RELATIONSHIP WITH PARENTCO

Parentco, through its subsidiaries, holds the entire issued share capital of our Company before our spin-off from Parentco (or the Spin-off, as defined in this [REDACTED]). Immediately upon completion of the [REDACTED] and the Capitalisation Issue, Parentco will continue to be our controlling shareholder, indirectly holding about [REDACTED]% of our issued share capital (assuming the [REDACTED] is not exercised). As at the Latest Practicable Date, WOG is indirectly interested in approximately 22.08% of the issued share capital of Wai Yuen Tong Medicine Holdings Limited which is in turn indirectly interested in approximately 28.51% of the issued share capital of Easy One Financial Group Limited. Both Wai Yuen Tong Medicine Holdings Limited and Easy One Financial Group Limited are listed on the Main Board.

Clear delineation of business

After completion of the Spin-off, Parentco will be principally engaged in the business of provision of finance and the management and sub-licensing of Chinese wet markets (together, the "**Retained Businesses**") and we will be principally engaged in the residential and commercial property development business and commercial and industrial property investment business. We do not consider there exist material issues relating to competing or potentially competing business or related transactions with Parentco.

Excluded Properties

In view of the limited room for further capital appreciation for second-hand residential properties in Hong Kong and our general business strategy to focus on residential and commercial property development and commercial and industry property investment businesses whereby we can have more flexibility in terms of market positioning, we have decided not to engage in the second-hand residential property investment business. As such, there were certain second-hand residential properties held by Parentco which were not injected into our Group as part of the Spin-off ("**Excluded Properties**"). Parentco has been disposing of the Excluded Properties. As at the Latest Practicable Date, 5 out of 53 Excluded Properties were under contract for sale. As Parentco has undertaken under the Deed of Non-Competition not to engage in business which competes or may compete with our business, it will not acquire any further residential properties after disposing of all Excluded Properties.

Parentco presently intends to dispose of all the Excluded Properties by the end of 2016, subject to market conditions. Having said that, any proposed disposal of Excluded Properties will need to be considered in terms of initial cost of acquisition, prevailing market price, market conditions and outlook and transaction costs. As such, if market condition becomes unfavourable for Parentco to sell these Excluded Properties in the future, Parentco may extend the time for disposal until market conditions improve. If that happens, Parentco may not be able to dispose of all Excluded Properties before end of 2016.

In addition, Parentco has also not injected property located at House 2, Nos. 9–15 Ma Yeung Path, Kau To Shan, Shatin, New Territories, Hong Kong into our Group as it is currently classified as property, plant and equipment and has been retained as housing for Ms. Yau Yuk Yin, an executive director of Parentco and the spouse of Mr. Tang Ching Ho, the executive chairman of Parentco.

As at the Latest Practicable Date, Parentco held 53 Excluded Properties which are summarised as follows:

Property Number	Location	SFA (sq.ft.)	Fair value as at 30 September 2015	Rental income For the year ended 31 March 2015	Rental income For the six months ended 30 September 2015
			HK$'000	*HK$'000*	*HK$'000*
1	Sham Shui Po	631	3,250	153	75
2	Mongkok	921	6,800	321	167
3	Sham Shui Po	593	2,970	100	57
4	Mongkok	980	7,700	328	166
5	Mongkok	980	7,750	345	181
6	Mongkok	560	4,250	174	90
7	Wanchai	725	7,100	185	97
8	Cheung Sha Wan	606	4,650	218	115
9	Tsuen Wan	647	4,000	193	99
10	Wanchai *(Contracted for sale and to be completed on 4 January 2016)*	820	8,300	333	170
11	Sham Shui Po	527	3,430	158	86
12	Wanchai	834	9,300	346	181
13	Mongkok	652	5,420	246	130
14	Cheung Sha Wan *(Contracted for sale and to be completed on 21 January 2016)*	549	4,400	208	113
15	Mongkok	743	6,500	243	131
16	Mongkok	766	6,700	310	162
17	Wanchai *(Contracted for sale and to be completed on 20 January 2016)*	544	6,250	261	141
18	Cheung Sha Wan *(Contracted for sale and to be completed on 3 February 2016)*	651	4,750	219	112
19	Jordan	284	3,720	129	69
20	North Point	678	6,800	300	165
21	Mongkok	734	6,400	240	137
22	Jordan	284	4,410	248	133
23	Cheung Sha Wan *(Contracted for sale and to be completed on 23 December 2015)*	385	3,450	149	76
24	Jordan	276	3,730	138	71
25	Mongkok	690	5,700	287	149
26	Cheung Sha Wan	593	4,600	214	109
27	Sheung Shui	593	3,680	146	80
28	Jordan	276	3,610	120	65

Property Number	Location	SFA (sq.ft.)	Fair value as at 30 September 2015	Rental income: For the year ended 31 March 2015	Rental income: For the six months ended 30 September 2015
			HK$'000	*HK$'000*	*HK$'000*
29	Wanchai	653	6,400	285	148
30	Mongkok	606	5,450	239	124
31	Sham Shui Po	678	4,150	211	115
32	Wanchai	589	6,450	239	128
33	Jordan	284	3,780	119	64
34	Cheung Sha Wan	600	4,250	221	115
35	Sheung Shui	700	4,200	219	106
36	Wanchai	532	6,000	269	144
37	Jordan	276	3,670	115	58
38	Cheung Sha Wan	520	4,100	222	115
39	Jordan	558	4,400	207	111
40	Jordan	284	3,860	125	65
41	Lai Chi Kok	675	5,050	264	140
42	Cheung Sha Wan	540	4,050	213	115
43	Mongkok	606	5,300	231	124
44	Sham Shui Po	540	4,000	214	115
45	Mongkok	518	4,800	243	128
46	Jordan	276	3,750	119	63
47	Cheung Sha Wan	668	5,300	277	142
48	Mongkok	552	4,600	217	113
49	Cheung Sha Wan	600	4,150	229	121
50	Cheung Sha Wan	570	4,370	228	121
51	Cheung Sha Wan	540	3,950	223	120
52	Cheung Sha Wan	520	4,100	226	109
53	Tai Wai	388	3,600	155	84

We consider that the Excluded Properties do not compete with our Group's existing property development portfolio as these are generally small to medium sized second-hand residential properties.

Our existing property development portfolio consists of the following first hand property projects:

Property Number	Site location	Expected GFA (sq.ft.) *(approximate)*
1	Nos. 575 & 575A Nathan Road, Kowloon	25,000
2	Nos. 13 & 15 Sze Shan Street, Yau Tong, Kowloon	272,000
3	Hang Kwong Street, Ma On Shan, Shatin (STTL 598)	115,000
4	Ma Kam Street, Ma On Shan, Shatin (STTL 599)	200,000
5	Sha Tin Town Lot No. 587 at Tai Po Road, Shatin (STTL 587)	148,000

Under the Deed of Non-Competition, Parentco has undertaken to our Company that for so long as the Shares remain listed on the Stock Exchange and Parentco is interested directly or indirectly in 30% or more of the issued share capital of our Company, it will not and will procure its close associates will not (other than our Group), among other things, carry on, engage, invest or be interested in any business that is in competition with or is likely to be in competition with any business carried on by any member of our Group from time to time or in which any member of our Group is engaged or has invested or is otherwise involved. If Parentco or its close associates actually competes with our Group during the relevant Restricted Period (as defined in the paragraph headed "Deed of Non-Competition — Expiry" below in this section) in breach of the terms of the Deed of Non-Competition, Parentco would be in breach of its contractual undertakings and we may enforce the undertaking in court and take all such other legal actions as appropriate.

INDEPENDENCE FROM PARENTCO

Based upon the following matters, the Board is satisfied that our Group is capable of carrying on its business independently from Parentco after the [REDACTED].

Independence of boards and management

Our Company has a board of directors and senior management that function independently from Parentco.

We have six Directors in our Board, comprising two executive Directors, one non-executive Director and three independent non-executive Directors. Only one non-executive Director, namely Mr. Chan Chun Hong, serves on the board of Parentco. Save for this, there is no overlapping directors and senior management between our Group and the Remaining Parentco Group.

Since Mr. Chan will not participate in the daily operations of our Group, the Board considers that the partial overlapping of directorship between our Company and Parentco will not impair the independence of our Board.

Mr. Chan is aware of his own fiduciary duties as a Director which requires, amongst other things, that he acts in the best interests of our Company. In the event there is any potential conflict of interest arising out of any transaction to be entered into between our Company and Parentco, Mr. Chan will abstain from voting at the relevant board meetings and shall not be counted in the quorum in accordance with the Bye-laws. On the procedures and other matters relating to declaration of interest by our Directors, please see the section headed "Summary of the Constitution of the Company and Bermuda Company Law" as set out in Appendix IV to this [REDACTED].

Operational independence

We have not entered into any transactions with members of the Remaining Parentco Group that will continue after the [REDACTED]. Our Company and Parentco make business decisions independently, and we have sufficient capital, assets and employees to operate our business independently from Parentco.

In addition, our Directors consider that our operations do not depend on Parentco as we have our own team of senior management who are responsible for the operations of our Group. There is no overlap of operations between the Remaining Parentco Group and our Group.

Financial independence

We have our own accounting systems, dedicated accounting and finance personnel, independent treasury function for cash receipts and payments and we make financial decisions according to our own business needs. During the Track Record Period and prior to the Spin-off, members of the Remaining Parentco Group provided guarantees in connection with credit facilities provided by financial institutions to members of our Group. We have received the relevant consents from all lenders with which our Group has arranged credit facilities to the effect that, upon [REDACTED], our Company will, in place of Parentco, become the guarantor for all credit facilities granted in favour of members of our Group. Accordingly, we do not rely on any guarantees provided by the Remaining Parentco Group. Further, all shareholders' loans between members of the Remaining Parentco Group and our Group will either be repaid or capitalised.

In respect of future financial resource requirements, we may either obtain loans from financial institutions, or raise funds through equity financing (other than from the Parentco Group), and will not be dependent on the Remaining Parentco Group for future financing. Based on the above, our Directors believe that we are financially independent of the Remaining Parentco Group.

Independence of administrative capability

Our administrative and non-management functions are separate and independent from the Remaining Parentco Group. The Directors therefore consider that our company administration is independent of the Remaining Parentco Group.

DEED OF NON-COMPETITION

Under the Deed of Non-Competition, Parentco has irrevocably undertaken and warranted in favour of our Group that for so long as the Shares remain listed on the Stock Exchange and Parentco is interested directly or indirectly in 30% or more of the issued share capital of our Company, it will not and will procure its close associates (other than our Group) will not, on its own account or in conjunction with or on behalf of any person, firm or company (except through any member of our Group) and whether directly or indirectly, carry on, engage, invest or be interested or otherwise involved in any business that is in competition with or is likely to be in competition with any business carried on by any member of our Group from time to time (the "**Restricted Business**") or in which any member of our Group is engaged or has invested or is otherwise involved.

The Deed of Non-Competition does not apply to the holding of shares or other securities in any company that engages in the Restricted Business, provided that such shares or securities are listed on a recognised stock exchange and the aggregate interest of Parentco and its associates does not exceed 5% of the issued share capital of the company concerned.

New Business Opportunity

If Parentco and/or its close associates is offered or otherwise intends to take up any business opportunity which directly or indirectly engages in or owns the Restricted Business (the "**New Business Opportunity**"):

(a) it shall within 10 business days of being offered or otherwise intending to take up such New Business Opportunity, notify our Company of such New Business Opportunity and refer the same to our Company for consideration, and shall provide the relevant information to our Company as we may require in order to enable us to make an informed assessment of such opportunity; and

(b) it shall not, and shall procure that its close associates (other than our Group) not to, invest or participate in any project or New Business Opportunity, unless such project or New Business Opportunity shall have been rejected by our Company and the principal terms of which Parentco or its close associates (other than our Group) invest or participate in are no more favourable than those notified to our Company.

Any Director who has any direct or indirect material interest in the New Business Opportunity shall abstain from attending (unless his/her attendance is specifically requested by the remaining non-interested Directors) and voting at, and shall not count towards the quorum for, any board meeting convened to consider such New Business Opportunity.

Our Board (including the independent non-executive Directors) will be responsible for reviewing and considering whether or not to take up a New Business Opportunity notified by Parentco or whether or not the New Business Opportunity constitutes competition with the Restricted Business. The interest of our Company and all Shareholders as a whole will, among other factors, be taken into consideration by our Board in making the decision.

Expiry

The non-competition undertaking by Parentco under the Deed of Non-Competition shall expire upon expiry of the Restricted Period (as defined below).

For the above purpose, the "**Restricted Period**" means the period commencing from the [REDACTED] Date and shall expire on the earlier of the dates below:

(a) the date on which Parentco and its close associates legally and beneficially cease to be the controlling shareholders of our Company for the purpose of the Listing Rules; and

(b) the date on which the Shares cease to be listed on the Stock Exchange.

Parentco has undertaken under the Deed of Non-Competition that it shall provide to our Company and the Directors (including the independent non-executive Directors) from time to time all information necessary for the annual review by the independent non-executive Directors with regard to compliance with the terms of the Deed of Non-Competition during the Restricted Period by Parentco. Parentco has also undertaken to make an annual declaration as to compliance with the terms of the Deed of Non-Competition during the Restricted Period in our Company's annual report.

MEASURES TO BE TAKEN BY OUR COMPANY TO ENSURE COMPLIANCE WITH THE DEED OF NON-COMPETITION

In order to properly manage any potential or actual conflict of interests between our Group and Parentco in relation to compliance and enforcement of the Deed of Non-Competition, our Company will adopt the following corporate governance measures:

(i) the independent non-executive Directors shall review, at least on an annual basis, compliance and enforcement of the terms of the Deed of Non-Competition by Parentco;

(ii) the independent non-executive Directors shall be allowed to seek independent professional advice in appropriate circumstances at our Company's costs for the purpose of ensuring compliance with the terms of the Deed of Non-Competition;

(iii) our Company will disclose any material decisions on matters reviewed by the independent non-executive Directors relating to compliance and enforcement of the Deed of Non-Competition either through our Company's annual report or by way of announcement; and

(iv) in the event that any of the Directors and/or their respective close associates has material interest in any matter to be deliberated by the Board in relation to compliance and enforcement of the Deed of Non-Competition, he/she may not vote on the resolutions of the Board approving the matter and shall not be counted towards the quorum for the voting pursuant to the applicable provision in our Bye-laws.

The Directors consider that the above corporate governance measures are sufficient to manage any potential conflict of interests between Parentco and its close associates on one hand and our Group on the other hand.

PERSONAL PROPERTY INTERESTS HELD BY NON-EXECUTIVE CHAIRMAN

As at the Latest Practicable Date, our executive Directors do not hold any property in Hong Kong. Our non-executive Chairman holds two properties in Hong Kong which are for personal residential use for himself and his relative. For the purpose of Rule 8.10(2) of the Listing Rules, details of these two properties ("**Personal Properties**") are as follows:

Owner of property	**Location**	**SFA approximate sq.ft.**	**Type of property**	**Market value as at 30 September 2015**
				HK$'000
Winca Consultants Limited	Hung Hom	807	residential	10,200
Winca Consultants Limited	Hung Hom	461	residential	6,800

These Personal Properties are not included in the property portfolio of our Group as they are personal properties of the Director for him and his relative to reside in. As our Company has a team of management personnel who runs the property business of our Group, the Directors are of the view that our Group can operate independently of our non-executive Chairman.

UNDERTAKINGS BY PARENTCO

[REDACTED]

[REDACTED]