and the development of its financing strategies are consistent with the forward-looking statements contained in this Document, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to:

- the Company's ability to identify suitable Acquisition opportunities or the Company's success in completing an Acquisition;
- the Company's ability to ascertain the merits or risks of the operations of a target company or business;
- the Company's ability to deploy the Net Proceeds on a timely basis;
- the availability and cost of equity or debt capital for future transactions;
- currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Prospective Investors should carefully review the "Risk Factors" section of this Document for a discussion of additional factors that could cause the Company's actual results to differ materially, before making an investment decision. For the avoidance of doubt, nothing in this paragraph constitutes a qualification of the working capital statement contained in paragraph 10 of Part IX of this Document.

Forward-looking statements contained in this Document apply only as at the date of this Document. Subject to any obligations under the Listing Rules, the Disclosure Guidance and Transparency Rules and the Prospectus Rules, the Company undertakes no obligation publicly to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

## IMPORTANT INFORMATION

In deciding whether or not to invest in New Ordinary Shares, prospective Investors should rely only on the information contained in this Document. No person has been authorised to give any information or make any representations other than as contained in this Document and, if given or made, such information or representations must not be relied on as having been authorised by the Company or the Directors. Without prejudice to the Company's obligations under FSMA, the Prospectus Rules, Listing Rules and Disclosure Guidance and Transparency Rules, neither the delivery of this Document nor any subscription made under this Document shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information contained herein is correct as at any time after its date.

Prospective Investors must not treat the contents of this Document or any subsequent communications from the Company or the Directors or any of their respective affiliates, officers, directors, employees or agents as advice relating to legal, taxation, accounting, regulatory, investment or any other matters.

The section headed "Summary" should be read as an introduction to this Document. Any decision to invest in the Ordinary Shares should be based on consideration of this Document as a whole by the Investor. In particular, Investors must read "Section D" of the Summary together with the risks set out in the section headed "Risk Factors" beginning on page 18 of this Document.

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Optiva and any affiliate thereof acting as an investor for their own account(s) may subscribe for, retain, purchase or sell Ordinary Shares for their own account(s) and may offer or sell such securities otherwise than in connection with the Admission Subscription. Optiva does not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any applicable legal or regulatory requirements.

This Document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer or invitation to subscribe for or buy, any Ordinary Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation. The distribution of this Document and the offering of the Ordinary Shares in certain jurisdictions may be restricted. Accordingly, persons outside the United Kingdom who obtain possession of this document are required by the Company or the Directors to inform themselves about, and to observe any restrictions as to the offer or sale of Ordinary Shares and the distribution of, this Document under the laws and regulations of any territory in connection with any applications for Ordinary Shares, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. No action has been taken or will be taken in any jurisdiction by the Company, the Directors or the Founders that would permit a public offering of the Ordinary Shares in any jurisdiction where action for that purpose is required. Neither the Company nor the Directors accepts any responsibility for any violation of any of these restrictions by any other person.

The Ordinary Shares have not been and will not be registered under the Securities Act, or under any relevant securities laws of any state or other jurisdiction in the United States, or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be, offered, sold, resold, reoffered, pledged, transferred, distributed or delivered, directly or indirectly, within, into or in the United States, Australia, Canada, the Republic of South Africa, the Republic of Ireland or Japan or to any national, resident or citizen of Australia, Canada, the Republic of South Africa, the Republic of Ireland or Japan.

**The Ordinary Shares have not been approved or disapproved by the SEC, any federal or state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or confirmed the accuracy or determined the adequacy of the information contained in this Document. Any representation to the contrary is a criminal offence in the United States.**

Investors may be required to bear the financial risk of an investment in the Ordinary Shares for an indefinite period. The Ordinary Shares are not transferable except in compliance with the restrictions described in Part IX of this Document.

### **Selling and transfer restrictions**

Prospective Investors should consider (to the extent relevant to them) the notices to residents of various countries set out in Part X of this Document.

### **Investment considerations**

In making an investment decision, prospective Investors must rely on their own examination, analysis and enquiry of the Company and this Document, including the merits and risks involved. The contents of this Document are not to be construed as advice relating to legal, financial, taxation, investment decisions or any other matter. Prospective Investors should inform themselves as to:

- the legal requirements within their own countries for the purchase, holding, transfer or other disposal of the Ordinary Shares;
- any foreign exchange restrictions applicable to the purchase, holding, transfer or other disposal of the Ordinary Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer or other disposal of the Ordinary Shares or distributions by the Company, either on a liquidation and distribution or otherwise. Prospective Investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

An investment in the Company should be regarded as a long-term investment. There can be no assurance that the Company's objective will be achieved.

It should be remembered that the price of the Ordinary Shares, and any income from such Ordinary Shares, can go down as well as up.

This Document should be read in its entirety before making any investment in the Ordinary Shares. All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Articles which Investors should review.

### **Market Data**

Where information contained in this Document has been sourced from a third party, the Company and the Directors confirm that such information has been accurately reproduced and, so far as they are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### **Currency presentation**

Unless otherwise indicated, all references to "GBP" or "£" are to British pounds sterling.

### **No incorporation of website**

The contents of any website of the Company or any other person do not form part of this Document.

### **Definitions**

A list of defined terms used in this Document is set out in Part XI of this Document.

## SUMMARY OF CAYMAN ISLANDS COMPANY LAW

The Company was incorporated in the Cayman Islands as an exempted company on 25 April 2018 subject to the Cayman Companies Law. Certain provisions of Cayman Islands company law are set out below but this section does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of the Cayman Companies Law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar.

A summary of the memorandum and articles of association of the Company is out in paragraph 4 of Part IX of this Document.

### (a) **Company operations**

An exempted company such as the Company must conduct its operations mainly outside the Cayman Islands. An exempted company is also required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

### (b) **Share Capital**

Under Cayman Companies Law, a Cayman Islands company may issue ordinary, preference or redeemable shares or any combination thereof. Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums on those shares shall be transferred to an account, to be called the “share premium account”. At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangements in consideration of the acquisition or cancellation of shares in any other company and issued at a premium. The share premium account may be applied by the company subject to the provisions, if any, of its memorandum and articles of association, in such manner as the company may from time to time determine including, but without limitation, the following:

- (i) paying distributions or dividends to members;
- (ii) paying up unissued shares of the company to be issued to members as fully paid bonus shares;
- (iii) any manner provided in section 37 of the Cayman Companies Law;
- (iv) writing-off the preliminary expenses of the company; and
- (v) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.

Notwithstanding the foregoing, no distribution or dividend may be paid to members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

Subject to confirmation by the court, a company limited by shares or a company limited by guarantee and having a share capital may, if authorised to do so by its articles of association, by special resolution reduce its share capital in any way.

Shareholders do not have statutory pre-emption rights under the Cayman Islands Companies Law over further issues of shares of the Company. Certain restrictions on the ability of the Directors to allot Ordinary Shares are contained in the Articles, which may be amended by a special resolution of shareholders.

Under the Cayman Islands Companies Law, Shareholders are not obliged to disclose their interests in the Company in the same way as shareholders of certain public companies incorporated in the United Kingdom are required to do. In particular, the Disclosure Guidance and Transparency Rules do not apply. The Articles incorporate provisions similar to those contained in Disclosure Guidance and Transparency Rules 5, but may be amended by a special resolution of the Shareholders.

### (c) **Financial assistance to purchase shares of a company or its holding company**

There are no statutory prohibitions in the Cayman Islands on the granting of financial assistance by a company to another person for the purchase of, or subscription for, its own, its holding company's or a subsidiary's shares. Therefore, a company may provide financial assistance provided the directors of the company, when proposing to grant such financial assistance, discharge their duties of care and act in good faith, for a proper purpose and in the interests of the company. Such assistance should be on an arm's-length basis.

### (d) **Purchase of shares and warrants by a company and its subsidiaries**

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a member and, for the avoidance of doubt, it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company's articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares; an ordinary resolution of the company approving the manner and terms of the purchase will be required if the articles of association do not authorise the manner and terms of such purchase. A company may not redeem or purchase its shares unless they are fully paid. Furthermore, a company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. In addition, a payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless, immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares that have been purchased or redeemed by a company or surrendered to the company shall not be treated as cancelled but shall be classified as treasury shares if held in compliance with the requirements of Section 37A(1) of the Cayman Companies Law. Any such shares shall continue to be classified as treasury shares until such shares are either cancelled or transferred pursuant to the Cayman Companies Law.

A Cayman Islands company may be able to purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. Thus there is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases. The directors of a company may under the general power contained in its memorandum of association be able to buy, sell and deal in personal property of all kinds.

A subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

(e) **Dividends and distributions**

Subject to a solvency test, as prescribed in the Cayman Companies Law, and the provisions, if any, of the company's memorandum and articles of association, a company may pay dividends and distributions out of its share premium account. In addition, based upon English case law which is likely to be persuasive in the Cayman Islands, dividends may be paid out of profits.

For so long as a company holds treasury shares, no dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made, in respect of a treasury share.

(f) **Protection of minorities and shareholders' suits**

It can be expected that the Cayman Islands courts will ordinarily follow English case law precedents (particularly the rule in the case of *Foss v. Harbottle* and the exceptions to that rule) which permit a minority member to commence a representative action against or derivative actions in the name of the company to challenge acts which are ultra vires, illegal, fraudulent (and performed by those in control of the Company) against the minority, or represent an irregularity in the passing of a resolution which requires a qualified (or special) majority which has not been obtained.

Where a company (not being a bank) is one which has a share capital divided into shares, the court may, on the application of members holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine the affairs of the company and, at the direction of the court, to report on such affairs. In addition, any member of a company may petition the court, which may make a winding up order if the court is of the opinion that it is just and equitable that the company should be wound up.

In general, claims against a company by its members must be based on the general laws of contract or tort applicable in the Cayman Islands or be based on potential violation of their individual rights as members as established by a company's memorandum and articles of association.

(g) **Disposal of assets**

There are no specific restrictions on the power of directors to dispose of assets of a company, however, the directors are expected to exercise certain duties of care, diligence and skill to the standard that a reasonably prudent person would exercise in comparable circumstances, in addition to fiduciary duties to act in good faith, for proper purpose and in the best interests of the company under English common law (which the Cayman Islands courts will ordinarily follow).

(h) **Accounting and auditing requirements**

A company must cause proper records of accounts to be kept with respect to: (i) all sums of money received and expended by it; (ii) all sales and purchases of goods by it and (iii) its assets and liabilities.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

If a company keeps its books of account at any place other than at its registered office or any other place within the Cayman Islands, it shall, upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law (2013 Revision) of the Cayman Islands, make available, in electronic form or any other medium, at its registered office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.

(i) **Exchange control**

There are no exchange control regulations or currency restrictions in effect in the Cayman Islands.

(j) **Taxation**

Pursuant to section 6 of the Tax Concessions Law (2011 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Cabinet that:

- (i) no law which is enacted in the Cayman Islands imposing any tax to be levied on profits or income or gains or appreciation shall apply to the Company or its operations; and
- (ii) no tax be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable by the Company:
  - (AA) on or in respect of the shares, debentures or other obligations of the Company; or
  - (BB) by way of withholding in whole or in part of any relevant payment as defined in section 6(3) of the Tax Concessions Law (2011 Revision).

The undertaking for the Company is for a period of 20 years from 15 May 2018.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments.

(k) **Stamp duty on transfers**

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies save for those which hold interests in land in the Cayman Islands.

(l) **Loans to directors**

There is no express provision prohibiting the making of loans by a company to any of its directors. However, the company's articles of association may provide for the prohibition of such loans under specific circumstances.

(m) **Inspection of corporate records**

The members of a company have no general right to inspect or obtain copies of the register of members or corporate records of the company. They will, however, have such rights as may be set out in the company's articles of association.

(n) **Register of members**

A Cayman Islands exempted company may maintain its principal register of members and any branch registers in any country or territory, whether within or outside the Cayman Islands, as the company may determine from time to time. There is no requirement for an exempted company to make any returns of members to the Registrar of Companies in the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of member, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law (2013 Revision) of the Cayman Islands.

(o) **Register of Directors and officers**

Pursuant to the Cayman Companies Law, the Company is required to maintain at its registered office a register of directors, alternate directors and officers which is not available for inspection by the public. A copy of such register

must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within 30 days of any change in such directors or officers, including a change of the name of such directors or officers.

(p) **Winding up**

A Cayman Islands company may be wound up by: (i) an order of the court; (ii) voluntarily by its members; or (iii) under the supervision of the court.

The court has authority to order winding up in a number of specified circumstances including where, in the opinion of the court, it is just and equitable that such company be so wound up.

A voluntary winding up of a company (other than a limited duration company, for which specific rules apply) occurs where the company resolves by special resolution that it be wound up voluntarily or where the company in general meeting resolves that it be wound up voluntarily because it is unable to pay its debt as they fall due. In the case of a voluntary winding up, the company is obliged to cease to carry on its business from the commencement of its winding up except so far as it may be beneficial for its winding up. Upon appointment of a voluntary liquidator, all the powers of the directors cease, except so far as the company in general meeting or the liquidator sanctions their continuance.

In the case of a members' voluntary winding up of a company, one or more liquidators are appointed for the purpose of winding up the affairs of the company and distributing its assets.

As soon as the affairs of a company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and the property of the company disposed of, and call a general meeting of the company for the purposes of laying before it the account and giving an explanation of that account.

When a resolution has been passed by a company to wind up voluntarily, the liquidator or any contributory or creditor may apply to the court for an order for the continuation of the winding up under the supervision of the court, on the grounds that: (i) the company is or is likely to become insolvent; or (ii) the supervision of the court will facilitate a more effective, economic or expeditious liquidation of the company in the interests of the contributories and creditors. A supervision order takes effect for all purposes as if it was an order that the company be wound up by the court except that a commenced voluntary winding up and the prior actions of the voluntary liquidator shall be valid and binding upon the company and its official liquidator.

For the purpose of conducting the proceedings in winding up a company and assisting the court, one or more persons may be appointed to be called an official liquidator(s). The court may appoint to such office such person or persons, either provisionally or otherwise, as it thinks fit, and if more than one person is appointed to such office, the court shall declare whether any act required or authorised to be done by the official liquidator is to be done by all or any one or more of such persons. The court may also determine whether any and what security is to be given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the court.

(q) **Reconstructions**

Reconstructions and amalgamations may be approved by a majority in number representing 75% in value of the members or creditors, depending on the circumstances, as are present at a meeting called for such purpose and thereafter sanctioned by the courts. Whilst a dissenting member has the right to express to the court his view that the transaction for which approval is being sought would not provide the members with a fair value for their shares, the courts are unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management, and if the transaction were approved and consummated the dissenting member would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of their shares) ordinarily available, for example, to dissenting members of a United States corporation.

(r) **Take-overs**

The Cayman Islands Companies Law does not contain provisions similar to those in the City Code which, inter alia, oblige a person or persons acquiring at least 30 per cent of voting rights in a company to which the City Code applies to make an offer to acquire the remainder of the shares in such company. The Articles incorporate provisions similar to those contained in Rule 9 of the City Code, but may be amended by a special resolution of the Shareholders.

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may, at any time within two months after the expiration of that four-month period, by notice require the dissenting members to transfer their shares on the terms of the offer. A dissenting member may apply to the Cayman Islands courts within one month of the notice objecting to the transfer. The burden is on the dissenting member to show that the court should exercise its

discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority members.

(s) **Indemnification**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, save to the extent any such provision may be held by the court to be contrary to public policy, for example, where a provision purports to provide indemnification against the consequences of committing a crime.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	6 December 2018
Admission and commencement of unconditional dealings in Ordinary Shares	8.00 a.m. on 7 December 2018
Crediting of Ordinary Shares to CREST Accounts	7 December 2018
Share certificates dispatched (to the extent required)	Week commencing 10 December 2018

All references to time in this Document are to London time unless otherwise stated.

## ADMISSION STATISTICS

Initial Shareholders' Shares	50,000
New Ordinary Shares being issued pursuant to the Admission Subscription	24,591,350
Number of Ordinary Shares in issue on Admission	24,641,350
Approximate Percentage of Enlarged Share Capital on Admission represented by New Ordinary Shares	99.80%
Subscription Price	GBP0.10
Gross proceeds of the Admission Subscription	GBP2,459,135
Estimated expenses of the Admission Subscription and Admission (exclusive of VAT)	GBP431,400
Estimated Net Proceeds receivable by the Company pursuant to the Admission Subscription	GBP2,027,735
Market Capitalisation at the Subscription Price	GBP2,464,135

## DEALING CODES

The dealing codes for the Ordinary Shares will be as follows:

ISIN	KYG4598W1024
SEDOL	BGR5JO2
TIDM	HOYE
LEI	213800PS7ZTYIWJWC22

## DIRECTORS, SECRETARY AGENTS AND ADVISERS

Directors	Wanbao Xu (Executive Director) Gareth Edwards (Non-Executive Chairman) Shaun Carew-Wootton (Non-Executive Director)
Company Secretary	Ogier Global (Cayman) Limited 89 Nexus Way Camana Bay Grand Cayman KY1-9009 Cayman Islands
Registered Office	Ogier Global (Cayman) Limited 89 Nexus Way Camana Bay Grand Cayman KY1-9009 Cayman Islands
Auditors and Reporting Accountants	Moore Stephens 150 Aldersgate Street London EC1A 4AB
Broker and Placing Agent	Optiva Securities Limited 49 Berkeley Square London W1J 5AZ
Registrar	Computershare Investor Services (Cayman) Limited Windward 1, Regatta Office Park West Bay Road, Grand Cayman KY1-1103 Cayman Islands
Depository	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE
Legal advisers to the Company as to English law	Locke Lord (UK) LLP 201 Bishopsgate London EC2M 3AB
Legal advisers to the Company as to Cayman Islands law	Ogier 11th Floor Central Tower 28 Queen's Road Central Central Hong Kong
Legal advisers to Broker	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW
Listing Agent	L&S Capital Limited 3rd Floor 166 College Road Harrow Middlesex HA1 1BH

Bankers

DBS Bank Ltd  
Asia Central  
Marina Bay Financial  
Central Tower  
Singapore  
018982

## PART I

### THE COMPANY, INVESTMENT AND STRATEGY

#### Introduction

The Company was incorporated on 25 April 2018 in the Cayman Islands as an exempted company. Its share capital will, on Admission, consist of Ordinary Shares. It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's main market for listed securities.

The Board consider that a listing on the main market may attract greater opportunities, both from the perspective of Investors who may not be willing or able to invest in a company whose shares are listed on a different securities exchange, and from the perspective of an Acquisition target company, which may only consider accepting share consideration as part of an Acquisition from a company admitted to the Official List.

#### Company objective

The Company will primarily focus on targets within the financial services and 'fintech' sectors. In particular, the initial focus will be to acquire companies which have the potential of growing in the Asian market, as the Directors believe that a number of dynamics have combined in the last decade or so to create significant change and opportunity within these sectors.

The Directors are particularly seeking opportunities that include but are not limited to targets operating asset management, online financing, payment facility, or robo-advisory businesses. The Directors have established a network or contacts internationally within the sector.

#### Business strategy and execution

The Company does not have a specific Acquisition under consideration and does not expect to engage in substantive negotiations with any target company or business until after Admission. To date, the Company's efforts have been limited to organisational activities as well as activities related to the Admission. However, the Board have extensive experience in sourcing and executing transactions.

The expected target value for an Acquisition will be relative to the market capitalisation of the Company given that the consideration is anticipated to be a combination of Ordinary Shares and cash. At this time in the Company's life cycle, it is not anticipated that the Company will be using any form of debt financing to finance an Acquisition. In the unlikely event that the Company requires debt financing the Directors do not anticipate exceeding an amount equal to a multiple of x2 of the combined earnings before interest, taxes, depreciation and amortization of the Company and the relevant Acquisition target. Any funds not used for an Acquisition will be used for future acquisitions, internal or external growth and expansion, and working capital in relation to the acquired company or business. The Board may also consider an Acquisition target which is not yet, or which may not become, profitable following any such Acquisition.

Following completion of an Acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy to generate value for its Shareholders through operational improvements and potentially through additional complementary acquisitions following an Acquisition.

In assessing potential targets, the Board will consider whether and how they can generate shareholder value post-Acquisition through raising new capital through the enlarged listed entity, operational improvement, economics of scale and through "bolt on" acquisitions. In terms of geography, it is anticipated that the Company intends on focusing its acquisition strategy principally in Europe and Asia. The Company will not exclude other geographic regions where the Company can operate competitively and have appropriate access to the relevant client base.

Unless required by applicable law or other regulatory process, no Shareholder approval will be sought by the Company in relation to an Acquisition. However, an Acquisition will be treated as a reverse takeover for the purposes of Chapter 5 of the Listing Rules and the Company will need to seek re-admission of the enlarged group to listing on the Official List and trading on the London Stock Exchange, or to the AIM Market operated by London Stock Exchange, or to another stock exchange. Subsequent Acquisitions may also be treated as reverse takeovers depending on their size and nature.

The Board will undertake in depth market analysis in a number of related areas initially within the financial services and 'fintech' sectors using the Directors' experience and knowledge. The Board may also engage with consultants with experience in the sector as and when deemed necessary to assist with identifying suitable Acquisition targets. Once a suitable Acquisition target has been identified and a structure and valuation negotiated and agreed, financial and legal due diligence will be undertaken using professional advisers. Consideration is likely to be a combination of Ordinary Shares and cash.

## **Significant trends**

The Company has not yet commenced business. There are therefore no known trends affecting the Company. In terms of industry trends, the Directors believe that in today's fast-paced financial services sector, technology-based solutions offer financial institutions the opportunity to telescope their appetite for innovation and create innovative business models that enhance bottom line performance for customers and shareholders. According to EY's Fintech Adoption Index, nearly a third of worldwide consumers use two or more financial technology services. As more consumers adopt non-traditional financial services providers, this requires financial institutions to adapt their mindsets to be open to fintech innovations in order to embrace these developments and keep their customers.

The financial technology industry is growing significantly and received \$17.4 billion in investment in 2017. The total value of the worldwide investment into the fintech industry has grown at about a 48.8% CAGR since 2008, or from approximately \$1billion to about \$24billion.

The most significant opportunity is fintech's ability to disrupt the often inefficient financial services industry worth approximately \$25 trillion annually.

The Directors are aware of the significant potential and fast changing nature of the fintech industry and plan to identify a suitable fintech business for acquisition and develop the business globally.

## **Capital and returns management**

The Company will raise gross proceeds of GBP2,459,135 from the Admission Subscription. No expenses of the Admission Subscription will be charged to the Investors. The Directors believe that, following an Acquisition, further equity capital raisings may be required by the Company for working capital purposes as the Company pursues its objectives going forward. Given that the anticipated operating costs of the Company will be minimal, the Company does not envisage that further funding will be required in the first 12 months or prior to an Acquisition. It is intended that the purchase price for any potential Acquisition will be satisfied by way of share and cash consideration which will leave cash available for working capital purposes. However, whether a further equity raising will be required and the amount of such raising will depend on the nature of the Acquisition opportunities which arise and the form of consideration the Company uses to make an Acquisition which cannot be determined at this time.

The Directors have been given authority to issue Ordinary Shares free of pre-emption rights: (i) for the purposes of or in connection with the Admission Subscription; (ii) for the purposes of or in connection with an Acquisition (including in respect of consideration payable for the Acquisition) or in relation to, in connection with or resulting from the restructuring or refinancing of debt or other financial obligation relating to the Acquisition; and (iii) generally for such purposes as the Directors may think fit, an aggregate amount not exceeding 50 per cent. of the aggregate nominal value of Ordinary Shares in issue (as at the close of the first Business Day following Admission).

The Company expects that any returns for Shareholders would derive primarily from capital appreciation of the Ordinary Shares and any dividends paid pursuant to the Company's dividend policy set out below in this Part I of this Document.

If an Acquisition has not been announced within 24 months of Admission, the Board will recommend to Shareholders either that the Company continue to pursue an Acquisition for a further 24 months, or that the Company be wound up (in order to return capital to Shareholders). The Board's recommendation will then be put to a Shareholder vote (from which the Directors will abstain). In the event that the Company is wound up, any capital available for distribution will be returned to Shareholders in accordance with the Articles.

## **Working capital and reasons for Admission**

The Company is of the opinion that, taking into account the Net Proceeds, the working capital available to the Company is sufficient for its present requirements, that is for at least 12 months from the date of this Document.

The Company is seeking Admission in order to take advantage of:

- a listed company's public profile thereby promoting the Company and its strategy;
- the possibility to create a broad investor base;
- the potential liquidity offered by a Standard Listing;
- access to institutional and other investors not only on Admission but in the secondary market; and
- the ability to issue listed equity as consideration for Acquisitions.

## **Dividend policy**

The Company intends to pay dividends on the Ordinary Shares following an Acquisition at such times (if any) and in such amounts (if any) as the Board determines appropriate in its absolute discretion. Prior to an Acquisition it is unlikely that the Company will have any earnings but to the extent the Company has any earnings it is the Company's current intention to retain any such earnings for use in its business operations, and the Company does not anticipate declaring any dividends in the foreseeable future. The Company will only pay dividends to the extent that to do so is in accordance with all applicable laws.

## **Lock-in and orderly market arrangements**

Fush Financial Investment Co., Ltd and Junxia Zhang have undertaken to the Company that they will not, and will use all reasonable endeavours to procure that any persons connected with them will not dispose of any interest in any Locked In Shares which they have at the date of Admission or any Ordinary Shares which they may subsequently acquire within one year of Admission or any options or warrants to subscribe for Ordinary Shares for a minimum period of twelve months following Admission except in very limited circumstances. Each of Fush Financial Investment Co., Ltd and Junxia Zhang has further undertaken to the Company that during the period of one year following the first anniversary of Admission, not to dispose of any interests in Locked In Shares other than through the Company's appointed broker and in accordance with the reasonable requirements of such broker in a manner consistent with maintaining an orderly market in the Ordinary Shares.

Further details of the lock-in arrangements are set out in paragraph 14.3 of Part IX of this Document.

To the extent that there is demand for Ordinary Shares and a lack of liquidity to meet such demand post-Admission, certain arrangements have been put in place for a period of 90 days after Admission ("Post Admission Period") to address this potential issue:

- Optiva has been granted the right (conditional on the Ordinary Shares having traded at a mid-market closing price as derived from the Daily Official List of not less than £0.30 per Ordinary Share for at least 24 trading hours (the "Pricing Condition") to sell up to 300,000 Ordinary Shares held by L&S Global Limited on its behalf ("L&S Global Shares").
- The Company has granted Optiva 700,000 warrants which are exercisable into Ordinary Shares on a one for one basis at any time during the Post Admission Period at an exercise price which is at a 20% discount to the price offered by a buyer for Ordinary Shares and which has been received by Optiva (the "Warrant Shares"), subject to: (a) the Pricing Condition being satisfied; (b) the sale of all of at least 250,000 of the L&S Global Shares having been completed.

Further details of the Optiva B Warrant Agreement are set out in paragraph 14.6 of Part IX of this Document.

## **CREST**

The Articles permit the Company to issue shares in uncertificated form in accordance with the CREST Regulations. The Directors have applied for the Ordinary Shares to be admitted to CREST with effect from Admission. Depository Interests will be admitted to and settled through CREST, where investors choose to settle interests in the Ordinary Shares through the CREST system as set out in Part VIII of this Document. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place in the CREST system if the relevant Shareholder wishes.

CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

## **Admission to trading, settlement and dealing arrangements**

Application has been made for the Ordinary Shares to be admitted to the Official List, by way of a Standard Listing, and to trading on the Main Market. Dealings in the Ordinary Shares are expected to commence at 8.00 a.m. on 7 December 2018. No application has or will be made for the Ordinary Shares to be admitted to trading or to be listed on any other stock exchange.

No temporary documents of title will be issued. Pending the dispatch of definitive share certificates, instruments of transfer will be certified against the register of members of the Company.

## PART II

### THE BOARD

#### Introduction

The Directors believe that the Founders, together with the Board, comprise a knowledgeable and experienced senior management team with extensive experience of making international acquisitions and investments and operational improvement. The Directors further believe that the Founders' track record demonstrate their ability to source, structure and complete acquisitions, return value to investors and introduce and complete operational improvements to companies. The Founders will bring their extensive experience, skills and expertise to bear, initially in sourcing, evaluating, structuring and executing an Acquisition.

Details of the Board are set out below.

#### Executive Director

Wanbao Xu, Founder, Executive Director

Mr Xu has spent his entire career in the financial services sector and the investment banking industry. Mr Xu has previously held roles with Citibank where he was a relationship manager and since 2016 has been an investment and client relationship manager at HengChuang Technology Co., Limited. Mr Xu has a bachelor's degree in software engineering from the University of East China's Institute of Technology and a master's degree in logistics and supply chain management from the University of Portsmouth. Mr Xu is currently studying part-time for a doctorate in finance at the Chinese Academy of Social Sciences.

#### Independent Non-Executive Directors

Shaun Carew-Wootton, Non-Executive Director

Mr Carew-Wootton is currently a director of a boutique private equity and advisory business and has been active in the venture capital and start-up market for over 20 years, initially as an entrepreneur and then as an investor. He has been a party to more than 40 investments across a broad range of sectors, stages and geographies, including Fintech, Telecom, Property and Aviation. In his early career, Mr Carew-Wootton was in the hospitality industry as a developer and operations director of several well-known high street restaurant chains.

Gareth Edwards, Non-Executive Chairman

Mr Edwards is currently a non-executive director of Interserve PLC, a main market listed support services business in addition to a range of other non-executive roles and consultancies. Prior to taking up these roles, Mr Edwards was a practising solicitor for over 30 years, latterly being the International Development Partner at Pinsent Masons LLP.

#### Senior Management Team

JingQi Li, Founder

Mr Li has over 12 years' experience in investment banking, securities trading and general banking business and management. He has held roles at China Investment Securities Co., Ltd, Dongguan Securities Co., Ltd, Shenzhen Rongqi Financial Holdings Co., Ltd, Shanwei Rural Commercial Bank Co., Ltd and is currently the general manager of the investment banking division of HengChuang Technology Co., Limited. Mr Li holds a bachelor's degree in international finance from Wuhan Textile University.

Zhiying Shao, Founder

Mr Shao is an experienced financial services professional, with a particular focus on developing technology solutions which can be applied to the banking and asset management sectors. Mr Shao has previously held roles at Bank of China Co., Ltd and Shenzhen AVIC Jinding Co., Ltd and is currently the General Manager of Shenzhen Hengchuang Technology Co., Ltd where he is responsible for financial product design and systemic integration of financial technology. Mr Shao has a bachelor's degree in e-commerce from Nankai University.

As at 5 December 018 (being the latest practicable date prior to publication of this Document), the Founders held (indirectly through SPVs ultimately owned or controlled by them), in aggregate, 46,500 Ordinary Shares. No Directors other than Mr Xu own or have any interest in any Ordinary Shares.

## PART III

### THE COMPANY, ITS BOARD AND THE ACQUISITION STRUCTURE

#### **The Company**

The Company was incorporated on 25 April 2018 in the Cayman Islands as an exempted company. Its share capital will, on Admission, consist of Ordinary Shares. It is intended that the Ordinary Shares will be admitted by the FCA to a Standard Listing on the Official List in accordance with Chapter 14 of the Listing Rules and to trading on the London Stock Exchange's main market for listed securities.

#### **The Directors**

The Directors are listed below.

Wanbao Xu, Executive Director

Mr Shaun Carew-Wootton, Non-Executive Director

Mr Gareth Edwards, Non-Executive Chairman

#### **Senior Management**

Li JingQi

Shao Zhiying

The Board considers Mr Carew-Wootton and Mr Edwards to be independent in character and judgment.

#### **Directors' fees**

Details of the Directors' Service Agreement and Letters of Appointment and the fees payable by the Company thereunder are set out in paragraphs 15.1 and 15.2 respectively of Part IX.

#### **Strategic decisions**

##### *Members and responsibility*

The Directors are responsible for carrying out the Company's objectives, implementing its business strategy and conducting its overall supervision. Acquisition, divestment and other strategic decisions will all be considered and determined by the Board.

The Board will provide leadership within a framework of prudent and effective controls. The Board will establish the corporate governance values of the Company and will have overall responsibility for setting the Company's strategic aims, defining the business plan and strategy and managing the financial and operational resources of the Company. Prior to an Acquisition, other than the Executive Director, the Company will not have any full-time employees.

#### **Acquisition structure**

An Acquisition may be made by the Company or a wholly-owned subsidiary of the Company, established as a special purpose vehicle to make the Acquisition. The details of the structure of an Acquisition will be determined once a target for the Acquisition has been identified.

##### *Corporate governance*

As a company with a Standard Listing the Company is not required to comply with the provisions of the UK Corporate Governance Code. Nevertheless, the Directors are committed to maintaining high standards of corporate governance and propose, so far as is practicable given the Company's size and nature, to voluntarily adopt and comply with the QCA Code. However at present, due to the size of the Company, the Directors acknowledge that adherence to certain other provisions of the QCA Code may be delayed until such time as the Directors are able to fully adopt them. In particular, action will be required in the following areas:

- in keeping with the QCA Code provisions on board composition, the Company has separated the roles of chairman and executive director. As the Company grows, the Board will seek to appoint additional independent directors, one of whom will be appointed as senior independent director;
- the Company is currently too small to have an audit committee, a remuneration committee or a nominations committee established and the appointments to such committees will be revisited upon the completion of an Acquisition along with incorporating terms of reference for them;

- the QCA Code recommends that companies publish key performance indicators which align with strategy and feedback through regular meetings with shareholders and directors. The Company will not comply with this provision until after such time as it has made an Acquisition;
- given the Company's size, it has not yet developed a corporate and social responsibility policy. One will be put in place at the appropriate time; and
- as a newly formed Company, the Company has not published an annual report and therefore there has been no opportunity to comply with those elements of the QCA Code which relate to disclosure in the annual report. The Board does, however, intend to comply with this element of the QCA Code when it publishes its annual report.

To demonstrate the Company's adherence to the QCA Code, the Company will hold timely board meetings as issues arise which require the attention of the Board. The Board is responsible for the management of the business of the Company, setting the strategic direction of the Company and establishing the policies of the Company. It is the Directors' responsibility to oversee the financial position of the Company and monitor the business and affairs of the Company, on behalf of the Shareholders, to whom they are accountable. The primary duty of the Directors is to act in the best interests of the Company at all times. The Board also addresses issues relating to internal control and the Company's approach to risk management.

The Board as a whole will be responsible for sourcing Acquisitions and ensuring that opportunities are in conformity with the Company's strategy. The Board will meet periodically to: (i) discuss possible Acquisition opportunities for the Company; (ii) monitor the deal flow and Acquisitions in progress; and (iii) review the Company's strategy and ensure that it is up-to-date and appropriate for the Company and its aims.

### **Share Dealings**

The Company has voluntarily adopted a dealing code and procedures manual ("**Dealing Code**") which complies with the Market Abuse Regulation (EU) No 596/2014 ("**MAR**") and will take all reasonable steps to ensure compliance by the Directors and any relevant individuals.

### **Future Listings**

Following an Acquisition, the Directors intend to seek to transfer from a Standard Listing to either a Premium Listing or other appropriate stock market, based on the track record of the Company or business it acquires (although there can be no guarantee that the Company will fulfil the relevant eligibility criteria at the time and that a transfer to a Premium Listing or other appropriate stock market, will be achieved). However, in addition to or in lieu of a Premium Listing, the Company may determine to seek a listing on another stock exchange. Following such a Premium Listing, the Company would comply with the continuing obligations contained within the Listing Rules and the Disclosure Guidance and Transparency Rules in the same manner as any other company with a Premium Listing.

### **Conflict Management by the Board**

Mr Xu does not hold an executive function with any other company other than with Shenzhen Qianhai Shengshi Jinhong Fund Management Co. Ltd. Mr Carew-Wootton and Mr Edwards hold a number of other directorships. All the Directors are committed to dedicating sufficient time to the Company as necessary to meet its objectives and each will manage their time such that they are fully able to fulfil their duties as Directors to the Company and their board duties in respect of their other business interests.

The Articles provide for how the Board are to manage and deal with conflicts of interest. The Directors may approve or otherwise deal with a conflict of a director subject to certain parameters. For example:

- any requirement as to quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director; and
- the matter has been agreed to without the Director in question and any other interested Director voting or would have been agreed to if their votes had not been counted.

The Board may authorise a matter on such terms and for such duration, or impose such limits or conditions on it, as it may decide and vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it. A Director is required to comply with any obligations imposed on him by the Directors pursuant to any such authorisation.

Further, each of the Directors have agreed that, in the unlikely event that such person or entity becomes involved following this date of this Document and prior to the completion of an Acquisition with entities with similar acquisition criteria to the Company's, any potential opportunities that fit such criteria would first be presented to the Company.

### **Relationship Agreement**

The Company, Wanbao Xu, Shao Zhiying (“**Beneficial Owners**”) and Fush Financial Investment Co., Ltd (the “**Significant Shareholder**”) have entered into the Relationship Agreement to regulate the ongoing relationship between the Company and its major shareholders and to ensure appropriate governance and independence of the management team of the Company. The Directors believe that the Relationship Agreement will enable the Company to carry on its business in a manner which is independent of the interests of the Significant Shareholder and to ensure that all arrangements between the Company and the Significant Shareholder are on normal commercial terms and on an arms’ length basis.

#### **Material Contracts**

The Company has entered into a number of other contracts since incorporation, including but not limited to the Registrar Agreement, which are summarised in paragraph 14.1 of Part IX of this Document.

## PART IV

### ADMISSION SUBSCRIPTION

#### Description of the Admission Subscription

Under the Admission Subscription:

- (a) 24,141,350 New Ordinary Shares have been conditionally subscribed for by Investors pursuant to the Subscription Agreements; and
- (b) 500,000 New Ordinary Shares have been conditionally placed with Optiva pursuant to the Placing Letter.

in each case at the Subscription Price of GBP0.10 per New Ordinary Share.

The Admission Subscription is conditionally expected to raise gross proceeds of GBP2,459,135. The Investors are institutions, high net worth individuals and private companies.

The Net Proceeds to the Company amount to approximately GBP2,027,735 after deduction of fees and expenses payable by the Company which are related to the Admission.

The Subscription Agreements and Placing Letter are conditional on Admission. If the Net Proceeds are not raised, the Admission will not take place and Investors' monies will be returned to them unless the Company produces a supplementary prospectus with a revised working capital statement based on a lower fundraising. If Admission does not proceed, the Admission Subscription will not proceed and all monies conditionally paid will be refunded to the Investors.

In accordance with Listing Rule 14.3, at Admission at least 25 per cent. of the Ordinary Shares will be in public hands (as defined in the Listing Rules).

Completion of the Admission Subscription will be announced via a regulatory service on Admission, which is expected to take place at 8.00a.m. on 7 December 2018.

#### Admission and Dealings

Admission is expected to take place and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange at 8:00 a.m. on 7 December 2018. Dealings on the London Stock Exchange before Admission will only be settled if Admission takes place. All dealings in Ordinary Shares prior to the commencement of unconditional dealings will be on a "when issued basis", will be of no effect if Admission does not take place, and will be at the sole risk of the parties concerned. No application has been or is currently intended to be made for the Ordinary Shares to be admitted to listing or dealt with on any other stock exchange. When admitted to trading, the Ordinary Shares will be registered with ISIN number KYG4598W1024 and SEDOL number BGR5JO2.

It is intended that settlement of Ordinary Shares allocated to Investors who wish to hold shares in uncertificated form will take place through CREST on Admission. It is intended that, where applicable, definitive share certificates in respect of the Admission Subscription will be distributed from 10 December 2018 or as soon as practicable thereafter. Temporary documents of title will not be issued. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned.

#### CREST

CREST is the system for paperless settlement of trades in listed securities operated by Euroclear. CREST allows securities to be transferred from one person's CREST account to another's without the need to use share certificates or written instruments of transfer.

The Articles permit the holding of Ordinary Shares in uncertificated form under the CREST system.

Application has been made for the Ordinary Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST System if any Shareholder so wishes. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so. An Investor applying for Ordinary Shares in the Admission Subscription may elect to receive Ordinary Shares in uncertificated form in the form if the Investor is a system member (as defined in the CREST Regulations) in relation to CREST.

#### Rights attaching to the Ordinary Shares

The rights attaching to the Ordinary Shares the subject of the Admission Subscription will be uniform in all respects and all of the Ordinary Shares will form a single class for all purposes.

### **Pricing**

All New Ordinary Shares issued pursuant to the Admission Subscription will be issued at the Subscription Price, which has been determined by the Directors. At the Subscription Price, the Enlarged Share Capital will have a total value of GBP2,464,135.

### **Payment**

Each Investor must pay the Subscription Price for the New Ordinary Shares issued to such Investor in the manner directed by the Company.

If any Investor fails to pay as so directed by the Company, the relevant Investor's application for New Ordinary Shares may be rejected.

If Admission does not occur, subscription monies will be returned without interest at the risk of the applicant.

### **Use of Proceeds**

The Company intends to apply the Net Proceeds to fund on-going costs and expenses (primarily LSE listing fee of approximately £1,500, Registrar's base fees of £5,500 per year and LSE fees of approximately £5,400 per year) and the costs and expenses to be incurred in connection with seeking to identify and effect an Acquisition. The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms.

### **Selling Restrictions**

The Ordinary Shares have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be, offered, sold, resold, transferred, delivered or distributed, directly or indirectly, within, into or in the United States except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States.

The Admission Subscription is being made by means of an offering of the New Ordinary Shares to certain institutional, individual and private company investors in China, Europe and the BVI.

Certain restrictions that apply to the distribution of this Document and the New Ordinary Shares being issued under the Admission Subscription in certain jurisdictions are described in the section headed Part X of this Document. Certain selling and transfer restrictions are also contained in Part X of this Document.

### **Transferability**

Subject to the Lock-in Agreements, the Company's Ordinary Shares, consisting of both the Initial Shareholders' Shares and the New Ordinary Shares, are freely transferrable and tradeable and there are no other restrictions.

### **Miscellaneous**

The rights and remedies of each of the Registrar and the Company under these terms and conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.

On application, if an Investor is a discretionary fund manager, that Investor may be asked to disclose in writing or orally the jurisdictions in which its funds are managed or owned.

All documents will be sent at the Investor's risk. They may be sent by post to such Investor at an address notified to the Company.

Each Investor agrees to be bound by the Articles (as amended from time to time) once the New Ordinary Shares, which the Investor has agreed to acquire pursuant to the Admission Subscription, have been issued to the Investor.

In the case of a joint agreement to purchase New Ordinary Shares under the Admission Subscription, references to an "Investor" in these terms and conditions are to each of the Investors who are a party to that joint agreement and their liability is joint and several.

## PART V

### SHARE CAPITAL, LIQUIDITY AND CAPITAL RESOURCES AND ACCOUNTING POLICIES

#### Share capital

The Company was incorporated on 25 April 2018 under the Cayman Islands Companies Law.

Details of the current issued share capital of the Company are set out in paragraph 2.5 of Part IX of this Document. As at Admission, GBP246,413.50 of Ordinary Shares in nominal value will be in issue (divided into 24,641,350 issued Ordinary Shares of £0.01 each).

All of the issued Ordinary Shares will be in registered form, and capable of being held in certificated or uncertificated form. The Registrar will be responsible for maintaining the Company's share register. Temporary documents of title will not be issued. The ISIN number of the Ordinary Shares is KYG4598W1024. The SEDOL number of the Ordinary Shares is BGR5JO2.

#### Financial position

The Company has not yet commenced operations. The financial information in respect of the Company upon which Moore Stephens has provided the accountant's report as at 30 April 2018 is set out in Part VI of this Document.

If the Admission had taken place on 30 April 2018 (being the date as at which the financial information contained in Part VI of this Document is presented):

- the net assets of the Company would have been increased by GBP2,027,735 (due to the receipt of the Net Proceeds and the funds raised through the subscription for the Ordinary Shares); and
- the Company's earnings would have decreased as a result of fees and expenses incurred in connection with the Admission.

#### Liquidity and capital resources

##### *Sources of cash and liquidity*

The Company's initial source of cash will be the Net Proceeds of the Admission Subscription, which are, in aggregate, expected to be GBP2,027,735. It will use such cash to fund on-going costs and expenses (primarily LSE listing fee of approximately £1,500, the Depositary's annual fee of £8,000, the Registrar's base fees of £5,500 per year and LSE fees of approximately £5,400 per year) and the costs and expenses to be incurred in connection with seeking to identify and effect an Acquisition. The costs and expenses of any Acquisition will likely comprise legal, financial and tax due diligence in relation to the target company, however, the Company would only reach this stage after the Directors have carried out an initial commercial review of the target and the Company has entered into a non-disclosure agreement and/or heads of terms. The Company intends to use a combination of cash and shares as consideration in relation to an Acquisition. The Company may raise additional capital from time to time. Such capital may be raised through share issues (such as rights issues, open offers or private placings) or borrowings.

The Company may also make an Acquisition or fund part of an Acquisition through share-for-share exchanges. Any such exchanges will be subject to the restrictions on the issue of shares set out in paragraph 3.4(d) of Part IX of this Document.

Whilst the Company envisages that any capital raised will be from new equity, the Company may also choose to finance all or a portion of an Acquisition with debt financing. Any debt financing used by the Company is expected to take the form of bank financing, although no financing arrangements will be in place at Admission. The Company envisages that debt financing may be necessary if, for example, a target company has been identified but would require a certain amount of cash consideration in addition to, or instead of, share consideration.

Any associated debt financing (if any) for an Acquisition will be assessed with reference to the projected cash flow of the target company or business and may be incurred at the Company level or by any subsidiary of the Company. Any costs associated with the debt financing will be paid with the proceeds of such financing.

If debt financing is utilised, there will be additional servicing costs. Furthermore, while the terms of any such financing cannot be predicted, such terms may subject the Company to financial and operating covenants or other restrictions, including restrictions that might limit the Company's ability to make distributions to Shareholders.

The Directors anticipate, however, that in the unlikely event debt financing is required, such financing will not exceed an amount equal to a multiple of x2 of the combined earnings before interest, taxes, depreciation and amortization of the Company and the relevant Acquisition target.

As substantially all of the cash raised (including cash from any subsequent share offers) is expected to be used for working capital. Following an Acquisition (which will be funded through share consideration) the Company's future liquidity will depend in the medium to longer term primarily on: (i) the profitability of the target company or business it acquires; (ii) the Company's management of available cash; (iii) cash distributions on sale of existing assets; (iv) the use of borrowings, if any, to fund short-term liquidity needs; and (v) dividends or distributions from subsidiary companies.

#### **Cash uses**

The Company's principal use of cash (including the Net Proceeds) will be as working capital. The Company's current intention is to retain earnings (if any) for use in its business operations and it does not anticipate declaring any dividends in the foreseeable future. Following an Acquisition and in accordance with the Company's business strategy and applicable laws, it expects to make distributions to Shareholders in accordance with the Company's dividend policy. The Company intends to use share consideration in relation to an Acquisition. However, the Company will incur day-to-day expenses that will need to be funded. Initially, the Company expects these expenses will be funded through the Net Proceeds (and income earned on such funds). Such expenses include:

- all costs relating to the Admission, including fees and expenses incurred in connection with the Admission such as those incurred in the establishment of the Company, Admission fees, legal, accounting, registration, printing, advertising and distribution costs and any other applicable expenses; and
- transaction costs and expenses—the Company will bear all due diligence costs and legal and accounting costs.

The Board intends to be prudent so as to preserve Company funds as far as possible.

#### **Deposit of Net Proceeds Pending Acquisition**

Prior to the completion of an Acquisition, the Net Proceeds will be held in the bank account of the Company held with DBS Bank, Singapore. The Net Proceeds will not be placed in any trust or escrow account. The Company will principally seek to preserve capital and therefore the yield on such deposits or instruments is likely to be low.

#### **Indebtedness**

As at the date of this Document, the Company has no guaranteed, secured, unguaranteed or unsecured debt and no indirect or contingent indebtedness.

#### **Interest rate risks**

The Company may incur indebtedness to finance and leverage an Acquisition and to fund its liquidity needs. Such indebtedness may expose the Company to risks associated with movements in prevailing interest rates. Changes in the level of interest rates can affect, among other things: (i) the cost and availability of debt financing and hence the Company's ability to achieve attractive rates of return on its assets; (ii) the Company's ability to make an Acquisition when competing with other potential buyers who may be able to bid for an asset at a higher price due to a lower overall cost of capital; (iii) the debt financing capability of the companies and businesses in which the Company is invested; and (iv) the rate of return on the Company's uninvested cash balances. This exposure may be reduced by introducing a combination of a fixed and floating interest rates or through the use of hedging transactions (such as derivative transactions, including swaps or caps). Interest rate hedging transactions will only be undertaken for the purpose of efficient portfolio management, and will not be carried out for speculative purposes. See "Hedging arrangements and risk management" below.

#### **Hedging arrangements and risk management**

The Company may use forward contracts, options, swaps, caps, collars and floors or other strategies or forms of derivative instruments to limit its exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates, as previously described. It is expected that the extent of risk management activities by the Company will vary based on the level of exposure and consideration of risk across the business.

The success of any hedging or other derivative transaction generally will depend on the Company's ability to correctly predict market changes. As a result, while the Company may enter into such a transaction to reduce exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, the Company may not seek, or be successful in establishing, an exact correlation between the instruments used in a hedging or other derivative transactions and the position being hedged and could create new risks of loss. In addition, it may not be possible to fully or perfectly limit the Company's exposure against all changes in the values of its assets,

because the values of its assets are likely to fluctuate as a result of a number of factors, some of which will be beyond the Company's control.

### **Accounting policies and financial reporting**

The Company's financial year end will be 31 July, and the first set of audited annual financial statements will be for the period from incorporation to 31 July 2019. The Company will produce and publish half-yearly financial statements as required by the Disclosure Guidance and Transparency Rules. The Company will present its financial statements in accordance with IFRS as adopted by the European Union.

## PART VI

### FINANCIAL INFORMATION ON THE COMPANY

#### PART VI(A)

#### ACCOUNTANT'S REPORT ON HONYE FINANCIAL SERVICES LTD

3 December 2018

The Directors

Honye Financial Services Ltd  
Ogier Global (Cayman) Limited  
89 Nexus Way  
Camana Bay  
Grand Cayman KY1-9009  
Cayman Islands

Dear Sirs

We report on the financial information on Honye Financial Services Ltd (the "Company") for the period from the date of incorporation of the Company on 25 April 2018 to 30 April 2018, set out in Part VI(A) of the Company's prospectus issued in relation to the admission of all of the Company's issued ordinary shares to the Standard Listing segment of the Official List of the UK Listing Authority and to be dated 6 December 2018 (the "Prospectus"). This financial information has been prepared for inclusion in the Prospectus on the basis set out in note 3 to the financial information. This report is required by item 20.1 of Annex I to Commission Regulation (EC) No 809/2004 (the "Prospectus Directive") and is given for the purpose of complying with that requirement and for no other purpose.

#### **Responsibilities**

The directors of the Company are responsible for preparing the financial information in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

It is our responsibility to form an opinion as to whether the financial information gives a true and fair view, for the purposes of the Prospectus, and to report our opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the Prospectus Directive, consenting to its inclusion in the Prospectus.

#### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

#### **Opinion on financial information**

In our opinion, the financial information set out in Part VI(A) of the Prospectus gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the Company as at 30 April 2018 and of its results, cash flows and changes in equity for the period from the date of incorporation on 25 April 2018 to 30 April 2018, in accordance with the basis of preparation set out in note 3 to the financial information.

**Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f), we are responsible for this report as part of the Prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the Prospectus Directive.

Yours faithfully

Moore Stephens LLP

*Chartered Accountants*

Honye Financial Services Ltd

STATEMENT OF FINANCIAL POSITION

As at 30 April 2018

	Note	As at 30 April 2018 £
<b>ASSETS</b>		
<i>Current assets:</i>		
Other receivables	6	35,970
Cash and cash equivalents		-
<b>TOTAL ASSETS</b>		<b>35,970</b>
<b>EQUITY AND LIABILITIES</b>		
<i>Capital and reserves attributable to owners of the Company:</i>		
Share capital	4	35,970
Retained earnings		(9,733)
<b>Total equity attributable to owners of the Company</b>		<b>26,237</b>
<i>Current liabilities:</i>		
Amounts due to a shareholder	7	9,733
<b>Total liabilities</b>		<b>9,733</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>35,970</b>

**Honye Financial Services Ltd**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**For the period from incorporation on 25 April 2018 to 30 April 2018**

		<b>Period from incorporation on 25 April 2018 to 30 April 2018</b>
	<b>Note</b>	<b>£</b>
Administrative expenses		(9,733)
<b>Loss before taxation</b>		<b>(9,733)</b>
Taxation		-
<b>Loss for the period</b>		<b>(9,733)</b>
Other comprehensive income		-
<b>Total comprehensive loss for the period attributable to owners of the Company</b>		<b>(9,733)</b>
<b>Loss per share – basic and diluted</b>	<b>5</b>	<b>(0.19)</b>
<b>(expressed as £ per share)</b>		

**Honye Financial Services Ltd**  
**STATEMENT OF CHANGES IN EQUITY**  
**For the period from incorporation on 25 April 2018 to 30 April 2018**

	<b>Share capital £</b>	<b>Retained earnings £</b>	<b>Total equity £</b>
<hr/>			
Balance as at 25 April 2018:			
Issue of shares on incorporation	35,970	-	35,970
Total comprehensive loss for the period	-	(9,733)	(9,733)
	<hr/>	<hr/>	<hr/>
<b>Balance as at 30 April 2018</b>	<b><u>35,970</u></b>	<b><u>(9,733)</u></b>	<b><u>26,237</u></b>

**Honye Financial Services Ltd**  
**STATEMENT OF CASH FLOWS**  
**For the period from incorporation on 25 April 2018 to 30 April 2018**

**Period ended**  
**30 April 2018**  
**£**

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**CASH FLOWS FROM OPERATING ACTIVITIES**

<b>Operating loss before taxation and working capital changes</b>	(9,733)
Movement in other receivables and payables	-
<b>Net cash used for operating activities</b>	<b>(9,733)</b>

**CASH FLOWS FROM FINANCING ACTIVITIES**

Proceeds from issue of shares	-
Amounts due from a shareholder	9,733
<b>Net cash from financing activities</b>	<b>9,733</b>

**NET INCREASE IN CASH AND CASH EQUIVALENTS**

Cash and cash equivalents at beginning of the financial period	-
<b>CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL PERIOD</b>	<b>-</b>

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The Company did not have a bank account or any cash during the period. A banking facility was opened subsequent to the period end.

**Honye Financial Services Ltd**  
**NOTES TO THE FINANCIAL INFORMATION**

**For the period from incorporation on 25 April 2018 to 30 April 2018**

**1. GENERAL INFORMATION**

The Company was incorporated and registered in the Cayman Islands as a private company limited by shares on 25 April 2018 under the Companies Law (as revised) of The Cayman Islands, with the name Honye Financial Services Ltd, and registered number 336262.

The Company's registered office is located at Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands.

The principal activity of the Company is to seek acquisition opportunities.

**2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS**

a) IFRS 9, 'Financial Instruments', has an effective date for accounting periods beginning on or after 1 January 2018. IFRS 9 replaces IAS 39 and deals with the recognition, measurement and derecognition of financial assets and financial liabilities, the impairment of financial assets and hedge accounting.

Financial assets are to be measured at amortised cost, fair value through profit and loss or fair value through other comprehensive income. A financial asset can only be measured at amortised cost when the Company has a business model to hold the asset to collect contractual cash flows and the cash flows arise on specific dates and are solely for payment of principal and interest on the principal outstanding. When the requirements for measuring the financial asset at amortised cost are met but the business model also includes the selling of those instruments then these financial assets are measured at fair value through other comprehensive income. All other financial assets are measured at fair value through profit or loss.

The impairment model in IFRS 9 moves to one that is based on expected credit losses rather than the IAS 39 incurred loss model. The impairment requirements apply to financial assets measured at amortised cost and fair value through other comprehensive income with expected credit losses recognised on initial recognition based on 12 months expected credit losses, or if there has been a significant increase in the credit risk of the financial asset then the impairment is based on lifetime expected losses. The Company's financial assets mainly consist of other receivables which is measured at fair value through profit and loss.

b) IFRS 16 'Leases' is effective for annual periods beginning on or after 1 January 2019 with earlier application permitted, as long as IFRS 15 is also applied.

The changes for lessors, and for lessees under current finance leases, will be limited, but the standard will significantly affect the treatment by lessees of what are currently treated as operating leases. With some exceptions, lessees under current operating leases will be required to record a liability for the payments under the lease, which remains discounted at the rate implicit in the lease (or if not known, the lessee's incremental borrowing rate), and record a corresponding right of use asset (amounting to the liability plus the present value of any restoration costs and any incremental costs in entering the lease, as well as any lease payments made prior to commencement of lease, minus any lease incentives already received).

The Company has no leases as at period end but will assess any impact on the financial statements should there be a lease in the future.

**3. BASIS OF PREPARATION**

The Company has not yet commenced business, no audited financial statements have been prepared and no dividends have been declared or paid since the date of incorporation.

The historical financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

The historical financial information is presented in Pounds Sterling (£), which is the Company's presentational currency and has been prepared under the historical cost convention. Under IFRS, functional currency is the currency of the primary economic environment in which the company operates in. As at 30 April the economic environment that Honye operated in was Cayman Island and the currency is USD. All transactions have been recorded in USD and translated to the GBP using the respective FX rates for P&L and balance sheet for reporting

purpose. No comparative figures have been presented as the financial information covers the period from incorporation of the Company on 25 April 2018 to 30 April 2018.

#### 4. SIGNIFICANT ACCOUNTING POLICIES

##### 4.1 Foreign currency translation

Transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

##### 4.2 Financial instruments

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes financial transaction, where it is recognised at present value of the future payments discounted at a market rate of interest for a similar debt instrument.

##### Financial assets

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value.

Financial assets are subsequently classified into the following specified categories: Financial assets measured at fair value through profit and loss (FVTPL), Financial assets measured at amortised costs and Financial assets measured at fair value through other comprehensive income (FVOCI).

The Company has other receivables which is measured at FVTPL as disclosed in note 7.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit and loss. The carrying value of receivables is its fair value given the short-term nature of the instrument.

##### 4.3 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares or options in relation to ordinary shares are shown in equity as a deduction, net of taxation, from the proceeds. Mandatorily redeemable preference shares are classified as liabilities.

##### 4.4 Critical accounting judgements and key sources of estimation uncertainty

The directors do not consider there to be any critical accounting judgements or key sources of estimation uncertainty.

#### 5. SHARE CAPITAL

On incorporation, the Company had an authorised share capital of US\$50,000 divided into 50,000 ordinary shares of a par value of US\$1 each. This has been converted to Pounds Sterling (£) using the closing exchange rate £/ US\$ 1.39 on the date of incorporation on 25 April 2018.

The movements in the issued share capital of the Company are as follows:

	£
On incorporation on 25 April 2018:	
Issue of 50,000 ordinary shares for US\$1.00 each	35,970

Share capital is unpaid as at the period end, issued at par value with equal voting rights.

## 6. LOSS PER SHARE

The Company presents basic and diluted earnings per share information for its ordinary shares. Basic earnings per share are calculated by dividing the profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the reporting period. Diluted earnings per share are determined by adjusting the profit attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

There is no difference between the basic and diluted earnings per share, as the Company has no potential ordinary shares.

	<b>Period ended 30 April 2018</b>
Loss attributable to ordinary shareholders (£)	(9,733)
Weighted average number of shares	50,000
<b>Loss per share (expressed as £ per share)</b>	<b>(0.19)</b>

## 7. OTHER RECEIVABLES

	<b>30 April 2018</b>
	<b>£</b>
Unpaid share capital	35,970
	<b>35,970</b>

**Honye Financial Services Ltd**  
**NOTES TO THE FINANCIAL INFORMATION**

**For the period from incorporation on 25 April 2018 to 30 April 2018**

**8. AMOUNTS DUE TO A SHAREHOLDER**

Amounts due to a shareholder relate to expenditure settled by a shareholder on the Company's behalf.

**9. FINANCIAL RISK MANAGEMENT**

The Company has exposure to the liquidity risk, foreign currency risk and capital risks from its use of financial instruments. Credit, interest rate and market risks are not considered to be material to the Company. The Company is not subject to any external imposed capital requirements.

The Company's financial instruments consist mainly of accounts receivable and payable.

a) Liquidity risk

Exposure to liquidity risk arises in the normal course of the company's operations. These risks are limited by the Company's financial management policies and practices.

The directors have the responsibility of liquidity risk management. As at the period end no cash transactions have occurred and no bank account was in use. A bank account has been set up post period end. The directors monitor and maintain a level of bank and cash balances deemed adequate to mitigate the effects of fluctuations in cash flows.

The directors monitor rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its banking facilities at all times.

b) Foreign currency risk

The Company's operation expose it primarily to the financial risks of exchanges in foreign currency exchanges rates. The Company undertakes transactions denominated in foreign currencies; consequently exposures to exchange rate fluctuations arise.

The carrying amounts of the Company's exposure to foreign currency risk as at reporting are stated at currency amounts were as follow:

<b>2018</b>	<b>United States Dollar</b>	<b>Renminbi</b>
Other receivables	50,000	-
Current liabilities	-	85,250

A ten percent strengthening of the GBP (£) against the following currencies at 30 April would have increased (decreased) equity and profit and loss by the following amounts:

<b>2018</b>	<b>Profit or loss</b>	<b>Equity</b>
United States Dollar	(3,270)	(3,270)
Renminbi	854	854

A ten percent weakening of the GBP (£) against the following currencies at 30 April would have increased (decreased) equity and profit and loss by the following amounts:

<b>2018</b>	<b>Profit or loss</b>	<b>Equity</b>
United States Dollar	3,997	3,997
Renminbi	(1,196)	(1,196)

#### **10. RELATED PARTY TRANSACTIONS**

Fush Financial Investment Co. Ltd is a related party because it is a shareholder of the Company.

During the year, the Company has entered into the following transactions with the related party:

a) Share Capital – details are disclosed in note 5.

b) Administrative expenses – Fush Financial Investment Co. Ltd paid administrative expenses of £9,733 on behalf of the Company. Amount due to Fush Financial Investment Co. Ltd is £9,733 as at 31 May 2018.

c) Key management has not been remunerated hence no key management personnel compensation information is disclosed.

#### **11. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party of the Company is Mr Wanbao Xu.

#### **12. SUBSEQUENT EVENTS**

On admission of the Ordinary Shares to the standard segment of the Official List, the Company issued 24,591,350 Ordinary Shares at £0.10 each, for an aggregate consideration of £2,459,135 in cash. The Company opened a bank account with DBS Bank Ltd to receive the proceeds of the Admission Subscription.

Pursuant to the shareholder resolutions passed on 29 November 2018:

- i. the Company's share capital was redenominated into pounds sterling;
- ii. the Company's authorised share capital was increased to £10,000,000 divided into 1,000,000,000 Ordinary Shares; and
- iii. a further 50,000 Ordinary Shares were issued for \$50,000, the proceeds of which were used to buy back the 50,000 shares of US\$1 each in connection with redenomination of share capital.

As at the date of Admission, there are 24,641,350 Ordinary Shares in issue and fully paid.

#### **13. NATURE OF FINANCIAL INFORMATION**

The financial information presented above does not constitute statutory financial statements of the Company.

## PART VI (B)

### PRO FORMA NET ASSET STATEMENT

#### Strictly Private & Confidential

The Directors  
Honye Financial Services Ltd  
Ogier Global (Cayman) Limited  
89 Nexus Way  
Camana Bay  
Grand Cayman KY1-9009  
Cayman Islands

Dear Sirs

#### HONYE FINANCIAL SERVICES LTD (“THE COMPANY”)

We report on the pro forma statement of net assets (the “Pro forma Financial Information”) set out in Part VI(B) of the Prospectus dated 6 December 2018, which has been prepared on the basis described in the notes of Part VI(A) of the Prospectus for illustrative purposes only, to provide information about how the admission of the Company to the Standard Segment of the main market of the London Stock Exchange (the “Admission”) and the proceeds received on closing of the Admission Subscription might have affected the financial information presented on the basis of the accounting policies to be adopted by the Company in preparing the financial statements for the period ending 31 July 2019.

This report is required by item 7 of Annex II to Commission Regulation (EC) No 809/2004 (the “Prospectus Directive”) and is given for the purpose of complying with that requirement and for no other purpose.

#### Responsibilities

It is the responsibility of the directors of the Company to prepare the Pro forma Financial Information in accordance with Annex II to the Prospectus Directive.

It is our responsibility to form an opinion, as required by item 7 of Annex II of the Prospectus Directive, as to the proper compilation of the Pro forma Financial Information and to report that opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R (2) (f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the Prospectus Directive, consenting to its inclusion in the Prospectus.

In providing this opinion we are not updating or refreshing any reports or opinions previously given by us on any financial information used in the compilation of the Pro forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

#### Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma Financial Information with the Directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing standards generally accepted outside the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those standards.

**Opinion**

In our opinion:-

- i) the Pro forma Financial Information has been properly compiled on the basis stated; and
- ii) such basis is consistent with the accounting policies of the Company.

**Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the Prospectus and we declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex I to the Prospectus Directive Regulation.

Yours faithfully

Moore Stephens LLP

Chartered Accountants

Set out below is an unaudited pro forma statement of net assets of the Company as at 30 April 2018 (the “Pro forma Financial Information”). It has been prepared on the basis described in the notes of Part VI(A) for illustrative purposes only, as adjusted for the Admission as set out in the notes below. The Pro forma Financial Information has been prepared for illustrative purposes only and, because of its nature, the Pro forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company’s actual financial position or results as at the date of Admission.

	Company (Note 1) £	Adjustment (Note 2) £	Adjustment (Note 3) £	Pro forma net assets £
	Audited	Unaudited	Unaudited	Unaudited
<i>Current assets:</i>				
Other receivables	35,970	-	(35,970)	-
Cash and cash equivalents	-	2,027,735	-	2,027,735
	<b>35,970</b>	<b>2,027,735</b>	<b>(35,970)</b>	<b>2,027,735</b>
<i>Current liabilities:</i>				
Amounts due to a shareholder	(9,733)	-	-	(9,733)
	<b>(9,733)</b>	<b>-</b>	<b>-</b>	<b>(9,733)</b>
<b>Unaudited pro forma net assets</b>	<b>26,237</b>	<b>2,027,735</b>	<b>(35,970)</b>	<b>2,018,000</b>

Notes:

1. The financial information relating to the Company has been extracted without adjustment from the audited financial information set out in Part VI(A) of this document.
2. The adjustment of £2,027,735 represents the net proceeds from the Admission Subscription, being £2,459,935 less associated costs and expenses of the Admission which amounted to £431,400.
3. The adjustment of £35,970 represents the unpaid share capital from the 50,000 Ordinary Shares of US\$1 each, which were repurchased by the Company on 29 November 2018.

## PART VI (C)

### STATEMENT OF CAPITALISATION AND INDEBTEDNESS

The following tables show the Company's capitalisation and indebtedness as at 30 April 2018 and 30 September 2018 respectively.

The Company was incorporated on 25 April 2018. It has not as yet commenced operations and no income has been received to date. Since incorporation, its expenses related to professional and associated expenses in connection with the establishment of the Company and Admission.

This section should be read in combination with Part VI(A) "Accountant's Report on Honye Financial Services Ltd" of this document.

	30 April 2018 £
<b>Capitalisation</b>	
Share capital	35,970
Other reserves	-
	<hr/>
<b>Total capitalisation</b>	<b>35,970</b>

On Admission, the Company issued and allotted 24,591,350 fully paid ordinary shares with a par value of £0.10 each, for a consideration of £0.10 per share, for a total consideration of £2,459,135.

The aggregate nominal value of the issued share capital and paid up share premium of the Company on Admission was £2,495,105. The issued share capital of the Company on Admission was 24,641,350 ordinary shares.

	30 September 2018 £
<b>Total current debt</b>	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	-
	<hr/>
	<hr/>
<b>Total non-current debt</b>	
Guaranteed	-
Secured	-
Unguaranteed/unsecured	-
	<hr/>
	<hr/>
<b>Total indebtedness</b>	<b>-</b>

There has been no material change in the Company's indebtedness from 30 September 2018 to the date of this document.

The table below sets out the Company's net indebtedness as at 30 September 2018.

	30 September 2018 £
Cash	533,245
Cash equivalents	-
Trading securities	-
<b>Liquidity</b>	<b>533,245</b>
<b>Current financial receivable</b>	<b>-</b>
Current bank debt	-
Current portion of non-current debt	-
Other current financial indebtedness	-
<b>Current financial debt</b>	<b>-</b>
<b>Net current financial indebtedness</b>	<b>533,245</b>
Non-current bank loans	-
Bonds issued	-
Other non-current financial debt	-
<b>Non-current financial indebtedness</b>	<b>-</b>
<b>Net financial indebtedness</b>	<b>533,245</b>

As at 30 September 2018, the Company had £535,245 cash held in bank.

The information as at 30 September 2018 is unaudited.

The Company has no indirect and contingent indebtedness.

## PART VII

### TAXATION

#### General

The following statements do not constitute tax advice and are intended only as a general guide to current English law as applied in England and Wales and HM Revenue & Customs (“HMRC”) published practice, which may not be binding on HMRC, as at the date of this Document (which are both subject to change at any time, possibly with retrospective effect). They relate only to certain limited aspects of the UK taxation treatment of Shareholders in connection with the Admission and are intended to apply only, except to the extent stated below, to persons who are resident and, if individuals, domiciled in the UK for UK tax purposes, who are absolute beneficial owners of Ordinary Shares (otherwise than through an Individual Savings Account or a Self Invested Personal Pension) and who hold the Ordinary Shares as investments (and not as securities to be realised in the course of a trade).

They may not apply to certain Shareholders, such as dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation and Shareholders who have (or are deemed to have) acquired their Ordinary Shares by virtue of an office or employment. Such persons may be subject to special rules.

**Any person who is in any doubt as to their tax position, or who is subject to taxation in any jurisdiction other than the UK, should consult their own professional adviser without delay.**

#### United Kingdom taxation

##### *Taxation of dividends*

###### *(A) General*

There is no UK withholding tax on dividends, including cases where dividends are paid to a Shareholder who is not resident (for tax purposes) in the UK.

###### *(B) Individual Shareholders*

When the Company pays a dividend to a Shareholder who is an individual resident (for tax purposes) in the UK, the Shareholder will pay income tax on the amount received.

Dividend income is regarded as the top slice of the individual’s income. Each individual will have an annual dividend allowance of £2,000 which means that they will not pay tax on the first £2,000 of all dividend income that they receive (the “**Dividend Allowance**”).

Dividends in excess of the Dividend Allowance will be taxed at the individual’s marginal rate of tax. Where the dividend income falls within the basic rate income tax band that dividend income is taxable at 7.5% (the “dividend ordinary rate”). Where the dividend income falls within the higher rate income tax band, that dividend income is taxable at 32.5% (the “dividend upper rate”) and where it falls within the additional rate income tax band, it is taxable at 38.1% (the “dividend additional rate”).

The annual Dividend Allowance available to individuals will not be available to UK resident trustees of a discretionary trust. Instead UK resident trustees of a discretionary trust in receipt of dividend income are liable to income tax at a rate of 38.1%, which mirrors the dividend additional rate.

###### *(C) Corporate Shareholders*

Shareholders within the charge to UK corporation tax which are “small companies” (for the purposes of UK taxation of dividends) will not generally expect to be subject to tax on dividends from the Company. Other Shareholders within the charge to UK corporation tax will not be subject to tax on dividends from the Company so long as the dividends fall within an exempt class and certain conditions are met. In general, (i) dividends paid on shares that are not redeemable and do not carry any present or future preferential rights to dividends or to a company’s assets on its winding up and (ii) dividends paid to a person holding less than, among other things, 10 per cent. of the issued share capital of the payer (or any class of that share capital) are examples of dividends that fall within an exempt class.

## ***Taxation of chargeable gains***

### ***(A) Individual Shareholders***

A disposal of Ordinary Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK capital gains tax, depending on the circumstances and subject to any available exemption or relief. For Shareholders who are UK tax resident or only temporarily non-UK tax resident, capital gains tax at the rate of tax of 10 per cent. (for basic rate taxpayers) or 20 per cent. (for higher or additional rate taxpayers) may be payable on any gain (after any available exemptions, reliefs or losses).

### ***(B) Corporate Shareholders***

Where a Shareholder is within the charge to corporation tax, including cases where it is not resident (for tax purposes) in the UK, a disposal of Ordinary Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK corporation tax, depending on the circumstances and subject to any available exemption or relief.

### ***(C) Non-resident Holders***

A Shareholder that is not resident in the UK (and is not temporarily non-resident) for UK tax purposes and whose Ordinary Shares are not held in connection with carrying on a trade, profession or vocation in the UK generally will not be subject to UK tax on chargeable gains on the disposal of Ordinary Shares.

### ***Stamp Duty and Stamp Duty Reserve Tax ("SDRT")***

The statements below (which apply whether or not a Shareholder is resident or domiciled in the UK) summarise the current position and are intended as a general guide only to stamp duty and SDRT. Certain categories of person are not liable to stamp duty or SDRT, and special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to certain categories of person (such as depositaries and clearance services) who may be liable to stamp duty or SDRT at a higher rate or who may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

No UK stamp duty or SDRT will be payable on the issue of New Ordinary Shares pursuant to the Admission.

Dealings in Ordinary Shares following their issue will generally be subject to stamp duty or SDRT in the normal way. An instrument effecting the transfer on sale of Ordinary Shares will generally be liable to stamp duty at the rate of 0.5 per cent. (rounded up, if necessary, to the nearest multiple of £5) of the amount or value of the consideration payable. However, where the amount or value of the consideration is £1,000 or less, and provided that the transfer does not form part of a larger transaction or series of transactions where the combined consideration exceeds £1,000, such instrument should be exempt from charge upon certification of such facts.

An unconditional agreement to transfer Ordinary Shares will generally be liable to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration payable, but such liability will be cancelled, or a right to a repayment (generally, with interest) in respect of the payment of such SDRT liability will arise, if the agreement is completed by a duly stamped or exempt transfer within six years of the agreement having become unconditional. Stamp duty and SDRT are normally the liability of the purchaser.

Subject to certain exemptions, a charge to stamp duty or SDRT will arise on the transfer of Ordinary Shares to a person providing a clearance service, its nominee or agent, or to an issuer of depositary receipts, its nominee or agent, where that transfer is not an integral part of an issue of share capital. The rate of stamp duty or SDRT, as the case may be, in such circumstances will generally be 1.5 per cent. of the amount or value of the consideration for the transfer or, in some circumstances, the value of the Ordinary Shares concerned, in the case of stamp duty rounded up, if necessary, to the nearest multiple of £5.

No stamp duty or SDRT will arise on a transfer of Ordinary Shares into the CREST system provided that the transfer is not for money or money's worth. Paperless transfers of Ordinary Shares within CREST are liable to SDRT (at a rate of 0.5 per cent. of the amount or value of the consideration payable) rather than stamp duty, and SDRT arising on the agreement to transfer Ordinary Shares under relevant transactions settled within the system or reported through it for regulatory purposes will generally be collected by CREST.

### ***Cayman Islands taxation***

Pursuant to section 6 of the Tax Concessions Law (2011 Revision) of the Cayman Islands, on 15 May 2018, the Company was granted from the Governor in Cabinet:

- (a) that no law which is enacted in the Cayman Islands after the date of grant of the undertaking imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and

- (b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:
  - (i) on or in respect of the shares, debentures or other obligations of the Company; or
  - (ii) by way of withholding in whole or in part of any relevant payment as defined in Section 6(3) of the Tax Concessions Law (2011 Revision).

The undertaking has been granted for a period of twenty years from the date of grant.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands.

The Cayman Islands has entered into a limited double taxation arrangement for the avoidance of double taxation and the prevention of fiscal evasion with the United Kingdom on 15 June 2009 which came into force on 20 December 2010 and is effective (in both the United Kingdom and in the Cayman Islands) from 1 April 2011 for corporation tax, from 6 April 2011 for income tax and capital gains tax and from 15 December 2010 for other taxes.

## PART VIII

### CREST AND DEPOSITARY INTERESTS

#### 1. CREST and depositary arrangements

The Company has established arrangements to enable investors to settle interests in the Ordinary Shares through the CREST system. CREST is a paperless settlement system allowing securities to be transferred from one person's CREST account to another without the need to use share certificates or written instruments of transfer. Securities issued by non-UK companies, such as the Company, cannot be held or transferred electronically in the CREST system. However, depositary interests allow such securities to be dematerialised and settled electronically through CREST. Where investors choose to settle interests in the Ordinary Shares through the CREST system, and pursuant to depositary arrangements established by the Company, the Depositary will hold the Ordinary Shares and issue dematerialised depositary interests representing the underlying Ordinary Shares which will be held on trust for the holders of the Depositary Interests. The Depositary Interests will be independent securities constituted under English law which may be held and transferred through the CREST system. Investors should note that it is the Depositary Interests which will be admitted to and settled through CREST and not the Ordinary Shares.

The Depositary Interests will be created pursuant to and issued on the terms of the Deed Poll dated 27 November 2018 and executed by the Depositary in favour of the holders of the Depositary Interests from time to time. Prospective holders of Depositary Interests should note that they will have no rights against Euroclear or its subsidiaries in respect of the underlying Ordinary Shares or the Depositary Interests representing them.

The Ordinary Shares will be transferred to an account of the Depositary or its nominated custodian ("Custodian") and the Depositary will issue Depositary Interests to participating members and provide the necessary custodial services.

In relation to those Ordinary Shares held by Shareholders in uncertificated form, although the Company's register of members shows the Custodian as the legal holder of the Ordinary Shares, the beneficial interest in the Ordinary Shares remains with the holder of Depositary Interests, who has the benefit of all the rights attaching to the Ordinary Shares as if the holder of Depositary Interests were named on the certificated Ordinary Share register itself.

Each Depositary Interest will be treated as one Ordinary Share for the purposes of determining, for example, eligibility for any dividends. The Depositary will pass on to holders of Depositary Interests any stock or cash benefits received by it as Shareholder on trust for such Depositary Interest holder. Depositary Interest holders, through the Depositary, will also be able to receive notices of meetings of Shareholders and other notices issued by the Company to the Shareholders.

The Depositary Interests will have the same ISIN number as the underlying Ordinary Shares and will not require a separate listing on the Official List. The Depositary Interests can then be traded and settlement will be within the CREST system in the same way as any other CREST securities.

Application has been made for the Depositary Interests to be admitted to CREST with effect from Admission.

If a holder wishes to cancel its Depositary Interest, it will either directly or through its broker instruct the applicable CREST participant to initiate a CREST withdrawal (where such withdrawal is sent to the Depositary) for the name that appears on the Register. The Depositary Interest will then be cancelled by the Depositary and the related Ordinary Shares will be credited to the account on the Register by the Registrar. The Registrar will then send the holder a new Ordinary Shares certificate.

The information included within this Part VIII relating to the obtaining and cancellation of Depositary Interests by a holder is intended to be a summary only and is not to be construed as legal, business or tax advice. Each investor should consult his or her own lawyer, financial adviser, broker or tax adviser for legal, financial or tax advice in relation to Depositary Interests.

#### 2. Deed Poll

The Deed Poll was executed on 27 November 2018 by the Depositary and contains provisions to the following effect:

- 2.1 The Depositary will hold (itself or through the Custodian), as bare trustee, the underlying Ordinary Shares and all and any rights and other securities, property and cash attributable to the underlying Ordinary Shares pertaining to the Depositary Interests for the benefit of the holders of the relevant Depositary Interests as tenants in common. The Depositary will re-allocate securities or Depositary Interests distributions allocated to the Depositary or Custodian pro rata to the Ordinary Shares held for the respective accounts of the holders of Depositary Interests, but will not be required to account for fractional entitlements arising from such re-allocation.

- 2.2 Holders of Depositary Interests agree to give such warranties and certifications to the Depositary as the Depositary may reasonably require. In particular, holders of Depositary Interests warrant, inter alia, that the securities in the Company transferred or issued to the Depositary or Custodian on behalf of the Depositary for the account of the Depositary Interest holder are free and clear of all liens, charges, encumbrances or third party interests and that such transfers or issues are not in contravention of the Company's constitutional documents or any contractual obligation, or applicable law or regulation binding or affecting such holder, and holders of Depositary Interests agree to indemnify the Depositary against any liability incurred as a result of any breach of such warranty.
- 2.3 The Depositary and any Custodian shall pass on to the Depositary Interest holders and, so far as they are reasonably able, exercise on behalf of the Depositary Interest holders all rights and entitlements received or to which they are entitled in respect of the underlying Ordinary Shares which are capable of being passed on or exercised. Rights and entitlements to cash distributions, to information, to make choices and elections and to call for, attend and vote at meetings shall, subject to the Deed Poll, be passed on in the form in which they are received, together with amendments and additional documentation necessary to effect such passing-on, or, as the case may be, exercised in accordance with the Deed Poll. If arrangements are made which allow a holder to take up rights in the Company's securities requiring further payment, the holder must put the Depositary in cleared funds before the relevant payment date or other date notified by the Depositary if it wishes the Depositary to exercise such rights.
- 2.4 The Depositary will be entitled to cancel Depositary Interests and treat the holders thereof as having requested a withdrawal of the underlying securities in certain circumstances, including where a Depositary Interest holder fails to furnish the Depositary with such certificates or representations as to material matters of fact, including his identity, as the Depositary deems appropriate.
- 2.5 The Depositary warrants that it is an authorised person under the FSMA and is duly authorised to carry out custodian and other activities under the Deed Poll. It also undertakes to maintain that status and authorisation.
- 2.6 The Deed Poll contains certain provisions excluding and limiting the Depositary's liability. For example, the Depositary shall not be liable to any Depositary Interest holder or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or fraud or that of any person for whom it is vicariously liable, provided that the Depositary shall not be liable for the negligence, wilful default or fraud of any Custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such Custodian or agent. Except in the case of personal injury or death, any liability incurred by the Depositary to a holder under the Deed Poll is limited to the lesser of:
- (a) the value of the Ordinary Shares that would have been properly attributable to the Depositary Interests to which the liability relates; and
  - (b) that proportion of £5 million which corresponds to the portion which the amount the Depositary would otherwise be liable to pay to the holder bears to the aggregate of the amounts the Depositary would otherwise be liable to pay to all such holders in respect of the same act, omission or event which gave rise to such liability or, if there are no such amounts, £5 million.
- 2.7 The Depositary is entitled to charge holders of Depositary Interests fees and expenses for the provision of its services under the Deed Poll. In addition, each holder of Depositary Interests is liable to indemnify the Depositary and any Custodian (and their agents, officers and employees), and hold each of them harmless, from and against all liabilities arising from or incurred in connection with, or arising from any act related to, the Deed Poll so far as they relate to the property held for the account of that holder, other than those caused by or resulting from the wilful default, negligence or fraud of: (i) the Depositary; or (ii) the Custodian or any agent if such Custodian or agent is a member of the Depositary's group or if, not being a member of the same group, the Depositary shall have failed to exercise reasonable care in the appointment and continued use of such Custodian or agent.
- 2.8 The Depositary is entitled to make deductions from the deposited property or any income or capital arising therefrom, or to sell such deposited property and make deductions from the sale proceeds thereof, in order to discharge the indemnification obligations of Depositary Interest holders.
- 2.9 The Depositary may terminate the Deed Poll by giving not less than 30 days' notice. During such notice period, Depositary Interest holders may cancel their Depositary Interests and withdraw their deposited property and, if any Depositary Interests remain outstanding after termination, the Depositary shall, as soon as reasonably practicable and amongst other things: (i) deliver the deposited property in respect of the

Depository Interests to the relevant Depository Interest holder or at the Depository's discretion; (ii) sell all or part of such deposited property. It shall, as soon as reasonably practicable, deliver the net proceeds of any such sale, after deducting any sums due to the Depository, together with any other cash held by it under the Deed Poll, pro rata to the Depository Interest holders in respect of their Depository Interests.

- 2.10 The Depository or the Company may require from any holder: (i) information as to the capacity in which Depository Interests are owned or held by such holders and the identity of any other person with any interest of any kind in such Depository Interests or the underlying Ordinary Shares and the nature and amounts of such interests; (ii) evidence or declaration of nationality or residence of the legal or beneficial owner(s) of Depository Interests and such information as is required to transfer the relevant Depository Interests or Ordinary Shares to the holder; and (iii) such information as is necessary or desirable for the purposes of the Deed Poll or CREST system, and holders are bound to provide such information requested. The holders of Depository Interests consent to the disclosure of such information by the Depository, Custodian or Company to the extent necessary or desirable to comply with their respective legal or regulatory obligations.
- 2.11 Furthermore, to the extent that the Company's constitutional documents, applicable laws or regulations, the Ground Rules for the Management of the FTSE UK Index Series (if applicable), or any court or legal or regulatory authority may require or the Company deems it necessary or desirable in connection therewith (including in response to requests for information), the disclosure to the Group of, or limitations in relation to, beneficial or other ownership of, or interests of any kind whatsoever in, the Company's securities, the Depository Interest holders are to comply with such provisions and with the Company's securities, the Depository Interest holders are to comply with such provisions and with the Company's instructions with respect thereto, and consent to the disclosure of such information for such purposes. It should also be noted that holders of Depository Interests may not have the opportunity to exercise all of the rights and entitlements available to holders of Ordinary Shares, including, for example, the ability to vote on a show of hands. In relation to voting, it will be important for holders of Depository Interests to give prompt instructions to the Registrar or its nominated Custodian, in accordance with any voting arrangements made available to them, to vote the underlying Ordinary Shares on their behalf or, to the extent possible, to take advantage of any arrangements enabling holders of Depository Interests to vote such Ordinary Shares as a proxy of the Registrar or its nominated Custodian

### **3. Depository Agreement**

The Depository Agreement was entered into between the Company and the Depository on 27 November 2018 and contains provisions to the following effect:

- 3.1 The Company appoints the Depository to constitute and issue from time to time, upon the terms of the Deed Poll, a series of Depository Interests representing Ordinary Shares and to provide certain other services (including depository services, custody services and dividend services) in connection with such Depository Interests.
- 3.2 The Depository agrees that it will comply with the terms of the Deed Poll and that it will perform its obligations with reasonable skill and care. The Depository assumes certain specific obligations, including, for example, to arrange for the Depository Interests to be admitted to CREST as participating securities and provide copies of, and access to, the register of Depository Interests.
- 3.3 The Company acknowledges that it shall be its responsibility and undertakes to advise the Depository promptly of any securities laws or other applicable laws, rules or regulations with which the Depository must comply in providing the services.
- 3.4 The Company agrees to provide such assistance, information and documentation to the Depository as is reasonably required by the Depository for the purposes of performing its duties, responsibilities and obligations under the Depository Agreement.
- 3.5 The Depository indemnifies the Company and its officers and employees from and against any loss (excluding indirect, consequential or special loss) which any of them may incur in any way as a result of or in connection with the fraud, negligence or wilful default of the Depository (or its officers, employees, agents or sub-contractors).
- 3.6 The appointment of the Depository shall continue for a fixed term of one year until terminated by either party giving to the other part not less than six months' notice, subject to earlier termination in accordance with the terms of the Depository Agreement. Either party may terminate the Depository Agreement with immediate effect by notice in writing if the other party: (i) shall be in persistent or material breach of any term (of the Depository Agreement) and such breach is not remedied (if capable of being remedied) within 21 days of receiving notice of such breach and a request for such remedy; (ii) goes into insolvency or liquidation or

administration or a receiver is appointed over any part of its undertaking or assets, subject to certain provisos; or (iii) shall cease to have the appropriate authorisations which permit it lawfully to perform its obligations under the Depositary Agreement. Should the Depositary Agreement be terminated for any reason, other than arising from the Depositary's fraud, negligence, wilful default or material breach of a term of the Depositary Agreement, the Company shall within 30 days of termination pay to the Depositary the Depositary's reasonable costs and expenses of transferring the Depositary Interest register to its new registrar.

- 3.7 The Depositary will be entitled to employ agents for the purposes of carrying out certain of its obligations under the Depositary Agreement which the Depositary reasonably considers to be of a specialist nature.
- 3.8 The Company is to pay to the Depositary an annual fee for the services. The Company shall pay a fixed fee for the deposit, cancellation and transfer of the Depositary Interests and the compilation of the initial Depositary Interests register. The Company shall in addition reimburse the Depositary within 30 days of the Depositary's invoice for all network charges, CREST charges, money transmission and banking charges and other out-of-pocket expenses incurred by it in connection with the provision of the services under the Depositary Agreement.
- 3.9 The Company will indemnify the Depositary from and against all losses suffered or incurred by the Depositary as a result of or in connection with the performance of the Depositary of its obligations under the Depositary Agreement. This indemnification does not restrict or limit Computershare's general obligation at law to mitigate a loss it may suffer or incur as a result of any event that may give rise to a claim under this indemnity.
- 3.10 The aggregate liability of the Depositary to the Company over any 12-month period under the Depositary Agreement, whether such liability arises under any express or implied terms of the Depositary Agreement, in tort, for misrepresentation, for breach of contract, a contribution or any other duty imposed by law or in any other way will not exceed twice the amount of the Fees (as defined in the Depositary Agreement) payable in any 12-month period in respect of a single claim or in the aggregate.

## PART IX

### ADDITIONAL INFORMATION

#### 1. Responsibility

The Directors, whose names appear on page 40, and the Company accept responsibility, both individually and collectively, for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have each taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import.

#### 2. The Company

- 2.1 The Company was incorporated in the Cayman Islands on 25 April 2018 with the name Honye Financial Services Ltd with the registered number 336262 as an exempted company with limited liability.
- 2.2 The Company is not regulated by the FCA or any financial services or other regulator. With effect from Admission the Company will be subject to the Listing Rules and the Disclosure Guidance and Transparency Rules (and the resulting jurisdiction of the UK Listing Authority), to the extent such rules apply to companies with a Standard Listing pursuant to Chapter 14 of the Listing Rules.
- 2.3 The principal legislation under which the Company operates, and pursuant to which the Ordinary Shares have been created, is the Cayman Islands Companies Law. The currency of the Ordinary Shares is GBP.
- 2.4 The Company's registered office is at Ogier Global (Cayman) Limited, 89 Nexus Way, Camana Bay, Grand Cayman, KY1-9009, Cayman Islands. The Company's telephone number is 0207 861 9000 and its website can be found at [www.honyefinancial.com](http://www.honyefinancial.com).
- 2.5 On incorporation of the Company, the share capital of the Company was US\$50,000 divided into 50,000 shares with a par value of US\$1 each.
- 2.6 On incorporation, one subscriber share of US\$1 was issued to McGrath Tonner Corporate Services Limited. On 25 April 2018 this was transferred to Junxia Zhang. Also on 25 April 2018, the Company received the following applications for shares which were all issued on that date fully paid:

Name of original subscriber	Number of Shares	Amount Paid up (\$)
Junxia Zhang	1,499	1,499
L&S Global Limited	2,000	2,000
Fush Financial Investment Co., Ltd	46,500	46,500

- 2.7 By special resolutions dated 29 November 2018, the Company resolved to:
- (a) increase its authorised share capital to £10,000,000 divided into 1,000,000,000 Ordinary Shares of £0.01 having the rights set out in the Memorandum and Articles;
  - (b) issue 50,000 Ordinary Shares to the Initial Shareholders pro rata to their existing shareholdings for an aggregate consideration of US\$50,000 (“**Issue Proceeds**”);
  - (c) subject to the receipt of such Issue Proceeds, repurchase the US\$ Denominated Ordinary Shares from the Initial Shareholders using the Issue Proceeds and upon such repurchase having been completed, cancel the US\$ Denominated Ordinary Shares and update the register of members to reflect such cancellation.
- 2.8 On 29 November 2018, conditionally on Admission, the Company adopted the Articles in substitution for and to the exclusion of the Company's then existing articles of association. The Company operates in conformity with its constitution.
- 2.9 As at the date of this Document, the Company did not have any subsidiaries.

#### 3. Share Capital

- 3.1 The following table shows the issued and fully paid shares of the Company at the date of this Document:

**Issued and Credited as Full Paid**

<b>Class of Share</b>	<b>Number</b>	<b>Amount Paid up (£)</b>
Ordinary	50,000	35,970

- 3.2 The issued and fully paid shares of the Company immediately following Admission is expected to be as shown in the following table:

**Issued and Credited as Full Paid**

<b><u>Class of Share</u></b>	<b><u>Number</u></b>	<b><u>Amount Paid up (£)</u></b>
Ordinary	24,641,350	2,464,135.00

- 3.3 Save as disclosed in this Document, as at the date of this Document, the Company will have no short, medium or long term indebtedness.

- 3.4 Pursuant to special resolutions passed on 29 November 2018, the Company resolved:

- (a) to redenominate its share capital from US\$ to GBP;
- (b) to increase its authorised share capital to £10,000,000 divided into 1,000,000,000 Ordinary Shares;
- (c) to adopt new articles of association of the Company; and
- (d) to grant authority to the Directors to issue Ordinary Shares free of pre-emption rights: (i) for the purposes of or in connection with the Admission Subscription; (ii) for the purposes of or in connection with an Acquisition (including in respect of consideration payable for the Acquisition) or in relation to, in connection with or resulting from the restructuring or refinancing of debt or other financial obligation relating to the Acquisition; and (iii) generally for such purposes as the Directors may think fit, an aggregate amount not exceeding 50 per cent. of the aggregate nominal value of Ordinary Shares in issue (as at the close of the first Business Day following Admission), such authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or, if earlier, the date being 18 months from the date of the resolution.

- 3.5 Save as disclosed in this Document:

- (a) there are no shares not representing capital;
- (b) no share or loan capital of the Company has been issued or is proposed to be issued;
- (c) no person has any preferential subscription rights for any shares of the Company;
- (d) no Ordinary Shares are held by or on behalf of the Company by itself;
- (e) no share or loan capital of the Company is convertible or unconditionally to be put under option or subject to warrant;
- (f) no commissions, discounts, brokerages or other special terms have been granted by the Company since its incorporation in connection with the issue or sale of any share or loan capital of the Company; and
- (g) the Ordinary Shares are freely transferrable.

- 3.6 The Ordinary Shares will be listed on the Official List and will be traded on the main market of the London Stock Exchange. The Ordinary Shares are not listed or traded on, and no application has been or is being made for the admission of the Ordinary Shares to listing or trading on any other stock exchange or securities market.

- 3.7 The New Ordinary Shares will on Admission, rank *pari passu* in all respects with the Ordinary Shares including the right to receive all dividends to other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

#### **4. Memorandum and Articles of Association of the Company**

- 4.1 The Memorandum was adopted and the Articles were adopted conditionally upon Admission on 29 November 2018 pursuant to a written resolution of the Shareholders of the Company.
- 4.2 The Memorandum and Articles of the Company include provisions to the following effect:

##### **Objects**

The Company's objects are included in clause 3 of the memorandum of association and are unrestricted. The Company shall have full power to carry out any object not prohibited by the laws of the Cayman Islands.

##### **Voting Rights**

- (a) Subject to any rights or restrictions as to voting attached to any shares, on a show of hands every member who is present in person and every person representing a member by proxy shall have one vote and on a poll every member who is present in person and every person representing a member by proxy shall have one vote for each share of which he or the person represented by proxy is the holder.
- (b) Votes may be given either personally or by proxy.

##### **Variation of Rights**

- (a) Whenever the capital of the Company is divided into different classes of shares, the rights attaching to any class of share (unless otherwise provided by the terms of issue of the shares of that class) may be varied either with the consent in writing of the holders of not less than 75 per cent. of the issued shares of that class, or with the sanction of a resolution passed by a majority of not less than 75 per cent. of the holders of shares of the class present in person or by proxy at a separate general meeting of the holders of shares of that class.
- (b) The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

##### **Alteration of Share Capital**

- (a) Subject to the Companies Law, the Company may, by ordinary resolution:
- (A) increase its share capital by new Shares of the amount fixed by that ordinary resolution and with the attached rights, priorities and privileges set out in that ordinary resolution;
  - (B) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - (C) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination;
  - (D) subdivide all or any of its existing shares into shares of a smaller nominal value;
  - (E) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- (b) Subject to the Companies Law and to any rights for the time being conferred on the Shareholders holding a particular class of Shares, the Company may, by special resolution, reduce its share capital in any way.

##### **Purchase of own shares**

- (a) Subject to, and in accordance with, the Companies Law and the Listing Rules and to any rights for the time being conferred on the Shareholders holding a particular class of shares, the Company may by its Directors purchase all or any of its own shares of any class on such terms and in the manner as the Directors may determine at the time of such purchase.

The Company may make a payment in respect of the redemption or purchase of its own shares in any manner authorised by the Companies Law including out of any combination of the following: capital, its profits and the proceeds of a fresh issue of Shares.

- (b) Upon the date of purchase of a share, the Shareholder holding that share shall cease to be entitled to any rights in respect of the share other than the right to receive the price for the share; and any dividend declared in respect of the share prior to the date of redemption or purchase. The share shall be cancelled or held as a treasury share, as the Directors may determine.
- (c) When making a payment in respect of the purchase of Shares, the Directors may make the payment in cash or in specie (or partly in one and partly in the other) if so authorised by the terms of the allotment of those Shares or by the terms applying to those Shares in accordance with the Articles, or otherwise by agreement with the Shareholder holding those Shares.

#### **Allotment of securities and pre-emption rights**

- (a) Subject to the provisions of the Companies Law and the Articles about the redemption and purchase of the Company's own Shares, the Directors have general and unconditional authority to allot (with or without confirming rights of renunciation), grant options over or otherwise deal with any unissued Shares of the Company to such persons, at such times and on such terms and conditions as they may decide. No Share may be issued at a discount except in accordance with the provisions of the Companies Law.

- (b) Subject to the Articles and unless the Company shall by special resolution otherwise direct, unissued shares in the capital of the Company shall only be allotted for cash in accordance with the below:

- (A) must first be offered to existing Shareholders in proportion to their respective holdings of Ordinary Shares;
- (B) the offer to relevant Shareholders set out in paragraph (a) above shall be made in proportion to the existing holdings of Shares of relevant Shareholders (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any country or jurisdiction);
- (C) the offer shall be made by written notice (the "offer notice") from the Directors specifying the number and price of the offer shares and shall invite each relevant Shareholder to state in writing within a period, not being less than fourteen (14) clear days, whether they are willing to accept any offer shares and, if so, the maximum number of offer shares they are willing to take;
- (D) at the expiration of the time specified for acceptance in the offer notice the Directors shall allocate the offer shares to or amongst the relevant Shareholders who shall have notified to the Directors their willingness to take any of the offer shares but so that no relevant Shareholder shall be obliged to take more than the maximum number of shares notified by him under paragraph (c) above; and
- (E) if any offer shares remain unallocated after the offer, the Directors shall be entitled to allot, grant options over or otherwise dispose of those shares to such persons on such terms and in such manner as they think fit save that those shares shall not be disposed of on terms which are more favourable to their subscribers than the terms on which they were offered to the relevant Shareholder, except that this Article shall not apply to Shares which are issued as bonus shares or in connection with an employee share scheme.

## **Share Certificates**

- (a) Subject to the Companies Law, the requirements of (to the extent applicable) the Listing Rules and/or the London Stock Exchange, and the Articles, every person whose name is entered as member of the Company in the Company's register of members shall, without payment, be entitled to a certificate for all the Shares of each class held by that person and such certificate may be under the seal of the Company or executed in such other manner as the Directors determine. All certificates shall specify the class, distinguishing numbers, number of share or shares held by that person and the amount paid up thereon.
- (b) If a share certificate is defaced, worn-out, lost or destroyed it may be renewed on such terms as the Directors think fit.

## **Calls and Lien**

- (a) Subject to the terms of allotment, the Directors may from time to time make calls upon the Shareholders in respect of any moneys unpaid on their shares including any premium and each Shareholder shall (subject to being given at least 14 clear days' notice specifying where and when payment is to be made) pay to the Company the specified amount called on his shares. If any sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid. Interest shall be paid at a rate fixed by the terms of allotment of the share or in the notice of the call; or if no rate is fixed, at ten per cent. per annum from the day appointed for the payment thereof to the time of the actual payment. The Directors may at their discretion waive payment of any such interest in whole or in part.
- (b) The Company shall have a first and paramount lien on all shares (whether fully paid or not) registered in the name of a shareholder (whether solely or jointly with others). The lien is for all moneys payable to the Company by the Shareholder or the Shareholder's estate:
  - (A) either alone or jointly with any other person, whether or not that other person is a Shareholder; and
  - (B) whether or not those moneys are presently payable.
- (c) The Directors may declare any share to be wholly or partly exempt from the provisions in the Articles in respect of liens.
- (d) The Company may sell, in such manner as the Directors determine, any share on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days' after a notice demanding payment of such part of the amount in respect of which the lien exists and stating that if the notice is not complied with the shares may be sold has been given to the registered holder for the time being of the share, or the persons entitled thereto by reason of his death or bankruptcy.

## **Untraceable member**

Subject to the Companies Law, the Company may sell, subject to certain conditions, any share of a Shareholder who cannot be traced if, during a period of 12 years, at least three cash dividends in respect of the share have become payable and no such dividend during that period has been claimed.

## **Forfeiture of Shares**

- (a) If a Shareholder fails to pay any call or instalment of a call on the day appointed for payment of such call or instalment, the Directors may, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of is the amount unpaid together with any interest which may have accrued and any expenses which have been incurred by the Company due to the default. The notice shall name a place where payment is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

- (b) A forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board determine and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
- (c) A person whose shares have been forfeited shall cease to be a Shareholder in respect of the forfeited shares, but shall, notwithstanding such forfeit, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the shares, together with all expenses and interest from the date of forfeiture or surrender until payment, but his liability shall cease if and when the Company receives payment in full of the unpaid amount.
- (d) A statutory declaration in writing that the declarant is a Director or the secretary of the Company, and that the particular share of the Company has been forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the forfeited share.

#### **Share premium account**

The Directors shall, in accordance with Section 34 of the Companies Law, establish a share premium account and shall carry the credit of such account from time to time to a sum equal to the amount or value of the premium paid on the issue of any share or capital contributed or such other amounts required by the Companies Law.

#### **Transfer of Shares**

- (a) All transfers of certificated shares shall be effected by an instrument of transfer, in a common form or in a form approved by the Directors and shall be signed by or on behalf of the transferor and, if the share is partly paid, by the transferor and the transferee. Transfers of uncertificated shares shall be effected without a written instrument in accordance with the CREST Regulations.
- (b) The Directors may refuse to register the transfer of a share to any person. They may do so in their absolute discretion, without giving any reason for their refusal, and irrespective of whether the share is fully paid or the Company has no lien over it, provided that the Board shall not refuse to register any transfer of any certificated shares that are fully paid in circumstances where such refusal would prevent dealings in such shares from taking place on an open and proper basis.
- (c) The Board shall register a transfer of title to any uncertificated share or the renunciation or transfer of any renounceable right of allotment of a share which is a participating security held in uncertificated form in accordance with the CREST Regulations, except that the Board may refuse (subject to any relevant requirements of (to the extent applicable) the Listing Rules and/or the London Stock Exchange) to register any such transfer or renunciation which is in favour of more than four persons jointly or in any other circumstance permitted by the CREST Regulations.

#### **Disclosure of Interests in Shares**

- (a) The provisions of Disclosure Rule 5 shall be deemed to apply to the Company, so that shareholders are required under the Articles to notify the Company in accordance with the provisions of Disclosure Rule 5, if any member fails to comply with these requirements, the Directors may, by notice to the holder of the shares, suspend their rights as to attendance and voting at general meetings or to be reckoned in a quorum, dividends and transfer. Such suspension shall have effect in accordance with its terms until a date that is not more than seven days after the Board has determined that the holder of the shares has cured the non-compliance. During the period of such suspension any dividend or other amount payable in respect of the shares shall be retained by the Company without any obligation to pay interest thereon.
- (b) The Directors have the power, by giving notice, to require any member to disclose to the Company the identity of any person other than the member who is interested in the shares held by the member or who has been at any time during the preceding three years been so interested,

in both cases together with details of the nature of such interest. If any member has been duly served with such a notice and is in default of the prescribed period in supplying the information required then certain restrictions shall apply. The notice may direct that the member shall not be entitled to be present or vote at a general meeting or meeting of the holders of any class of shares of the Company or exercise any other right conferred by membership in relation to the meetings of the Company or holders of any class of shares or to be reckoned in a quorum. Where the default shares represent at least 0.25 per cent. of the issued shares of that class, any dividend or other money which would otherwise be payable may also be retained by the Company (bearing no interest) and transfers of default shares may also be restricted until the restrictions cease to apply.

### **Dividends**

- (a) Subject to the provisions of the Companies Law and any rights for the being attaching to any class or classes of shares, the Directors may declare dividends or distributions out of funds of the Company which are lawfully available for that purpose.
- (b) Subject to the provisions of the Companies Law and any rights for the being attaching to any class or classes of shares, the Company may, by ordinary resolution, declare dividends but no such dividend shall exceed the amount recommended by the Directors.
- (c) Subject to the requirements of the Companies Law regarding the application of a company's share premium account and with the sanction of an ordinary resolution, dividends may also be declared and paid out of any share premium account. The Directors when paying dividends to Shareholders may make such payment either in cash or *in specie*.
- (d) Unless provided by the rights attached to a share, no dividend shall bear interest against the Company.

### **General Meetings**

- (a) The Company shall hold an annual general meeting in each calendar year, which shall be convened by the Board, but so that the maximum period between such annual general meetings shall not exceed 15 months. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (b) The Directors may convene general meetings whenever they think fit. General meetings shall also be convened on the written requisition of one or more of the Shareholders entitled to attend and vote at general meetings of the Company who together hold not less than 5 per cent. of the paid up voting share capital of the Company deposited in accordance with the notice provisions in the Articles, specifying the objects of the meeting and signed by each of the Shareholders making the requisition. If the Directors do not convene such meeting for a date not later than 21 clear days' after the date of receipt of the written requisition, those Shareholders who requested the meeting may convene the general meeting themselves within three months after the end of the aforesaid 21 clear days', and all reasonable expenses incurred by them as a result of the Directors failing to convene a meeting shall be reimbursed by the Company.
- (c) At least 14 days' notice specifying the place, the day and the hour of the meeting and, subject to the Listing Rules, the general nature of that business must be given to the Shareholders, unless it is a notice of an annual general meeting, in which case at least 21 clear days' notice must be given to the Shareholders. If a resolution is proposed as a special resolution, the text of that resolution shall be given to all Shareholders. In addition notice of every general meeting shall be given to all Shareholders other than those who are not entitled to receive such notice under the provisions of the Articles or any restrictions imposed on any shares, and also to the Directors and auditors.
- (d) Subject to the Companies Law, a meeting may be convened on shorter notice, subject to the Companies Law with the consent of the Shareholders who, individually or collectively, hold at least 90 per cent. of the voting rights of all those who have a right to vote at that meeting.
- (e) Two members present in person or represented by proxy at a meeting shall constitute a quorum.

- (f) If within 15 minutes from the time appointed for the general meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be cancelled. In any other case it shall stand adjourned to the same time and place seven days or to such other time or place as is determined by the Directors.
- (g) The chairman may, with the consent of a meeting at which a quorum is present, adjourn the meeting. When a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (h) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before the declaration of the result of the show of hands) demanded by the chairman of the meeting or by at least two Shareholders having the right to vote on the resolutions or one or more Shareholders present who together hold not less than 10 per cent. of the voting rights of all those who are entitled to vote on the resolution, and unless a poll is so demanded, a declaration by the chairman as to the result of a resolution and an entry to that effect in the minutes of the meeting of the Company, shall be conclusive evidence of the outcome of a show of hands, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (i) If a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (j) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

#### **Directors**

- (a) The Company may by ordinary resolution, from time to time, fix the maximum and minimum number of Directors to be appointed. Under the Articles, the minimum number of Directors shall be three and the maximum number of directors shall be eleven.
- (b) A Director may be appointed by ordinary resolution or by the Directors. Any appointment may be to fill a vacancy or as an additional director.
- (c) The remuneration of the Directors shall be determined by the Company by ordinary resolution, except that the Directors shall be entitled to such remuneration as the Directors may determine not exceeding GBP 230,000 (until otherwise determined by the Company by ordinary resolution).
- (d) Any Director may in writing appoint another person, including another Director, to act in his place as an alternate Director. No appointment shall take effect until the Director has given notice of the appointment to the Board. All notices of meetings of Directors shall continue to be given to the appointing Director and not to the alternate. An alternate director shall be entitled to attend and vote at any Board meeting or meeting of a committee of the Directors at which the appointing Director is not personally present, and generally to perform all the functions of the appointing Director in his absence. An alternate director, however, is not entitled to receive any remuneration from the Company for services rendered as an alternate director. A Director may at any time revoke the appointment of an alternate director appointed by him.

#### **Share qualification**

The shareholding qualification for Directors may be fixed by the Company by ordinary resolution and unless and until so fixed no share qualification shall be required.

#### **Retirement and removal of directors**

- (a) The first Directors of the Company and all subsequent Directors shall submit themselves for re-election by the Shareholders at the first annual general meeting after their appointment. No Director shall remain in office for longer than three years since their last election or re-election without submitting themselves for re-election. At each annual general meeting, the Directors

subject to retirement shall retire from office. A Director retiring at such meeting shall retain office until the dissolution of such meeting and accordingly on retiring, a Director who is re-elected or deemed to have been re-elected will continue in office without a break.

- (b) The Directors to retire by rotation shall be:
  - (A) any Director who wishes to retire and not to offer himself for re-election;
  - (B) any Director who has been, or who by the time of the next annual general meeting will have been, in office for three (3) years or more; and
  - (C) such number of additional Directors (if any) as, when added to those Directors referred to in paragraphs (a) and (b) above, equal one-third of the Directors (or, if the number of Directors is not three or a multiple of three, the number nearest to but not exceeding one-third of the Directors), provided that such additional Directors shall be those who have been longest in office. As between two or more Directors who have been in office an equal length of time, the Directors to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from the date of his last election or appointment when he has previously vacated office.
- (c) A retiring Director shall be eligible for re-election.
- (d) The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by appointing a person thereto by ordinary resolution and in default the retiring Director shall, if willing to act, be deemed to have been reappointed unless at such meeting it is expressly resolved not to fill the vacated office or a resolution for the re-appointment of such Director shall have been put to the meeting and lost. The Company at such meeting may also, subject to the Articles, fill any other vacancies.
- (e) A Director may be removed by ordinary resolution.
- (f) A Director may at any time resign or retire from office by giving to the Company notice in writing. Unless the notice specifies a different date, the Director shall be deemed to have resigned on the date that the notice is delivered to the Company.
- (g) Subject to the provisions of the Articles, the office of a Director may be terminated forthwith if:
  - (A) he is prohibited by the law of the Cayman Islands from acting as a Director; or
  - (B) he is made bankrupt or makes an arrangement or composition with his creditors generally; or
  - (C) he resigns his office by notice to the Company; or
  - (D) he only held office as a Director for a fixed term and such term expires; or
  - (E) in the opinion of a registered medical practitioner by whom he is being treated he becomes physically or mentally incapable of acting as a Director; or
  - (F) he is given notice by the majority of the other Directors (not being less than two in number) to vacate office (without prejudice to any claim for damages for breach of any agreement relating to the provision of the services of such Director); or
  - (G) he is made subject to any law relating to mental health or incompetence, whether by court order or otherwise; or
  - (H) without the consent of the other Directors, he is absent from meetings of Directors for a continuous period of six months.

#### **Compensation for loss of office**

The provisions contained in sections 215 to 221 of the Companies Act in relation to payments made to Directors (or a person connected to such Directors) for loss of office and the circumstances in which such payments would require the approval of Shareholders shall apply to the Company, and the Company shall comply with such provisions as if it were a company incorporated in the United Kingdom.

#### **Powers and Duties of Directors**

- (a) Subject to the provisions of the Companies Law, the Memorandum and the Articles, the business of the Company shall be managed by the Directors, who may exercise all powers of the Company. No prior act of the Directors shall be invalidated by any subsequent alteration of the Memorandum or the Articles. However, to the extent allowed by the Companies Law, Shareholders may by special resolution validate any prior or future act of the Directors which would otherwise be in breach of their duties.
- (b) The Directors may delegate any of their powers to any committee consisting of one or more persons who need not be Shareholders and may include non-directors so long as the majority of those persons are Directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- (c) The Board may establish any local or divisional board or agency and delegate to it its powers and authorities (with power to sub-delegate) for managing any of the affairs of the Company whether in the Cayman Islands or elsewhere and may appoint any persons to be members of a local or divisional board, or to be managers or agents, and may fix their remuneration.
- (d) The Directors may from time to time and at any time by power of attorney or in any other manner they determine appoint any person, either generally or in respect of any specific matter, to be the agent of the Company with or without authority for that person to delegate all or any of that person's powers.
- (e) The Directors may from time to time and at any time by power of attorney or in any other manner they determine appoint any person, whether nominated directly or indirectly by the Directors, to be the attorney or the authorised signatory of the Company and for such period and subject to such conditions as they may think fit. The powers, authorities and discretions, however, must not exceed those vested in, or exercisable, by the Directors under the Articles. The Board may remove any person so appointed and may revoke or vary the delegation.

#### **Proceedings of directors**

- (a) The Directors may meet together to discuss any matters of the Company (either within or outside the Cayman Islands) and, subject to the provisions of Articles, may regulate their meetings and proceedings as they think fit.
- (b) Any Director and the company secretary may at the requisition of a Director, summon a meeting of the Directors.
- (c) All matters discussed at meetings of the Directors shall be decided by a majority of votes. In the case of an equality of votes the chairman may, if he wishes, exercise a casting vote.
- (d) The quorum for the transaction of the business of the Board shall be two unless the Directors fix some other number.
- (e) A resolution in writing agreed by and signed by all the Directors entitled to receive notice of and vote at a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held.
- (f) A person entitled to be present at a meeting of the Board shall be deemed to be present for all purposes if he takes part in the meeting by way of a conference telephone, video or any other form of communications equipment which allows everybody participating in the meeting to speak to and be heard by all those present or deemed to be present simultaneously. A Director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly.

- (g) The Directors may fill any casual vacancy in the office of Auditors to the Company.

### **Borrowing powers of directors**

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets both present and future and uncalled capital or any part thereof, to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or its parent undertaking (if any) or any subsidiary undertaking of the Company or of any third party.

### **Interests of Directors and restrictions on voting**

- (a) A Director shall not, as a Director, vote in respect of any contract, transaction, arrangement or proposal in which he has an interest which (together with any interest of any person connected with him) is a material interest (otherwise than by virtue of his interests, direct or indirect, in Shares or debentures or other securities of, or otherwise in or through, the Company) and if he shall do so his vote shall not be counted, nor in relation thereto shall he be counted in the quorum present at the meeting, but (in the absence of some other material interest than is mentioned below) none of these prohibitions shall apply to:

- (A) the giving of any security, guarantee or indemnity in respect of:
- (AA) money lent or obligations incurred by him or by any other person for the benefit of the Company or any of its subsidiaries; or
  - (AB) a debt or obligation of the Company or any of its subsidiaries for which the Director himself has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (B) where the Company or any of its subsidiaries is offering securities in which offer the Director is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which the Director is to or may participate;
- (C) any contract, transaction, arrangement or proposal affecting any other body corporate in which he is interested, directly or indirectly and whether as an officer, shareholder, creditor or otherwise howsoever, provided that he (together with persons connected with him) does not to his knowledge hold an interest representing one per cent or more of any class of the equity share capital of such body corporate (or of any third body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purposes of the Articles to be a material interest in all circumstances);
- (D) any act or thing done or to be done in respect of any arrangement for the benefit of the employees of the Company or any of its subsidiaries under which he is not accorded as a Director any privilege or advantage not generally accorded to the employees to whom such arrangement relates; or
- (E) any matter connected with the purchase or maintenance for any Director of insurance against any liability or (to the extent permitted by the Companies Law) indemnities in favour of Directors, the funding of expenditure by one or more Directors in defending proceedings against him or them or the doing of anything to enable such Director or Directors to avoid incurring such expenditure.
- (b) A Director may, as a Director, vote (and be counted in the quorum) in respect of any contract, transaction, arrangement or proposal in which he has an interest which is not a material interest or which falls within the above.

### **Indemnity**

- (a) To the extent permitted by law, the Company shall indemnify each existing or former secretary, Director (including alternate director), and other officer of the Company (including an investment adviser or an administrator or liquidator) and their personal representatives against:
- (A) all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by the existing or former secretary or officer in or about the conduct of the Company's business or affairs or in the execution or discharge of the existing or former secretary's or officer's duties, powers, authorities or discretions; and
  - (B) without limitation to paragraph (a), all costs, expenses, losses or liabilities incurred by the existing or former secretary or officer in defending (whether successfully or otherwise) any civil, criminal, administrative or investigative proceedings (whether threatened, pending or completed) concerning the Company or its affairs in any court or tribunal, whether in the Cayman Islands or elsewhere.
- (b) No such existing or former secretary or officer, however, shall be indemnified in respect of any matter arising out of his own dishonesty.
- (c) To the extent permitted by law, the Company may make a payment, or agree to make a payment, whether by way of advance, loan or otherwise, for any legal costs incurred by an existing or former secretary or officer of the Company in respect of any matter identified in paragraph (a) (A) or (B) above on condition that the secretary or officer must repay the amount paid by the Company to the extent that it is ultimately found not liable to indemnify the secretary or that officer for those legal costs.

#### **Capitalisation of profits**

- (a) The Directors may resolve to capitalise:
- (A) any part of the Company's profits not required for paying any preferential dividend (whether or not those profits are available for distribution); or
  - (B) any sum standing to the credit of the Company's share premium account or capital redemption reserve, if any.

The amount resolved to be capitalised must be appropriated to the Shareholders who would have been entitled to it had it been distributed by way of dividend and in the same proportions.

#### **Distribution of assets in a liquidation**

- (a) If the Company is wound up, the Shareholders may, subject to the Articles and any other sanction required by the Companies Law, pass a special resolution allowing the liquidator to do either or both of the following:
- (A) to divide in specie among the Shareholders the whole or any part of the assets of the Company and, for that purpose, to value any assets and to determine how the division shall be carried out as between the Shareholders or different classes of Shareholders;
  - (B) to vest the whole or any part of the assets in trustees for the benefit of Shareholders and those liable to contribute to the winding up.
- (b) The Directors have the authority to present a petition for the winding up of the Company to the Grand Court of the Cayman Islands on behalf of the Company without the sanction of a resolution passed at a general meeting.

#### **Takeover Provisions**

- (a) The Company's Articles contain certain protections which are similar to those provisions of the City Code. The Articles provide among other things that:

- (A) if any Shareholder (or person acting in concert with such Shareholder) acquires, whether in a single transaction or by a series of transactions over a period of time, an interest in Shares which (taken together with Shares in which such Shareholder or persons acting in concert with such Shareholders are interested) carry 30 per cent. or more of the voting rights of the Company; or
- (B) any Shareholder, together with persons acting in concert with such Shareholder, is interested in Shares which in the aggregate carry not less than 30 per cent. Of the voting rights of the Company but does not hold Shares carrying more than 50 per cent. of such voting rights and such Shareholder, or any person acting in concert with such Shareholder, acquires an interest in any other Shares which increases the percentage of shares carrying voting rights in which he is interested, such Shareholder (the "Offeror") shall extend an offer, to the holders of all the issued (and to be issued) Shares in the Company. An offer will not be required where control of the Company is acquired as a result of a voluntary offer made materially in accordance with the provisions of the City Code (as if the City Code applied to the Company) to all holders of shares.
- (b) An offer must be conditional only upon the Offeror having received acceptances in respect of Shares which, together with Shares acquired or agreed to be acquired before or during the offer, will result in the Offeror and any person acting in concert with it holding Shares carrying more than 50 per cent. of the voting rights of the Company.
- (c) An offer will not be required under the Articles, as a result of the acquisition by a person of Shares upon Admission, or as a result of the exercise by a person (or, in respect of a corporate entity, a member of that corporate entity's group) of warrants or options which were granted to such person upon Admission.
- (d) An offer must be in cash or be accompanied by a cash alternative at not less than the highest price paid by the Offeror or any person acting in concert with it for any interest in shares during the 12 months prior to the date upon which an announcement of that offer would have been required had the City Code applied to the Company. If, after the obligation to make an offer pursuant to the Articles arises and before the offer closes for acceptance, the Offeror or any person acting in concert with it acquires any interest in Shares at above the offer price, it shall increase its offer to not less than the highest price paid for the interest in Shares so acquired.
- (e) When an offer is made and the Company has convertible securities outstanding, the Offeror must make an appropriate offer or proposal, on terms equivalent to the offer made for shares, to the holders of such convertible securities to ensure that their interests are safeguarded.
- (f) Any offer shall be made on terms that would be required by the then current City Code, save to the extent that the Board otherwise determines. In relation to any offer required to be made under the Articles, any matter which under the City Code would fall to be determined by the Takeover Panel shall be determined by the Board in its absolute discretion or by such person appointed by the Board to make such determination.
- (g) Except with the consent of an ordinary resolution of independent Shareholders on a poll, Shareholders shall comply with the requirements of the City Code (as if the City Code applied to the Company) in relation to any dealings in any Shares and in relation to their dealings with the Company in relation to all matters.
- (h) At all times when the Company is in an offer period each Shareholder shall comply with the disclosure obligations set out in Rule 8 of the City Code as if the City Code applied to the Company.

#### **Power to amend the memorandum of association and articles**

Subject to the Companies Law, the Company may, by special resolution, amend the provisions of the memorandum of association and Articles in whole or in part.

## 5. Directorships and Partnerships

In addition to their directorships of the Company, the Directors are, or have been, members of the administrative, management or supervisory bodies or partners of the following companies or partnerships, at any time in the five years prior to the date of this Document.

### *Current Directors*

#### **Wanbao Xu**

##### *Current directorships and partnerships*

Shenzhen Qianhai Shengshi Jinhong Fund Management Co. Ltd      None

##### *Former directorships and partnerships*

#### **Shaun Carew-Wootton**

##### *Current directorships and partnerships*

Harrington Forbes Holdings Limited  
Roselle Capital Limited  
Vivente World Limited

##### *Former directorships and partnerships*

Marlow Restaurant Brands Limited  
Marlow Restaurant Company Limited  
Karadoo Property Retentions Limited  
Karadoo Asset Retentions Limited  
Karadoo Charge Retentions Limited  
Vivente World Limited

#### **Gareth Edwards**

##### *Current directorships and partnerships*

Interserve plc  
Positive Healthcare plc (in liquidation)  
IQ3 plc  
Bartholomew St SPV Limited  
Co-Living London Limited

##### *Former directorships and partnerships*

Pinsent Masons Director Limited  
Pinsent Masons Secretarial Limited

## 6. Directors' Confirmations

6.1 At the date of this Document, none of the Directors:

- (i) has any convictions in relation to fraudulent offences for at least the previous five years;
- (ii) save in respect of the disclosure at paragraph 6.2 below in respect of Mr Edwards, has been associated with any bankruptcy, receivership or liquidation while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company for at least the previous five years;
- (iii) has any family relationship with any of the other Directors;
- (iv) had any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by or to the Company, or any such interest in any contract or arrangement subsisting at the date of this Document and which is significant to the business of the Company; or
- (v) has been subject to any official public incrimination and/or sanction of him by any statutory or regulatory authority (including any designated professional bodies) or has ever been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.

6.2 Mr Edwards is a director of Positive Healthcare plc, which entered into creditors' voluntary liquidation on 11 October 2018. As at 5 December 2018 (being the latest practicable date prior to the publication of this Document), the deficit to creditors was approximately £1.65 million.

6.3 Mr Carew-Wootton and Mr Edwards hold a number of other directorships, as set out in paragraph 5 above. Mr Carew-Wootton and Mr Edwards are, however, committed to dedicating sufficient time to the Company as necessary to meet its objectives and each will manage their time such that they are fully able to fulfil their duties as Non-Executive Directors to the Company and their board duties in respect of their other business interests. Given the nature of their other directorships and private interests, there are no potential conflicts of interest between any duties owed to the Company by the Directors and their private interests or other duties.

6.4 As at the date of this Document, neither the Directors or members of the administrative, management or supervisory bodies of the Company have any interests in options or warrants in the Ordinary Shares.

## 7. Directors' interests

Save as disclosed below, none of the Directors nor any member of their immediate families has or will have on or following Admission any interests (beneficial or non-beneficial) in the shares of the Company or any of its subsidiaries.

### Interests immediately following Admission

Director	No. of Ordinary Shares	Percentage of Issued Ordinary Shares
Wanbao Xu <sup>(1)</sup>	16,886,556	68.53%
Shaun Carew-Wootton	-	-
Gareth Edwards	-	-

Notes:

(1) Mr Xu's interest in the issued share capital of the Company is wholly held through Fush Financial Investment Co., Ltd, a company ultimately beneficially owned by Wanbao Xu and Shao Zhiying.

## 8. Founders' interests

The table below sets out the interests that the Founders have or will have on or following Admission in the share capital of the company, together with details of the amount and percentage of immediate dilution of their interests in the capital of the Company as a result of Admission:

### Interests immediately following Admission

Founder	No. of Ordinary Shares prior to Admission Subscription	Percentage of issued Ordinary Share capital prior to Admission Subscription	No. of Ordinary Shares following Admission Subscription	Percentage of Enlarged Share Capital
Wanbao Xu <sup>(1)</sup>	46,500	93.00%	16,886,566	68.53%
Zhiying Shao <sup>(1)</sup>	46,500	93.00%	16,886,566	68.53%
JingQi Li	-	-	-	-

Notes:

(1) The interests of Wanbao Xu and Shao Zhiying in the issued share capital of the Company is wholly held through Fush Financial Investment Co., Ltd, a company ultimately beneficially owned by Wanbao Xu and Shao Zhiying.

## 9. Major Shareholders and other interests

9.1 As at 5 December 2018 (being the latest practicable date prior to the publication of this Document), no person other than the Directors and the Founders have a notifiable interest in the issued shares of the Company.

9.2 Immediately following Admission, the Directors expect that a number of persons will have an interest, directly or indirectly, in at least three per cent. of the voting rights attached to the Company's issued shares.

Such persons will be required to notify such interests to the Company in accordance with the provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules, and such interests will be notified by the Company to the public.

9.3 As at 5 December 2018 (being the latest practicable date prior to the publication of this Document), and save for the control exercised by the Founders (which will cease upon Admission) the Company was not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

9.4 Those interested, directly or indirectly, in three per cent. or more of the issued Ordinary Shares of the Company do not now, and, following Admission, will not, have different voting rights from other holders of Ordinary Shares.

#### **10. Working capital**

The Company is of the opinion that the working capital available to the Company, taking into account the Net Proceeds, is sufficient for the Company's present requirements, that is for at least the 12 months from the date of this Document.

#### **11. Significant change**

There has been no significant change in the financial condition or operating results of the Company since 31 July 2018, being the date as at which the financial information contained in Part VI(A) of this Document has been prepared.

#### **12. Litigation**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) since the Company's incorporation which may have, or have had in the recent past, significant effects on the financial position or profitability of the Company.

#### **13. UK Takeover Code**

The company is incorporated and domiciled in the Cayman Islands and accordingly the City Code does not apply to it and any takeover of the Company will be unregulated by UK takeover authorities. Whilst the Articles contain certain takeover protections, these will not provide the full protections afforded by the City Code. The relevant provisions of the articles are summarised in paragraph 4 of Part IX of this Document.

#### **14. Material contracts**

The following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Company since the Company's incorporation which: (i) are, or may be, material to the Company; or (ii) contain obligations or entitlements which are, or may be, material to the Company as at the date of this Document:

##### *14.1 Registrar Agreement*

The Registrar is responsible for providing share registration services to the Company under the terms of a registrar's agreement dated 3 December 2018, for an initial period of 12 months from Admission. In certain circumstances, the parties will be entitled to terminate the agreement by giving 6 months' notice, or immediately if an insolvency event occurs in respect of the other party or in the case of material breach (including non-payment of fees due). Under this agreement, the Company will pay the Registrar a fee of £1,500 in relation to the initial set up costs of the necessary systems and procedures by the Registrar. The Company will thereafter pay a fixed annual fee of £5,500 for which the Registrar will perform the services of the Company's share registrar. The Registrar agreement is governed by the laws of the Cayman Islands.

##### *14.2 Depositary Agreement*

The Company and the Depositary are party to the Depositary Agreement, particulars of which are set out in paragraph 3 of Part VIII of this Document.

##### *14.3 Lock-in Agreements*

Pursuant to lock-in agreements dated 3 December 2018, each of Fush Financial Investment Co., Ltd and Junxia Zhang have agreed and undertaken to the Company not to dispose of any interest in the Locked In Shares held at Admission or any Ordinary Shares which they may subsequently acquire within 12 months from Admission, for a period of one year following Admission except in very limited certain restricted circumstances, including in the event of an intervening court order, a takeover becoming or being declared unconditional, or the death of such person that is an individual or liquidation of any such person that is a body

corporate. Each such shareholder has further undertaken to the Company that during the period of one year following the first anniversary of Admission, the such person will not dispose of interests in the Locked In Shares other than through the Company's appointed broker and in accordance with the reasonable requirements of such broker in a manner consistent with maintaining an orderly market in the Ordinary Shares.

#### 14.4 *Optiva Engagement Letter*

Pursuant to the Optiva Engagement Letter, the Company appointed Optiva as its broker and placing agent to the Company in connection with the Admission Subscription and Admission. Pursuant to the Optiva Engagement Letter, the Company agreed to pay Optiva the following fees:

- (a) a £25,000 advisory services fee, payable upon the signing of the Optiva Engagement Letter;
- (b) a sales commission payable on Admission of six per cent. of the aggregate value (calculated by reference to the issue price) of any New Ordinary Shares subscribed by Investors introduced by Optiva;
- (c) a handling fee payable on Admission of one per cent. of the Admission Subscription Proceeds received by Optiva on the Company's behalf from those Investors not introduced by Optiva; and
- (d) broker warrants representing 6% of the New Ordinary Shares subscribed by Investors introduced by Optiva. The exercise price of the warrants is £0.15 per Ordinary Share.

In addition, the Company has retained Optiva as its broker for a period of 12 months from Admission. The Company has agreed, conditional on Admission, to pay Optiva a broker retainer fee of £30,000 per annum, to be paid quarterly in advance.

The Optiva Engagement Letter is terminable by either party (a) at any time before Admission on 60 days' written notice; or (b) at any time following Admission on not less than 90 days' written notice, such notice not to expire before the expiry of the initial twelve month period from Admission.

#### 14.5 *Optiva Warrant Agreement*

The Company and Optiva entered into the Optiva Warrant Agreement pursuant to which, conditional on Admission, the Company granted to Optiva warrants to subscribe 30,000 Ordinary Shares at the exercise price of £0.15 per share (subject to customary adjustments). The warrants may be exercised by Optiva at any time prior to the second anniversary of Admission. The warrants are transferrable by Optiva to members of its group and otherwise with the Company's prior written consent having been obtained.

#### 14.6 *Optiva B Warrant Agreement*

The Company entered into the Optiva B Warrant Agreement pursuant to which the Company granted Optiva 700,000 warrants which are exercisable into Ordinary Shares on a one for one basis at any time during the period of 90 days from Admission at an exercise price which is at a 20% discount to the price offered by a buyer for Ordinary Shares and which has been received by Optiva. Such Ordinary Shares are then capable of being sold at Optiva's discretion, subject to close period restrictions. Exercise of the warrants is conditional, inter alia, on the Ordinary Shares having traded at a mid-market closing price as derived from the Daily Official List of not less than £0.30 per Ordinary Share for a period of 24 trading hours in circumstances where the Company has not made any announcement via a regulated news service which can reasonably be linked to an increase in the Company's share price.

#### 14.7 *Optiva Broker Agreement*

The Company has appointed Optiva as its broker by way of a broker agreement entered into on 3 December 2018. Under the terms of this Agreement, Optiva has agreed to provide broking services to the Company and other services ancillary to the Admission. The Company provided customary undertakings and indemnities to Optiva. The agreement will remain in place for a minimum period of 12 months from the date of the appointment and continues thereafter until terminated by either party giving not less than three months' notice.

#### 14.8 *Relationship Agreement*

On the date of this Document, the Company, the Beneficial Owners and the Significant Shareholder entered into the Relationship Agreement, pursuant to which it was agreed that the Beneficial Owners and the Significant Shareholder would provide certain undertakings to the Company for the purpose of ensuring that

the Company will at all times be carried on in a manner which is independent of the Significant Shareholder, and any transactions or arrangements between them and the Company will be at arm's length and on normal commercial terms. The undertakings under this agreement shall apply for so long as the Company's shares are admitted to trading on the Main Market and the Significant Shareholder continues to hold more than 30 per cent. of the voting rights of the Company.

14.9 *Company secretarial services agreement*

Pursuant to an agreement dated 3 December, the Company has appointed Ogier Global (Cayman) Limited (“OGCL”) to act as company secretary of the Company and to provide various company secretarial, administrative and other ongoing services to the Company from the date of the agreement. Either party may terminate the agreement on three months’ written notice. The agreement is governed by Cayman law.

14.10 *Public Relations Consultancy*

Pursuant to an agreement dated 28 November 2018, the Company has appointed Walbrook PR Limited to act as its public relations consultants and provide various PR related services from the date of the agreement. Either party may terminate the agreement on 3 months’ notice. The agreement is governed by English law.

**15. Related party transactions**

From 25 April 2018 (being the Company’s date of incorporation) up to and including the date of this Document, the Company has not entered into any related party transactions other than as set out below:

15.1 *Service Agreement*

Mr Xu, as Executive Director, has entered into a service agreement with the Company dated 3 December 2018. Mr Xu will be employed for an initial fixed term of 12 months from Admission and thereafter will continue until terminated by either party giving six months’ prior written notice, save in the case of breach of contract in which case dismissal can occur without notice. Mr Xu is entitled to receive a salary of £50,000 per annum but has agreed to waive payment of this until after an Acquisition. Mr Xu is not entitled to any other benefits other than the reimbursement of his reasonable expenses. The service agreement is governed by English law.

15.2 *Directors’ letters of appointment*

Mr Carew-Wootton and Mr Edwards have each been appointed by the Company pursuant to letters of appointment dated 3 December 2018 for a period of 12 months from Admission and thereafter subject to termination by either party on three months’ notice. Mr Edwards shall be appointed as Chairman. The Non-Executive Directors have agreed to commit an equivalent of at least one day a month to the Company. Mr Carew- Wootton shall be entitled to receive a fee of £24,000 per annum and Mr Edwards £30,000 per annum. The Non-Executive Directors are not entitled to any other benefits other than the reimbursement of their reasonable expenses. The letters of appointment are governed by English law.

15.3 *Directors’ Remuneration, benefits in kind and incentives*

Details of remuneration proposed to paid to directors and any benefits in kind are set out in paragraphs 15.1 and 15.2 above. The aggregate remuneration paid and benefits in kind granted to the Directors for the last financial period amount to £nil. The aggregate remuneration and benefits in kind granted to the Directors since 30 April 2018 under arrangements in force as at the date of this Document is expected to be £nil.

None of the Directors hold options, warrants or any form of convertible security in respect of Ordinary Shares. There is currently no intention for the Company to make incentivisation arrangements for the Directors or any other person to be involved in the capital of the Company.

**16. General**

16.1 Moore Stephens LLP, whose address is 150 Aldersgate Street, London EC1A 4AB, have been appointed as the first auditors of the Company and are registered to carry out audit work by the Institute of Chartered Accountants of England and Wales.

16.2 Moore Stephens LLP has given and has not withdrawn its consent to the inclusion in this Document of its accountant’s report on the historical financial information set out in Part VI(A) of this Document in the form and context in which they are included and has authorised the contents of that report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules. In addition, Moore Stephens LLP of 150 Aldersgate Street, London EC1A 4AB, and which is registered to carry out audit work by the Institute of Chartered Accountants of England and Wales, has given and not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which they appear.

- 16.3 Optiva has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name in the form and context in which it appears.
- 16.4 The Company has no existing or planned material tangible fixed assets, including leased properties.
- 16.5 No information contained in this Document has been sourced from a third party.
- 16.6 Other than Wanbao Xu, who is employed under an executive service contract, the Company has not had any employees since its incorporation and does not own any premises or material fixed assets.
- 16.7 The total expenses incurred (or to be incurred) by the Company in connection with Admission and the incorporation (and initial capitalisation) of the Company are approximately £431,400. The estimated Net Proceeds, after deducting fees and expenses in connection with Admission, are approximately £2,027,735.
- 16.8 No Ordinary Shares are currently in issue and no Ordinary Shares will be in issue on Admission with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.
- 16.9 No payment (including commissions) or other benefit has been or is to be paid or given to any promoter of the Company.
- 16.10 There are no pensions or other similar arrangements in place with the Directors nor are there any such arrangements proposed.
- 16.11 The Company has made no investments since incorporation, has no investments in progress and there are no future investments on which the Directors have already made firm commitments which are or may be significant to the Company.
- 16.12 The Directors are unaware of any exceptional factors which have influenced the Company's activities.
- 16.13 The Directors are not aware of any patents, licences or other intellectual property rights, industrial, commercial or financial contracts or new manufacturing processes which are or may be of material importance to the business or profitability of the Company.
- 16.14 There have been no public takeover bids by third parties in respect of the Ordinary Shares during the period from incorporation to the date of this Document.
- 16.15 The Directors are not aware of any significant trends in the Company in costs between incorporation and the date of this Document, or any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year, or any environmental issues that may affect the Company's utilisation of its tangible fixed assets.

## **17. Availability of this Document**

Following Admission, copies of this Document may be collected, free of charge during normal business hours, from the offices of the Company's solicitors: c/o Locke Lord (UK) LLP, 201 Bishopsgate, London EC2M 3AB. In addition, this Document will be published in electronic form and be available on the Company's website at [www.honyefinancial.com](http://www.honyefinancial.com), subject to certain access restrictions applicable to persons located or resident outside the United Kingdom.

## **18. Documents for inspection**

Copies of the following documents may be inspected at the registered office of the Company during usual business hours on any day (except Saturdays, Sundays and public holidays) from the date of this Document until Admission:

- (i) the Articles;
- (ii) the accountant's reports on the historical financial information prepared by Moore Stephens LLP set out in Part VI(A) of this Document;
- (iii) the service agreement and the letters of appointment entered into between the Company and the Directors; and
- (iv) this Document.

Dated: 5 December 2018.

## PART X

### NOTICES TO INVESTORS

The distribution of this Document and the Admission Subscription may be restricted by law in certain jurisdictions and therefore persons into whose possession this Document comes should inform themselves about and observe any restrictions, including those set out below. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

#### **General**

No action has been or will be taken in any jurisdiction that would permit a public offering of the Ordinary Shares, or possession or distribution of this Document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Document nor any other offering material or advertisement in connection with the Ordinary Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to subscribe for any of the Ordinary Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

This Document has been approved by the FCA as a prospectus which may be used to offer securities to the public for the purposes of section 85 of FSMA, and of the Prospectus Directive. No arrangement has however been made with the competent authority in any other EEA State (or any other jurisdiction) for the use of this Document as an approved prospectus in such jurisdiction and accordingly no public offer is to be made in such jurisdiction. Issue or circulation of this Document may be prohibited in countries other than those in relation to which notices are given below.

#### **For the attention of all Investors**

The Ordinary Shares are only suitable for acquisition by a person who: (a) has a significantly substantial asset base such that would enable the person to sustain any loss that might be incurred as a result of acquiring the Ordinary Shares; and (b) is sufficiently financially sophisticated to be reasonably expected to know the risks involved in acquiring the Ordinary Shares.

#### **For the attention of European Economic Area Investors**

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a “Relevant Member State”), an offer to the public of the Ordinary Shares may only be made once the prospectus has been passported in such Relevant Member State in accordance with the Prospectus Directive as implemented by such Relevant Member State. For the other Relevant Member States an offer to the public in that Relevant Member State of any Ordinary Shares may only be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- (b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State subject to obtaining prior consent of the Company for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Ordinary Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an “offer to the public” in relation to any offer of Ordinary Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Ordinary Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and any amendments, thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

During the period up to but excluding the date on which the Prospectus Directive is implemented in member states of the EEA, this Prospectus may not be used for, or in connection with, and does not constitute, any offer of Ordinary

Shares or an invitation to purchase or subscribe for any Ordinary Shares in any member state of the EEA in which such offer or invitation would be unlawful.

The distribution of this Document in other jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions.

**For the attention of U.K. Investors**

This Document comprises a prospectus relating to the Company prepared in accordance with the Prospectus Rules and approved by the FCA under section 87A of FSMA. This Document has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

This Document is being distributed only to and is directed at persons who (if they are in the EEA) fall within one of the categories of persons set out above in Part X of this Document. In addition, this Document is being distributed only to and is directed at persons in the United Kingdom who are: (i) persons having professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act (Financial Promotions) Order 2005 (“Financial Promotions Order”); or (ii) persons who are high net worth bodies corporate, unincorporated associations and partnerships and the trustees of high value trusts, as described in Article 49(2)(a)-(d) of the Financial Promotions Order; or (iii) persons to whom it may otherwise be lawful to distribute (all such persons together being referred to as “relevant persons”).

## PART XI

### DEFINITIONS

The following definitions apply throughout this Document unless the context requires otherwise:

“Acquisition”	means the acquisition(s) by the Company or by any subsidiary thereof (which may be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination) of an interest in a company, business or asset as described in Part I of this Document;
“Admission”	means admission of the Ordinary Shares to the Official List by way of a Standard Listing and to trading on the main market for listed securities of the London Stock Exchange becoming effective;
“Admission Subscription”	means the conditional (a) subscription for New Ordinary Shares by Investors pursuant to the Subscription Agreements; or (b) allocation of 500,000 New Ordinary Shares with Optiva pursuant to the Placing Letter, in each case at a Subscription Price of GBP0.10;
“Admission Subscription Proceeds”	means GBP2,459,135, being the gross proceeds received on closing of the Admission Subscription;
“Articles of Association” or “Articles”	means the articles of association of the Company in force from time to time;
“Beneficial Owners”	means Wanbao Xu and Shao Zhiying;
“Business Day”	means a day (other than a Saturday or a Sunday) on which banks are open for business in London;
“Cayman Islands Companies Law” or “Companies Law”	means the Companies Law (Revised) of the Cayman Islands;
“certificated” or “in certificated form”	means an Ordinary Share, title to which is recorded in the relevant share register as being held in certificated form (that is, not in CREST);
“Chairman”	means Gareth Edwards, or the Chairman of the Board from time to time, as the context requires, provided that such person was independent on appointment for the purposes of the UK Corporate Governance Code;
“Change of Control”	means, following an Acquisition, the acquisition of Control of the Company by any person or party (or by any group of persons or parties who are acting in concert);
“City Code”	means the City Code on Takeovers and Mergers;
“Companies Act”	means the UK Companies Act 2006, as amended;
“Company”	means Honye Financial Services Ltd, a company incorporated in the Cayman Islands under the Cayman Islands Companies Law on 25 April 2018, with registered number 336262;

“Control”	means: (i) the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to: (a) cast, or control the casting of, more than 30 per cent. of the maximum number of votes that might be cast at a general meeting of the Company; or (b) appoint or remove all, or the majority, of the Directors or other equivalent officers of the Company; or (c) give directions with respect to the operating and financial policies of the Company with which the Directors or other equivalent officers of the Company are obliged to comply; and/or (ii) the holding beneficially of more than 30 per cent. of the issued shares of the Company (excluding any issued shares that carry no right to participate beyond a specified amount in a distribution of either profits or capital), but excluding in the case of each of (i) and (ii) above any such power or holding that arises as a result of the issue of Ordinary Shares by the Company in connection with an Acquisition;
CREST” or “CREST System”	means the computer-based system (as defined in the CREST Regulations) operated and administered by Euroclear enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instruments;
“CREST Regulations”	means The Uncertified Securities Regulations 2001 (SI 2001 3755), as amended;
“Directors” or “Board” or “Board of Directors”	means the directors of the Company, whose names appear in “Part III — The Company, its Board and the Acquisition Structure”, or the board of directors from time to time of the Company, as the context requires, and “Director” is to be construed accordingly;
“Deed Poll”	the deed poll of the Depositary dated 27 November 2018, details of which are set out in paragraph 2 of Part VIII;
“Depositary”	Computershare Investor Services PLC;
“Depositary Agreement”	the depositary agreement dated 27 November 2018, details of which are set out in paragraph 3 of Part III;
“Depositary Interests”	the dematerialised depositary interests in respect of the Ordinary Shares issued or to be issued by the Depositary;
“Disclosure Guidance and Transparency Rules” or “Disclosure Rules”	means the FCA disclosure guidance and transparency rules made in accordance with section 73A of FSMA as amended from time to time;
“Document”	means this prospectus;
“EEA”	means the European Economic Area;
“EEA States”	means the member states of the European Union and the European Economic Area, each an “EEA State”;
“Enlarged Company”	means the Company and the relevant company that is the Acquisition target which has been acquired;
“Enlarged Share Capital”	means the entire issued share capital of the Company upon Admission, comprising the New Ordinary Shares and the Initial Shareholders’ Shares;
“EU”	means the Member States of the European Union;

“Euroclear”	means Euroclear UK & Ireland Limited;
“FCA”	means the UK Financial Conduct Authority;
“Founders”	means Zhiying Shao, Wanbao Xu and JingQi Li;
“FSMA”	means the UK Financial Services and Markets Act 2000, as amended;
“£” or “pounds sterling” or “GBP”	means british pounds sterling;
“general meeting”	means a meeting of the Shareholders of the Company or a class of Shareholders of the Company (as the context requires);
“IFRS”	means International Financial Reporting Standards as adopted by the European Union;
“Initial Shareholders”	Fush Financial Investment Co., Ltd., L&S Global Limited and Junxia Zhang;
“Initial Shareholders’ Shares”	means the 50,000 Ordinary Shares issued to the Initial Shareholders on incorporation of the Company;
“Investor(s)”	means a person who has subscribed for New Ordinary Shares pursuant to the Admission Subscription;
“Listing Rules”	means the listing rules made by the UK Listing Authority under section 73A of FSMA as amended from time to time;
“Locked In Shares”	means the 17,432,896 Ordinary Shares to be registered in the name of Fush Financial Investment Co., Ltd and the Ordinary Shares registered in the name of Junxia Zhang;
“London Stock Exchange”	means London Stock Exchange plc;
“MAR”	means EC Regulation 394/2014 on market abuse;
“Net Proceeds”	means the Admission Subscription Proceeds less any expenses paid or payable in connection with Admission, the Admission Subscription and incorporation of the Company (and initial capitalisation) of the Company;
“New Ordinary Shares”	means the Ordinary Shares to be issued and allotted pursuant to the Admission Subscription;
“Non-Executive Directors”	means Mr Gareth Edwards and Mr Shaun Carew-Wootton;
“Official List”	means the official list maintained by the UK Listing Authority;
“Optiva”	Optiva Securities Limited, the Broker to the Company;
“Optiva Engagement Letter”	the engagement letter between Optiva and the Company dated 3 December 2018;
“Optiva B Warrant Agreement”	the B warrant agreement between Optiva and the Company dated 3 December 2018;

“Optiva Warrant Agreement”	the warrant agreement between Optiva and the Company dated 3 December 2018;
“Ordinary Shares”	means the ordinary shares of £0.01 each in the capital of the Company including, if the context requires, the New Ordinary Shares;
“Placing Letter”	means the placing letter pursuant to which Optiva has agreed to subscribe for 500,000 New Ordinary Shares;
“Premium Listing”	means a premium listing under Chapter 6 of the Listing Rules;
“Prospectus Directive”	means Directive 2003/71/EC (and any amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant member state), and includes any relevant implementing measures in each EEA State that has implemented Directive 2003/71/EC;
“QCA Code”	means the corporate governance code (2018) published by the Quoted Companies Alliance;
“Registrar”	means Computershare Investor Services (Cayman) Limited or any other registrar appointed by the Company from time to time;
“Relationship Agreement”	means an agreement entered into between the Company, Wanbao Xu, Shao Zhiying and Fush Financial Investment Co., Ltd to take effect on or around the date of Admission;
“SEC”	means the U.S. Securities and Exchange Commission;
“Securities Act”	means the U.S. Securities Act of 1933, as amended;
“Significant Shareholder”	means Fush Financial Investment Co., Ltd;
“Shareholders”	means the holders of Ordinary Shares;
“Standard Listing”	means a standard listing under Chapter 14 of the Listing Rules;
“Subscription Agreements”	means the subscription agreements pursuant to which Investors have conditionally agreed to subscribe for New Ordinary Shares;
“Subscription Price”	means GBP 0.10 per New Ordinary Share;
“Takeover Panel”	the Panel on Takeovers and Mergers;
“Trading Day”	means a day on which the main market of the London Stock Exchange (or such other applicable securities exchange or quotation system on which the Ordinary Shares are listed) is open for business (other than a day on which the main market of the London Stock Exchange (or such other applicable securities exchange or quotation system) is scheduled to or does close prior to its regular weekday closing time);
“UK Corporate Governance Code”	means the UK Corporate Governance Code issued by the Financial Reporting Council from time to time;
“UK Listing Authority”	means the FCA in its capacity as the competent authority for listing in the U.K.

pursuant to Part VI of FSMA;

“uncertificated” or “uncertificated form”	means, an Ordinary Share, title to which is recorded in the relevant share register as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST;
“United Kingdom” or “U.K.”	means the United Kingdom of Great Britain and Northern Ireland;
“United States” or “U.S.”	means the United States of America;
“US\$ Denominated Ordinary Shares”	means the ordinary shares of US\$1 each issued to the Initial Shareholders on 25 April 2018; and
“VAT”	means (i) within the EU, any tax imposed by any Member State in conformity with the Directive of the Council of the European Union on the common system of value added tax (2006/112/EC), and (ii) outside the EU, any tax corresponding to, or substantially similar to, the common system of value added tax referred to in paragraph (i) of this definition.

References to a “company” in this Document shall be construed so as to include any company, corporation or other body corporate, wherever and however incorporated or established.