

DATE: 4 SEPTEMBER 2023

**CBG FINANCIAL SERVICES GROUP LIMITED
(as Vendor)**

AND

**ZHANG CHUNHUA
(as Purchaser)**

**SUPPLEMENTAL AGREEMENT TO THE
AGREEMENT FOR SALE AND PURCHASE
OF 3,794 SHARES IN
BRILLINK HOLDINGS LIMITED**

THIS AGREEMENT is made on 4 September 2023

BETWEEN:

- (1) **CBG FINANCIAL SERVICES GROUP LIMITED**, a company incorporated in the British Virgin Islands whose registered office is at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111 and principal place of business is at Unit B, 9/F., 9 Des Voeux Road West, Sheung Wan, Hong Kong (the “**Vendor**”); and
- (2) **ZHANG CHUNHUA**, holder of PRC identity card number 441602197207220415 of Rm 1401, Blk 9, Jin Se Jia Yuan, Wanke, 2018 Lian Hua Rd., Futian, Shenzhen, Guangdong, People’s Republic of China (the “**Purchaser**”).

WHEREAS:

- (A) Pursuant to the sale and purchase agreement dated 2 June 2022 (the “**Agreement**”), the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase 3,794 Sale Shares, representing 18.9% of the total issued share capital of the Company, subject to and upon the terms and conditions of the Agreement.
- (B) The Vendor and the Purchaser have agreed to vary certain terms of the Agreement in the manner as set out in this supplemental agreement (the “**Supplemental Agreement**”).

NOW IT IS HEREBY AGREED as follows:

1. INTERPRETATION

- 1.1 In this Supplemental Agreement and unless the context otherwise requires, definitions and interpretations used in the Agreement shall have the same meaning herein.
- 1.2 Reference to a Clause, unless the context otherwise requires, shall be construed as the respective clause of the Agreement.

2. AMENDMENTS TO THE AGREEMENT

The Vendor and the Purchaser hereby agreed that Clause 4 of the Agreement shall be deleted in its entirety and be substituted by the following:

- “4. The consideration for the sale and purchase of the Sale Shares is HK\$184,900,000 which shall be payable in the following manner:
 - (a) as to HK\$100,855,000 shall be paid by the Purchaser to the Vendor by way of setting off against the consideration payable by the Acquisition Purchaser to the Acquisition Vendor on Completion; and

- (b) as to HK\$84,045,000 shall be paid by the Purchaser to the Vendor by way of setting off against certain debts owed by the Listco to the Purchaser on Completion.”

3. **GENERAL**

- 3.1 Subject only to the variation herein contained and such other alterations (if any) as may be necessary to make the Agreement consistent with this Supplemental Agreement, the Agreement shall remain in full force and effect and shall be read and construed and be enforceable as if the terms of this Supplemental Agreement were inserted therein by way of addition or substitution, as the case may be.
- 3.2 This Supplemental Agreement shall be deemed to be effective and incorporated as part of the Agreement on the date hereof.

4. **COUNTERPARTS**

This Supplemental Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and either party hereto may execute this Supplemental Agreement by signing any such counterparts.

5. **GOVERNING LAW AND JURISDICTION**

This Supplemental Agreement shall be governed by and construed in accordance with the laws of Hong Kong and the parties irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong.

6. **CONTRACTS (RIGHTS OF THIRD PARTIES) ORDINANCE**

Notwithstanding any other provisions of this Supplemental Agreement, a person who is not a party to this Supplemental Agreement shall not have any right under the Contracts (Rights of Third Parties) Ordinance (Chapter 623 of the Laws of Hong Kong) to enforce any provisions of this Supplemental Agreement.

IN WITNESS WHEREOF this Supplemental Agreement has been executed on the day and year first above written.

THE VENDOR

SIGNED by)
for and on behalf of)
CBG FINANCIAL SERVICES)
GROUP LIMITED)
in the presence of:)

For and on behalf of
CBG Financial Services Group Limited
朗華國際金融服務集團有限公司

.....
Authorized Signature(s)

THE PURCHASER

SIGNED by)
ZHANG CHUNHUA)
in the presence of:)

