
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any aspect of this prospectus or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

A copy of each of the Prospectus Documents together with the written consent referred to in the section headed “(9) Expert’s Qualification and Consent” in this prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of the Prospectus Documents or any other documents referred to above. You should read the whole of the Prospectus Documents including the discussions of certain risks and other factors as set out in the section headed “Warning of the Risks of Dealing in the Shares and the nil-paid Rights Shares” in the “Letter from the Board” in this prospectus.

Subject to the granting of listing of, and permission to deal in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended, (the “US Securities Act”) or the laws of any state in the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the US Securities Act and applicable state laws. There is no intention to register any portion of the Rights Issue or any securities described herein in the United States or to conduct a public offering of securities in the United States.

Distribution of this prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this prospectus comes should inform themselves of and observe any such restrictions. This prospectus is not for release, publication or distribution, directly or indirectly, in or into the United States or to US persons (as defined in Regulation S under the US Securities Act).

Vision Fame International Holding Limited

允升國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1315)

RIGHTS ISSUE OF RIGHTS SHARES ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOUR (4) EXISTING SHARES AT HK\$0.02 PER RIGHTS SHARE

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this prospectus.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Wednesday, 21 July 2021. The procedures for acceptance, application and transfer of Rights Shares are set out on pages 20 to 25 of this prospectus.

The Shares have been dealt in on an ex-rights basis from Wednesday, 23 June 2021. Dealings in the Rights Shares in nil-paid form will take place from Friday, 9 July 2021 to Friday, 16 July 2021 (both days inclusive). The Rights Issue is on a non-underwritten basis. Pursuant to the Company’s constitutional document, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. The Rights Issue is subject to fulfillment or (where applicable) waiver of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” in the “Letter from the Board” on page 30 of this prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 9:00 a.m. on Thursday, 5 August 2021). If the conditions of the Rights Issue are not fulfilled or (where applicable) waived on or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

Any dealings in the Shares from the date of this prospectus up to the date on which the conditions of the Rights Issue are fulfilled, which is currently expected to be 9:00 a.m. on Thursday, 5 August 2021, and any dealings in the Rights Shares in the nil-paid forms from Friday, 9 July 2021 to Friday, 16 July 2021 (both days inclusive) are accordingly subject to the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares and/or the nil-paid Rights Shares, and if they are in any doubt about their position, they are recommended to consult their professional advisers.

7 July 2021

NOTICE

The Rights Issue is on a non-underwritten basis. Pursuant to the Company's constitutional document, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. The Rights Issue is subject to fulfillment or (where applicable) waiver of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in the "Letter from the Board" on page 30 of this prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 9:00 a.m. on Thursday, 5 August 2021). If the conditions of the Rights Issue are not fulfilled or (where applicable) waived on or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

ANY SHAREHOLDER OR OTHER PERSON CONTEMPLATING TRANSFERRING, SELLING OR PURCHASING SHARES AND/OR RIGHTS SHARES IN THEIR NIL-PAID FORM IS ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES AND/OR NIL-PAID RIGHTS SHARES. ANY PERSON WHO IS IN ANY DOUBT ABOUT HIS/HER/ITS POSITION OR ANY ACTION TO BE TAKEN IS RECOMMENDED TO CONSULT HIS/HER/ITS OWN PROFESSIONAL ADVISER(S). ANY SHAREHOLDER OR OTHER PERSON DEALING IN THE SHARES OR IN THE NIL-PAID RIGHTS SHARES UP TO THE DATE ON WHICH ALL THE CONDITIONS TO WHICH THE RIGHTS ISSUE IS SUBJECT ARE FULFILLED WILL ACCORDINGLY BEAR THE RISK THAT THE RIGHTS ISSUE MAY NOT BECOME UNCONDITIONAL OR MAY NOT PROCEED.

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING EXTENDED TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING EXTENDED TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF THE RIGHTS SHARES IN NIL-PAID AND/OR FULLY-PAID FORMS INTO SUCH JURISDICTIONS COULD LAWFULLY BE EXTENDED WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS EXTENDED IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME. This prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, the nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to the nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer, invitation or solicitation is unlawful. None of this prospectus and the Provisional Allotment Letter(s) will be registered or filed under the securities laws of any jurisdiction other than (i) Hong Kong and (ii) the PRC in accordance with the CSRC Notice and none of the nil-paid Rights Shares, the fully-paid Rights Shares, this prospectus and the Provisional Allotment Letter(s) will qualify for distribution under any of the relevant securities laws of any of the jurisdictions outside Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company). Accordingly, the nil-paid Rights Shares and the fully-paid Rights Shares may not be offered, sold, pledged, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within any jurisdictions outside

NOTICE

Hong Kong absent registration or qualification under the respective securities laws of such jurisdictions outside Hong Kong, or exemption from the registration or qualification requirement under applicable rules of such jurisdictions.

Shareholders with registered addresses in, and investors who are located or resident in, any of the jurisdictions outside Hong Kong are referred to the section headed “Rights of the Overseas Shareholders” in the “Letter from the Board” in this prospectus.

Each person acquiring the Rights Shares in nil-paid and/or fully-paid forms under the Rights Issue will be required to confirm, or be deemed by his or her or its acquisition of the Rights Shares in nil-paid and/or fully-paid forms to confirm, that he or she or it is aware of the restrictions on offers and sales of the Rights Shares in nil-paid and/or fully-paid forms described in this prospectus.

For a description of certain restrictions regarding the taking up of the nil-paid Rights Shares for, and the offering and sale of, the Rights Shares, see the notices below.

NOTICE TO INVESTORS IN THE PRC

If a Shareholder resident in the PRC and/or any other PRC resident (including both individuals and companies) wishes to invest in nil-paid Rights Shares or fully-paid Rights Shares, he/she/it shall be responsible for complying with relevant laws of the PRC. The Company will not be responsible for verifying the PRC legal qualification of such Shareholder and/or resident and thus, should the Company suffer any losses and damages due to non-compliance with the relevant laws of the PRC by any such Shareholder and/or resident, the Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Shareholder and/or resident, if issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of the PRC.

The PRC Southbound Trading Investors can participate in the Rights Issue through ChinaClear. ChinaClear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares on the Stock Exchange; and/or (ii) subscribe (in full or in part) for their pro-rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations. In addition, the PRC Southbound Trading Investors (or the relevant ChinaClear participants as the case may be) whose stock accounts are credited with nil-paid Rights Shares could only sell those nil-paid Rights Shares on the Stock Exchange under China Connect but could not purchase any other nil-paid Rights Shares nor transfer any nil-paid Rights Shares to other PRC Southbound Trading Investors. The PRC Southbound Trading Investors cannot sell or subscribe for Rights Shares until after the Company completes its filing with the CSRC.

NOTICE

FORWARD-LOOKING STATEMENTS

All statements in this prospectus other than statements of historical fact are forward-looking statements. In some cases, forward-looking statements may be identified by the use of words such as “might”, “may”, “could”, “would”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “plan”, “seek”, “continue”, “illustration”, “projection” or similar expressions and the negative thereof. Forward-looking statements in this prospectus include, without limitation, statements in respect of the Group’s business strategies, service offerings, market position, competition, financial prospects, performance, liquidity and capital resources, as well as statements regarding trends in the relevant industries and markets in which the Group operates, technological advances, financial and economic developments, legal and regulatory changes and their interpretation and enforcement.

The forward-looking statements in this prospectus are based on the present expectations of the management of the Company about future events. The present expectations of the management of the Company reflect numerous assumptions regarding the Group’s strategy, operations, industry, developments in the credit and other financial markets and trading environment. By their nature, they are subject to known and unknown risks and uncertainties, which could cause actual results and future events to differ materially from those implied or expressed by forward-looking statements. Should one or more of these risks or uncertainties materialise, or should any assumptions underlying forward-looking statements prove to be incorrect, the Group’s actual results could differ materially from those expressed or implied by forward-looking statements. Additional risks not known to the Group or that the Group does not currently consider material could also cause the events and trends discussed in this prospectus not to occur, and the estimates, illustrations and projections of financial performance not to be realised.

Prospective investors are cautioned that forward-looking statements speak only as at the date of publication of this prospectus. Except as required by applicable law, the Group does not undertake, and expressly disclaims, any duty to revise any forward-looking statement in this prospectus, be it as a result of new information, future events or otherwise.

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DEFINITIONS

“Announcement”	the announcement of the Company dated 1 June 2021 in relation to, among other things, the Rights Issue
“associate”	has the same meaning ascribed to it under the Listing Rules
“Beneficial Owner”	any beneficial owner of Shares whose Shares are registered in the name of a Registered Owner
“Board”	the board of Directors
“Business Day”	any day on which banks are generally open for business in Hong Kong (excluding Saturday and Sunday)
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participants”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China Connect”	Shanghai Connect and Shenzhen Connect
“ChinaClear”	China Securities Depository and Clearing Corporation Limited
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Vision Fame International Holding Limited (Stock Code: 1315), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board

DEFINITIONS

“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 7.21(1)(b) of the Listing Rules as described in the section headed “Procedures in respect of the Rights Shares not subscribed and the NQS Unsold Rights Shares and the Compensatory Arrangements” in this prospectus
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Convertible Bond”	the convertible bond in the principal amount of HK\$24,000,000 issued to Mega Start pursuant to the agreement dated 16 December 2015 entered into between the Company and Mega Start
“CSRC”	the China Securities Regulatory Commission
“CSRC Notice”	the notice of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect” (Announcement [2016] No. 21)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and any connected person(s) of the Company and not a connected person of the Company
“Intermediary”	in relation to a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees, means the Beneficial Owner’s broker, custodian, nominee or other relevant person who is a CCASS Participant or who has deposited the Beneficial Owner’s Shares with a CCASS Participant
“Last Trading Day”	Tuesday, 1 June 2021, being the last full trading day for the Shares before the release of the Announcement

DEFINITIONS

“Latest Acceptance Date”	Wednesday, 21 July 2021, being the last day for acceptance and payment of the Rights Shares, or such other date as the Company may determine
“Latest Practicable Date”	Friday, 2 July 2021, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining information contained herein
“Latest time for acceptance”	4:00 p.m. on the Latest Acceptance Date
“Latest Time for Termination”	the latest time to terminate the Placing Agreement
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	Wednesday, 1 December 2021 (or such other date as the Company may determine)
“Main Board”	the Main Board of the Stock Exchange
“Mega Start”	Mega Start Limited, a company incorporated in the BVI with limited liability, which is legally and beneficially owned by Mr. Chau, and a substantial shareholder of the Company
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules adopted by the Company
“Mr. Chau”	Mr. Chau Chit, the Chairman and Chief Executive Officer of the Company and an executive Director
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting (a) the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Compensatory Arrangements; and (b) the aggregate amount of the expenses of the Placing Agent and any other related expenses/fees)
“Nil Paid Rights”	rights to subscribe for Rights Shares (in the form of Rights Shares in nil-paid form) before the Subscription Price is paid

DEFINITIONS

“No Action Shareholder(s)”	Qualifying Shareholder(s) who do not subscribe for the Rights Shares (whether partially or fully) under the Provisional Allotment Letters or their renounees, or such persons who hold any Nil Paid Rights at the time such Nil Paid Rights are lapsed
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) in respect of whom the Directors, based on the legal advice provided by legal advisers in the relevant jurisdictions, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“NQS Unsold Rights Shares”	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong
“Placing Agent”	Alliance Capital Partners Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the Placing Agent appointed by the Company to place any Unsubscribed Rights Shares and NQS Unsold Rights Shares for the Placing Arrangement
“Placing Agreement”	the placing agreement dated 1 June 2021 entered into between the Company and the Placing Agent in relation to the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“Placing Arrangement”	the placing arrangement for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares as described in the section headed “Placing Arrangement for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares” in the “Letter from the Board” contained in this prospectus
“Posting Date”	Wednesday, 7 July 2021, or such other date as the Company may determine in writing for the despatch of the Prospectus Documents

DEFINITIONS

“PRC” or “China”	the People’s Republic of China, which for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Southbound Trading Investors”	the PRC investors who hold Shares through ChinaClear as nominee under China Connect
“Prospectus” or “this prospectus”	the prospectus issued by the Company dated 7 July 2021 in relation to the Rights Issue
“Prospectus Documents”	the Prospectus and the Provisional Allotment Letter
“Provisional Allotment Letter(s)” or “PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue in such form as the Company may approve
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date
“Record Date”	Friday, 2 July 2021, being the date by reference to which entitlements of the Shareholders under the Rights Issue were determined
“Registered Owner”	in respect of a Beneficial Owner, means a nominee, trustee, depository or any other authorised custodian or third party which is the registered holder in the register of members of the Company of the Shares in respect of which the Beneficial Owner is beneficially interested
“Registrar”	the branch share registrar and transfer office of the Company, being Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Rights Issue”	the offer of the Rights Shares to the Qualifying Shareholders at the Subscription Price, on the basis of one (1) Rights Share for every four (4) existing Shares held by each Qualifying Shareholder on the Record Date
“Rights Share(s)”	the new Share(s) to be allotted and issued in respect of the Rights Issue
“Seychelles”	the Republic of Seychelles
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shanghai Stock Exchange, HKSCC and ChinaClear for the establishment of mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen Connect”	a securities trading and clearing links programme developed by the Stock Exchange, the Shenzhen Stock Exchange, HKSCC and ChinaClear for the establishment of mutual market access between Hong Kong and Shenzhen
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.02 per Rights Share
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“Undertaking”	the undertaking provided by Mega Start to the Company dated 31 May 2021
“United States” or “US”	the United States of America (including its territories and dependencies, any state in the US and the District of Columbia)
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders, which do not include any Rights Shares to be provisionally allotted to Mega Start for which subscription of Rights Shares will be subject to the Undertaking as set out in the section headed “Undertaking by Mega Start” in the “Letter from the Board” in this prospectus
“US person(s)”	any person(s) or entity(ies) deemed to be a US person for the purposes of Regulation S under the US Securities Act, as amended

DEFINITIONS

“US Securities Act” the US Securities Act of 1933, as amended from time to time

“%” per cent. or percentage

SUMMARY OF THE RIGHTS ISSUE

The following information is derived from, and should be read in conjunction with, the full text of this prospectus:

Basis of the Rights Issue:	One (1) Rights Share for every four (4) existing Shares held on the Record Date
Subscription Price:	HK\$0.02 per Rights Share
Number of the existing Shares in issue as at the Record Date:	6,000,000,000 Shares
Number of Rights Shares to be issued under the Rights Issue	Up to 1,500,000,000 Rights Shares
Maximum enlarged number of issued Shares upon completion of the Rights Issue:	7,500,000,000 Shares (assuming no new Shares are issued (other than the Rights Shares) and no repurchase of Shares on or before the completion of the Rights Issue)
Number of Rights Shares undertaken to be taken up:	Mega Start has undertaken to take up 150,000,000 Rights Shares (representing 10% of the total Rights Shares proposed to be provisionally allotted by the Company) pursuant to the Undertaking
Maximum proceeds to be raised under the Rights Issue before expenses:	HK\$30 million

As at the Latest Practicable Date, there were no outstanding share options, warrants or other convertible securities granted by the Company.

The maximum number of 1,500,000,000 Rights Shares to be issued pursuant to the terms of the Rights Issue represents 25% of the total number of the existing issued Shares as at the Record Date and 20% of the total number of the issued Shares as enlarged by the allotment and issue of the Rights Shares immediately upon completion of the Rights Issue.

EXPECTED TIMETABLE

EXPECTED TIMETABLE FOR THE RIGHTS ISSUE

The expected timetable for the Rights Issue is set out below.

Event	2021
First day of dealing in nil-paid Rights Shares	Friday, 9 July
Latest time for splitting nil-paid Rights Shares	4:00 p.m. on Tuesday, 13 July
Last day of dealing in nil-paid Rights Shares.....	Friday, 16 July
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain	4:00 p.m. on Wednesday, 21 July
Latest time for acceptance of and payment for the Rights Shares.....	4:00 p.m. on Wednesday, 21 July
Announcement of the number of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares subject to the Compensatory Arrangements to be posted on the Stock Exchange's website and the Company's website on or before.....	Monday, 26 July
Commencement of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent	Tuesday, 27 July
Latest time of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent	6:00 p.m. on Thursday, 29 July
Latest Time for Termination.....	4:00 p.m., on Friday, 30 July
Announcement of the results of the Rights Issue (including results of the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and the NQS Unsold Rights Shares under the Compensatory Arrangements) to be posted on the Stock Exchange's website and the Company's website on or before.....	Tuesday, 3 August
Despatch of Refund cheques (if any).....	Wednesday, 4 August

EXPECTED TIMETABLE

Event	2021
Despatch of certificates for fully-paid Rights Shares	Wednesday, 4 August
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Thursday, 5 August
Payment of the Net Gain (if any) to relevant No Action Shareholders and Non-Qualifying Shareholders (if any)	Thursday, 26 August

Note: All times and dates in this prospectus refer to Hong Kong local times and dates. Shareholders should note that the dates or deadlines specified in the expected timetable for the Rights Issue as set out above, and in other parts of this prospectus, are indicative only, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any such extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning and/or “extreme conditions caused by super typhoons” as announced by the Hong Kong Government:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same day; and
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead the latest time of acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.. If the latest time for acceptance of and payment for the Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in the section headed “Expected Timetable for the Rights Issue” above may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD

Vision Fame International Holding Limited

允升國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1315)

Executive Directors:

Chau Chit (*Chairman and Chief Executive Officer*)

Zhu Xiaodong

Independent Non-executive Directors:

Tam Tak Kei Raymond

Wong Lee Ping

Wong Wai Kwan

Registered Office:

Windward 3,
Regatta Office Park,
PO Box 1350,
Grand Cayman,
KY1-1108,
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Room 2001 & 10, 20/F
No. 118 Connaught Road West
Hong Kong

7 July 2021

*To the Qualifying Shareholders and, for information purposes only,
the Non-Qualifying Shareholders*

Dear Sir or Madam,

**RIGHTS ISSUE OF RIGHTS SHARES
ON THE BASIS OF ONE (1) RIGHTS SHARE
FOR EVERY FOUR (4) EXISTING SHARES
AT HK\$0.02 PER RIGHTS SHARE**

INTRODUCTION

Reference is made to the Announcement in relation to the Rights Issue.

It was announced that the Company proposed to raise not more than HK\$30 million before expenses by way of the Rights Issue to the Shareholders. The Rights Issue is not underwritten and involves the issue of up to 1,500,000,000 Rights Shares at the Subscription Price of HK\$0.02 per Rights Share on the basis of one (1) Rights Share for every four (4) existing Shares in issue on the Record Date.

LETTER FROM THE BOARD

The purpose of this prospectus is to provide you with further information on, among other things, the Rights Issue, including procedures for acceptance, transfer and splitting of provisional allotments of the Rights Shares and certain financial information and other information in respect of the Group.

Issue statistics

Basis of the Rights Issue:	One (1) Rights Share for every four (4) existing Shares held on the Record Date
Subscription Price:	HK\$0.02 per Rights Share
Number of the existing Shares in issue as at the Record Date:	6,000,000,000 Shares
Number of Rights Shares to be issued under the Rights Issue:	Up to 1,500,000,000 Rights Shares
Maximum enlarged number of issued Shares upon completion of the Rights Issue:	7,500,000,000 Shares (assuming no Shares are issued (other than the Rights Shares) or repurchased on or before the completion of the Rights Issue)
Number of Rights Shares undertaken to be taken up:	Mega Start has undertaken to take up 150,000,000 Rights Shares (representing 10% of the total Rights Shares proposed to be provisionally allotted by the Company) pursuant to the Undertaking
Maximum proceeds to be raised under the Rights Issue before expenses:	HK\$30 million

As at the Latest Practicable Date, there were no outstanding share options, warrants or other convertible securities granted by the Company.

The maximum number of 1,500,000,000 Rights Shares to be issued pursuant to the terms of the Rights Issue represents 25% of the total number of the existing issued Shares as at the Record Date and 20% of the total number of the issued Shares as enlarged by the allotment and issue of the Rights Shares immediately upon completion of the Rights Issue.

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Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders, which do not include any Rights Shares to be provisionally allotted to Mega Start for which subscription of Rights Shares will be subject to the Undertaking as set out in the section headed “Undertaking by Mega Start” below in this prospectus, and the NQS Unsold Rights Shares will be placed to independent places under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Qualifying Shareholder who applies to take up all or part of his/her/its entitlement under the Provisional Allotment Letter may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Qualifying Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Qualifying Shareholder (except for HKSCC Nominees) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 7.19(5)(b) of the Listing Rules.

Undertaking by Mega Start

As at the Latest Practicable Date, Mega Start held an aggregate of 600,000,000 Shares, representing 10% of the total number of the existing issued Shares. Mega Start has irrevocably undertaken to the Company that, among others, it will accept or procure the acceptance of the Rights Shares to be provisionally allotted to it under the Rights Issue of 150,000,000 Rights Shares (being all of the assured entitlement of Mega Start under the Rights Issue based on the existing shareholding structure of the Company as at the Record Date).

Subscription Price

The Subscription Price of HK\$0.02 per Rights Share is payable in full when a Qualifying Shareholder accepts his/her/its provisional allotment under the Rights Issue or when a transferee of the nil-paid Rights Shares accepts the provisional allotment of the Rights Shares.

The Subscription Price represents:

- (i) a discount of 20% to the closing price of HK\$0.025 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 60.78% to the closing price of HK\$ 0.051 per Share as quoted on the Stock Exchange on the Last Trading Day;

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- (iii) a discount of approximately 60.47% to the average of the closing prices per Share as quoted on the Stock Exchange for the five previous consecutive trading days up to and including the Last Trading Day of approximately HK\$0.0506;
- (iv) a discount of approximately 61.83% to the average of the closing prices per Share as quoted on the Stock Exchange for the ten previous consecutive trading days up to and including the Last Trading Day of approximately HK\$0.0524;
- (v) a discount of approximately 55.36% to the theoretical ex-rights price of approximately HK\$0.0448 per Share based on the closing price of HK\$0.051 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a discount of approximately 15.25% to the unaudited consolidated net asset value attributable to the Shareholders as at 30 September 2020 as extracted from the interim report of the Company for the six months ended 30 September 2020 of approximately HK\$0.0236 per Share; and
- (vii) a dilution effect of approximately 11.81% to the existing Shareholders if they elect not to/cannot participate in the Rights Issue, which is calculated based on the theoretical ex-rights price of approximately HK\$0.0448 per Share (taking into account the closing price of the Last Trading Day of HK\$0.051 per Share) and the average of the closing prices per Share as quoted on the Stock Exchange for the five previous consecutive trading days up to and excluding the Last Trading Day of approximately HK\$0.0508 (the “**Theoretical Dilution Effect**”).

Under the Rights Issue, each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the Subscription Price in proportion to his/her/its existing shareholdings in the Company. The Board considers that the discount of the Subscription Price to the current market price will encourage them to participate in the Rights Issue. The Subscription Price and the Rights Issue ratio were determined by the Board based on the funding needs of the Group. The Board is of the view that the Rights Issue will provide the Group with additional funding to reduce the financial burden in the manner as set out under the section headed “Reasons for the Rights Issue” below in this prospectus. As such, the Directors consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Status of the Rights Shares

The Rights Shares (when allotted, issued and fully paid) will rank *pari passu* in all respects with the existing Shares in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid with a record date falling after the date of allotment and issue of the Rights Shares in their fully-paid form.

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Qualifying Shareholders

To qualify for the Rights Issue, a Qualifying Shareholder must be registered as a member of the Company on the Record Date and not being a Non-Qualifying Shareholder. In order to be registered as members of the Company on the Record Date, all transfers of Shares (together with the relevant share certificate(s)) must be lodged with the Registrar by not later than 4:00 p.m. on Thursday, 24 June 2021. The last day of dealings in the Shares on a cum-rights basis was Tuesday, 22 June 2021 and the Shares have been dealt with on an ex-rights basis from Wednesday, 23 June 2021.

The Company despatched the Prospectus Documents to the Qualifying Shareholders on the Posting Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the Provisional Allotment Letter and lodging the same with a cheque or banker's cashier order for the Rights Shares being applied for with the Registrar on or before 4:00 p.m. on the Latest Acceptance Date.

The Qualifying Shareholders who take up their provisional allotment in full will not experience any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements). **If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.**

PRC Southbound Trading Investors

According to the "CCASS Shareholding Search" available on the Stock Exchange's website (<https://www.hkexnews.hk>), as at the Latest Practicable Date, ChinaClear held 691,684,000 Shares, representing approximately 11.53% of the total number of the issued Shares. ChinaClear is a CCASS Participant with HKSCC Nominees.

The Directors have made the relevant enquiries and they were advised that the PRC Southbound Trading Investors can participate in the Rights Issue through ChinaClear. ChinaClear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares on the Stock Exchange; and/or (ii) subscribe (in full or in part) for their pro-rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations. In addition, according to the PRC legal adviser of the Company, the PRC Southbound Trading Investors (or the relevant ChinaClear participants as the case may be) whose stock accounts are credited with nil-paid Rights Shares could only sell those nil-paid Rights Shares on the Stock Exchange under China Connect but could not purchase any other nil-paid Rights Share nor transfer any nil-paid Rights Shares to other PRC Southbound Trading Investors. The PRC Southbound Trading Investors cannot sell or subscribe for Rights Shares until after the Company completes its filing with the CSRC.

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The PRC Southbound Trading Investors should seek advice from their intermediary (including broker, custodian, nominee or ChinaClear participant) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear, and provide instructions for such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the latest time for acceptance of and payment for Rights Shares or last day of dealing in nil-paid Rights Shares stated in the section headed “Expected Timetable for the Rights Issue” of this prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or ChinaClear in order to allow sufficient time to ensure that such instructions are given effect.

According to the PRC legal adviser of the Company, as the Prospectus Documents have not been and are not intended to be filed with or approved by the CSRC other than in accordance with CSRC Notice, the Rights Shares in nil-paid or fully-paid forms issued to the PRC Southbound Trading Investors shall not be offered and may not be offered or sold directly or indirectly in the PRC to any person or entity, unless through China Connect (subject to certain limitations in relation to the PRC Southbound Trading Investors’ rights to participate in the Rights Issue as explained in this prospectus), or the person or entity has otherwise been exempt by or has obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations.

The Prospectus Documents may not be distributed in or forwarded to the PRC or used in connection with any offer for subscription or sale of the Rights Shares (in nil-paid and fully-paid forms) in the PRC, except that the same may be despatched to ChinaClear or to the extent in compliance with applicable PRC laws and regulations, and the Prospectus Documents may not be made publicly available in the PRC.

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Rights of the Overseas Shareholders

As at the Record Date, according to the register of members of the Company, the Company had 13 Overseas Shareholders (excluding CCASS Participants) with registered addresses in three jurisdictions, who collectively held 1,348,076,000 Shares in aggregate (representing approximately 22.47% of the total number of Shares in issue). The table below further sets out the number of Overseas Shareholders in each of three jurisdictions and their aggregate shareholding as at the Record Date:

Jurisdiction of the registered address of the Overseas Shareholder(s)	Number of Overseas Shareholder(s)	Number of Shares held in aggregate as at the Record Date	Approximate percentage of shareholding in the Company as at the Record Date
<i>Included in the Rights Issue:</i>			
China Securities Depository and Clearing Corporation Limited (Shenzhen) (Note 1)	N/A	219,228,000	3.65
China Securities Depository and Clearing Corporation Limited (Shanghai) (Note 1)	N/A	472,456,000	7.87
Sub-total (CCASS Participants)	N/A	691,684,000	11.53
BVI	2	885,000,000	14.75
The PRC	10	448,870,000	7.48
The Seychelles	1	14,206,000	0.24
Sub-total (Individual Overseas Shareholders included in the Rights Issue excluding CCASS Participants):	13	1,348,076,000	22.47

Notes:

- (1) Shareholding up to the latest publication available on the Stock Exchange's website as at the Latest Practicable Date.
- (2) The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

Overseas Shareholders (excluding those with registered address in jurisdictions which are included in the Rights Issue) on the Record Date may not be eligible to take part in the Rights Issue as explained below.

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than (a) Hong Kong and (b) the PRC, in accordance with the CSRC Notice.

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Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Board has made enquiries regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions and the requirements of the relevant regulatory body or stock exchange with respect to the rights of the Rights Shares to such Overseas Shareholders.

Based on the advice of the legal advisers in the BVI, the PRC and the Seychelles, under the applicable legislations of these jurisdictions, there is no regulatory restriction or requirement of any regulatory body or stock exchange with respect to extending the Rights Issue to the Overseas Shareholders in the relevant jurisdiction. Accordingly, the Board is of the view that it is expedient to extend the Rights Issue to the Overseas Shareholders having registered addresses in the BVI, the PRC and the Seychelles and such Overseas Shareholders are considered as Qualifying Shareholders. It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Rights Shares.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every four (4) existing Shares held by the Qualifying Shareholders on the Record Date. For example, if a Shareholder holds 9 existing Shares, this Shareholder will be entitled to receive 2 Rights Shares (based on the aforesaid ratio and rounded down to the nearest whole number). Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the Provisional Allotment Letter(s) and lodging the same with a remittance for the Rights Shares being applied for.

Distribution of this prospectus and other Prospectus Documents

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than (a) Hong Kong and (b) the PRC, in accordance with the CSRC Notice.

Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons receiving the Prospectus Documents (including, without limitation, Shareholders and Beneficial Owners, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or Beneficial Owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

Receipt of this prospectus and/or a PAL or the crediting of nil-paid Rights Shares to any stock account (including in CCASS) does not and will not constitute an offer in any jurisdictions in which it would be illegal to make an offer and, in those circumstances, this prospectus and/or other Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of this prospectus and other Prospectus Documents or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue,

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distribute or send the same in, into or from, or transfer nil-paid Rights Shares to any person in, into or from, any jurisdiction outside Hong Kong, BVI, the PRC and the Seychelles unless offer to such jurisdictions could lawfully be made without compliance with any registration or other legal or regulatory requirements or where the offer is made reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board's judgement, be unduly burdensome. If a PAL or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent custodian, nominee or trustee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL or transfer the nil-paid Rights Shares in CCASS unless the Company, in its absolute discretion, determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who forwards this prospectus and/or a PAL in, into or from, any jurisdiction outside Hong Kong, BVI, the PRC and the Seychelles (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section.

Non-Qualifying Shareholders

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong and the PRC, in accordance with the CSRC Notice. The Company will send copies of the Prospectus to the Non-Qualifying Shareholders (if any) for their information only, but will not send the Provisional Allotment Letter to them (if any). Overseas Shareholders may not be eligible to take part in the Rights Issue as explained above.

The Prospectus Documents will not be sent, directly or indirectly, to or into the United States or to any US person.

According to the register of members of the Company as at the Latest Practicable Date, there were 13 shareholders with registered address in jurisdictions outside Hong Kong, namely the BVI, the PRC and the Seychelles. Given that the register of members of the Company was closed from Friday, 25 June 2021 to Friday, 2 July 2021 (both dates inclusive) and no Shares were transferred during the book closure period, the register of members on the Record Date was the same as that on the Latest Practicable Date.

Pursuant to Rule 13.36(2)(a) of the Main Board Listing Rules, the Board has made enquiries, and has obtained advices from its legal advisers as to the laws of the BVI, the PRC and the Seychelles regarding the legal restrictions under the applicable securities laws and the requirements of the relevant regulatory body with respect to the offer of the Rights Shares to such Overseas Shareholders. Based on the advices provided by the Company's legal advisers, the Company is not required to obtain any approval for the despatch of the Prospectus Documents to shareholders who reside in the BVI, the PRC and the Seychelles because there is no restriction under the laws of these jurisdictions. Accordingly, the Directors have decided to extend the Rights Issue to these 13 Shareholders in the BVI, the PRC and the Seychelles holding in aggregate 1,348,076,000 Shares, who will be Qualifying Shareholders. The Company despatched the Prospectus Documents to such Qualifying Shareholders on the Posting Date.

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As at the Latest Practicable Date, there were no Non-Qualifying Shareholders. Had there been any Non-Qualifying Shareholders, arrangements will be made for the Rights Shares, which otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) in nil-paid form, to be sold as soon as practicable after dealings in the nil-paid Rights Shares commence. The proceeds of such sale, less expenses and stamp duty, will be paid pro-rata (but rounded down to the nearest cent) to the relevant Non-Qualifying Shareholders (if any) to their shareholdings held on the Record Date in Hong Kong dollars. The Company will retain individual amounts of less than HK\$100 for its own benefit.

Any unsold Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) in nil-paid form, will be placed by the Placing Agent under the Placing Arrangement together with the Unsubscribed Rights Shares. The proceeds of the sale as described above in the case of being sold by the Placing Agent, less the Subscription Price and expenses, will be paid pro-rata (but rounded down to the nearest cent) to the relevant Non-Qualifying Shareholders (if any) to their shareholdings held on the Record Date in Hong Kong dollars together with the No Action Shareholders on the basis of all NQS Unsold Rights Shares and Unsubscribed Rights Shares. The Company will retain individual amounts of less than HK\$100 for its own benefit. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

For the nil-paid Rights Shares that were sold as described above and the buyer of such nil-paid Rights Shares who will not take up the entitlement, such Unsubscribed Rights Shares will be subject to the Compensatory Arrangements.

The Company reserves the right to treat as invalid any acceptance of or applications for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Non-Qualifying Shareholders (if any) should exercise caution when dealing in the Shares.

Procedures for acceptance, application or transfer

General

Any Qualifying Shareholder (including, without limitation, any agent, custodian, nominee and trustee) wishing to take up the Rights Shares (in nil-paid or fully-paid form) under the Rights Issue must satisfy himself/herself/itself as to full observance of the applicable laws of any relevant territory including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territories.

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Each subscriber of the Rights Shares will be deemed (by accepting delivery of this prospectus) to have given each of the following representations and warranties to the Company and to any person acting on their behalf, unless the Company waives such requirement in its sole discretion in relation to the relevant representation(s) and/or warranty(ies) given to each of them:

- he/she/it was a Shareholder as at the Record Date, or he/she/it lawfully acquired or may lawfully acquire rights, directly or indirectly, from such a person;
- he/she/it may lawfully be offered, take up, exercise, obtain, subscribe for and receive the rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located;
- subject to certain exceptions, he/she/it is not resident or located in, or a citizen of, the United States, and is not a US person;
- subject to certain exceptions, he/she/it is not accepting an offer to acquire, take up or exercise rights or Rights Shares on a non-discretionary basis for a person who is resident or located in, or a citizen of the United States or is a US person at the time the instruction to accept was given;
- he/she/it is not doing so for the account of any person who is located in the United States or is a US person, unless:
 - a. the instruction to purchase or take up the rights or to subscribe for or accept Rights Shares was received from a person outside the United States who is not a US person; and
 - b. the person giving such instruction has confirmed that he/she/it (i) has the authority to give such instruction; and (ii) either (A) has investment discretion over such account; or (B) is an investment manager or investment company that is acquiring the Rights Shares in an “offshore transaction” within the meaning of Regulation S under the US Securities Act;
- he/she/it is acquiring the rights and/or the Rights Shares in an “offshore transaction” as defined in Regulation S under the US Securities Act;
- he/she/it has not been offered the Rights Shares by means of any “directed selling efforts” as defined in Regulation S under the US Securities Act;
- he/she/it is not acquiring rights or Rights Shares with a view to the offer, sale, transfer, delivery or distribution, directly or indirectly, of such rights or Rights Shares into the United States; and
- he/she/it understands that neither the rights nor the Rights Shares have been or will be registered under the US Securities Act or with any securities regulatory authority of any state, territory, or possession of the United States and the rights or Rights Shares are

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being distributed and offered outside the United States to persons who are not US persons in reliance on Regulation S under the US Securities Act. Consequently, he/she/it understands the rights or Rights Shares may not be offered, sold, pledged or otherwise transferred in or into the United States or to US persons, except in reliance on an exemption from, or in transactions not subject to, the registration requirements of the US Securities Act.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees is subject to any of the above representations and warranties.

Action to be taken by Qualifying Shareholders

Subscription for all Rights Shares provisionally allotted

For each Qualifying Shareholder, a Provisional Allotment Letter(s) is enclosed with this prospectus which entitles such Qualifying Shareholder to subscribe for the number of the Rights Shares shown thereon. If Qualifying Shareholder(s) wish(es) to exercise his/her/their rights to subscribe for all the Rights Shares provisionally allotted to him/her/them as specified in the Provisional Allotment Letter(s), he/she/it must lodge the Provisional Allotment Letter(s) in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar by not later than 4:00 p.m. on the Latest Acceptance Date. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**Vision Fame International Holding Limited — Rights Issue Account**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the terms of the Provisional Allotment Letter(s) and this prospectus and subject to the articles of association of the Company. No receipt will be issued for sums received on application. Share certificate(s) for all fully-paid Rights Share in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first named Qualifying Shareholder, by ordinary post at their own risk at the address stated overleaf on Wednesday, 4 August 2021.

It should be noted that unless the Provisional Allotment Letter(s), together with the appropriate remittance, has been lodged with the Registrar by 4:00 p.m. on the Latest Acceptance Date, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its discretion, treat a Provisional Allotment Letter(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

All cheques or banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. **Completion and return of the Provisional Allotment Letter(s) will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions in connection with the Provisional Allotment Letter(s) and any**

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acceptance of it have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees is subject to such warranty and representation. Any Provisional Allotment Letter(s) in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. If any of the conditions mentioned in the section headed "Conditions of the Rights Issue" below is not fulfilled, the monies received in respect of the relevant provisional allotments will be returned to the relevant persons without interest by means of cheques despatched by ordinary post at the risks of such persons on Wednesday, 4 August 2021.

The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

Transfers and "splitting" of nil-paid Rights Shares

The nil-paid Rights Shares can be traded on the Stock Exchange. A Qualifying Shareholder can accept all of his/her/its provisional allotment of Rights Shares, or sell all of his/her/its provisional allotment on the Stock Exchange or accept only part of his/her/its provisional allotment and/or sell the remaining part on the Stock Exchange.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer a part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the Provisional Allotment Letter(s) to more than one person, the original Provisional Allotment Letter(s) must be surrendered and lodged for cancellation together with a covering letter stating clearly the number of split Provisional Allotment Letter(s) required and the number of nil-paid Rights Shares to be comprised in each split Provisional Allotment Letter(s) (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to such holder as stated in Box B of the original Provisional Allotment Letter(s), by no later than 4:00 p.m. on Tuesday, 13 July 2021 to the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, who will then cancel the original Provisional Allotment Letter(s) and issue new Provisional Allotment Letter(s) in the denominations required, which will be available for collection at the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original Provisional Allotment Letter(s). This process is commonly known as "splitting" the nil-paid Rights Shares.

Having "split" the nil-paid Rights Shares, a Qualifying Shareholder who wishes to accept the provisional allotment of Rights Shares represented by a new Provisional Allotment Letter(s) should do so in accordance with the instructions given above in relation to the subscription for all the Rights Shares provisionally allotted.

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If a Qualifying Shareholder wishes to transfer all of his/her/its nil-paid Rights Shares under a Provisional Allotment Letter(s) (or a split Provisional Allotment Letter(s), as the case may be) to another person, he/she/it should complete and sign the “Form of transfer and nomination” (Form B) in the Provisional Allotment Letter(s) and hand the Provisional Allotment Letter(s) to the person to or through whom he/she/it is transferring his/her/its nil-paid Rights Shares. The transferee must then complete, sign and stamp “Registration application form” (Form C) in the Provisional Allotment Letter(s) and lodge the Provisional Allotment Letter(s) intact together with a remittance for the full amount payable on acceptance with the Registrar to effect the transfer by no later than 4:00 p.m. on the Latest Acceptance Date. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the transferee(s) of such rights.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

Action to be taken by Beneficial Owners whose Shares are held by a Registered Owner (other than Shares deposited in CCASS)

Subscription for Rights Shares provisionally allotted and transfers and “splitting” of nil-paid Rights Shares

If you are a Beneficial Owner whose Shares are registered in the name of a Registered Owner and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should contact the Registered Owner and provide the Registered Owner with instructions or make arrangements with the Registered Owner in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the “Expected Timetable for the Rights Issue” in this prospectus and otherwise in accordance with the requirements of the Registered Owner in order to allow the Registered Owner sufficient time to ensure that your instructions are given effect.

Action to be taken by Beneficial Owners holding interests in Shares through CCASS

Subscription for Rights Shares provisionally allotted and transfers and “splitting” of nil-paid Rights Shares

If you are a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees, and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should (unless you are a CCASS Investor Participant) contact your Intermediary and provide your Intermediary with instructions or

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make arrangements with your Intermediary in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the “Expected Timetable for the Rights Issue” in this prospectus and otherwise in accordance with the requirements of your Intermediary in order to allow your Intermediary sufficient time to ensure that your instructions are given effect. The procedure for acceptance, transfer and/or “splitting” by CCASS Participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees shall be in accordance with the “General Rules of CCASS”, the “CCASS Operational Procedures” and any other requirements of CCASS.

The procedures for acceptance, transfer and/or “splitting” of Rights Shares provisionally allotted to Beneficial Owners who have been admitted to participate in CCASS as CCASS Investor Participants shall be in accordance with “Operating Guide for Investor Participants” and any other requirements of CCASS. Beneficial Owners who have been admitted to participate in CCASS as CCASS Investor Participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such Beneficial Owners’ interests in Rights Shares should be dealt with.

Action to be taken by the Beneficial Owners holding interests in Shares under China Connect

The PRC Southbound Trading Investors, as the Beneficial Owners holding interests in Shares through ChinaClear as nominee under China Connect, should seek advice from their intermediary (including broker, custodian, nominee or ChinaClear participant) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear, and provide instructions for such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the latest time for acceptance of and payment for Rights Shares or last day of dealing in nil-paid Rights Shares stated in the section headed “Expected Timetable for the Rights Issue” of this prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or ChinaClear in order to allow sufficient time to ensure that such instructions are given effect.

Fractional entitlement to the Rights Shares

The Company will not provisionally allot fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will keep the net proceeds for its own benefit. Any of these Rights Shares remain not sold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

LETTER FROM THE BOARD

Procedures in respect of the Rights Shares not subscribed and the NQS Unsold Rights Shares and the Compensatory Arrangements

The Company has made arrangements described in Rule 7.21(1)(b) of the Listing Rule to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

The Company appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares after the latest time for acceptance of the Rights Shares to be allotted and issued under the Rights Issue to independent placees on a best effort basis. Any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders and the Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will on a best effort basis, procure, by not later than 6:00 p.m., on Thursday, 29 July 2021, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Unsubscribed Rights Shares and NQS Unsold Rights Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

- A. where the nil-paid Rights Shares are, at the time they lapse, represented by a Provisional Allotment Letter, to the people whose names and addresses appeared on the Provisional Allotment Letter (unless those people are covered by (C) below);
- B. where the nil-paid Rights Shares are, at the time they lapse, registered in the name of HKSCC Nominees, to the beneficial holders (via their respective CCASS participants) as the holders of those nil-paid Rights Shares in CCASS (unless those people are covered by (C) below); and
- C. if the Rights Issue is extended to the Overseas Shareholders and where an entitlement to the Rights Shares was not taken up by such Overseas Shareholders, to those Overseas Shareholders.

For Net Gain (if any) to Non-Qualifying Shareholders, please refer to the section headed “Non-Qualifying Shareholders” above.

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It is proposed that Net Gain to any of the No Action Shareholders mentioned in “A” to “C” of HK\$100 or more will be paid to them in Hong Kong dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

Placing Arrangement for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares

On 1 June 2021 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent conditionally agreed to procure independent placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares. Details of the Placing Arrangement are as follows:

Date: 1 June 2021

Placing Agent: Alliance Capital Partners Limited was appointed as a Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best effort basis.

The Placing Agent confirmed that it is independent of and not connected with the Company and its connected person and not a connected person of the Company.

Fees and expenses: The higher of HK\$250,000 or 2% of the gross proceeds from the subscription of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares, which the Placing Agent is authorised to deduct from the payment to be made by the Placing Agent to the Company at completion. The Company will pay all the out-of-pocket expenses properly and reasonably incurred by the Placing Agent in connection with the Placing, except for fees of legal and other professional advisers incurred by the Placing Agent.

Placing price of each of the Unsubscribed Rights Share and/or the NQS Unsold Rights Share (as the case maybe): The placing price of each of the Unsubscribed Rights Share and/or the NQS Unsold Rights Share (as the case maybe) shall be at least equal to the Subscription Price.

The final price determination depends on the demand and market conditions of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the process of placement.

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Placees: The Unsubscribed Rights Shares and the NQS Unsold Rights Shares are expected to be placed to placees, who and whose ultimate beneficial owners, shall be Independent Third Parties.

Ranking of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares: The Unsubscribed Rights Shares and the NQS Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the existing Shares in issue as at the Latest Practicable Date.

Termination: The Placing Arrangement shall end at 4:00 p.m. on 30 July 2021 or any other date and time by mutual written agreement between the Placing Agent and the Company.

The engagement of the Placing Agent may also be terminated by the Placing Agent in its absolute opinion in case of any force majeure event (as defined in the Placing Agreement) resulting in the Company and the Placing Agent being unable to fulfill their respective duties and responsibilities under the engagement.

Besides, the Placing Agent shall be entitled by notice in writing to the Company to elect to treat the following matters or events as releasing and discharging it from its obligations under the Placing Agreement if at or prior to the Latest Time for Termination:

- (i) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement;
 - (ii) there is any suspension in the trading of the Shares on the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of any announcement or circular relating to the Rights Issue;
- or

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- (iii) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate, in material respects, if repeated the Placing Agent shall determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing.

The engagement between the Company and the Placing Agent for the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares was determined after arm's length negotiations between the Placing Agent and the Company. The Directors consider the fee charged by the Placing Agent is no less favourable to the Company than the commission in recent placing transactions and therefore the terms of the Placing Arrangement for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are on normal commercial terms. The Directors believe the expenses as typical and ordinary in the marketing of securities.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for independent Qualifying Shareholders and the Non-Qualifying Shareholders; and (iii) a compensatory mechanism for No Action Shareholders and the Non-Qualifying Shareholders, the Company considers that the Compensatory Arrangements are fair and reasonable and would provide adequate safeguard to protect the interest of the Company's minority Shareholders.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. Nil-paid Rights Shares are expected to be traded in board lots of 2,000. No part of the securities of the Company in issue or for which listing or permission to deal is being or is proposed to be sought is listed or dealt in or on any other stock exchange. No new class of securities is to be issued.

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy and other applicable fees and charges in Hong Kong.

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Share certificates for the Rights Shares

Subject to the fulfilment of the conditions of the Rights Issue as set out below, certificates for all fully-paid Rights Shares are expected to be sent by ordinary post on Wednesday, 4 August 2021 to those persons who have validly accepted and, where applicable, applied for, and paid for the Rights Shares, at their own risks.

Conditions of the Rights Issue

The Rights Issue is conditional on each of the following conditions being fulfilled:

- (i) The delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly certified in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (and other documents required to be attached thereto) and otherwise complying with the requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Companies Ordinance and the Listing Rules.
- (ii) The despatch of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus stamped “For Information Only” to the Non-Qualifying Shareholders, if any, for information purpose only.
- (iii) The Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares.
- (iv) The compliance with and performance of all the undertakings and obligations of Mega Start in accordance with the Undertaking.
- (v) All relevant consents and approvals being obtained from the regulatory authorities, including the Stock Exchange, as the case may require in connection with the Rights Issue by the relevant time that each consent and approval is required.

All of the conditions are incapable of being waived. If the conditions above are not satisfied on or before the Long Stop Date, the Rights Issue shall be terminated in which case, a further announcement will be made by the Company at the relevant time.

As at the Latest Practicable Date, none of the conditions precedent was fulfilled.

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Rights Shares will be eligible for admission into CCASS

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Rights Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Splitting and transfer of the Provisional Allotment Letter

If you wish to accept only part of your provisional allotment or transfer only part of your rights to subscribe for the Rights Shares provisionally allotted to or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation and splitting of the relevant PAL(s) first together with a cover letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to such holder as stated in Box B of the original PAL), by no later than 4:00 p.m. on Tuesday, 13 July 2021 to the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, who will then cancel the original PAL and issue new PAL(s) in the denominations required, which will be available for collection at the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong after 9:00 a.m. on the second Business Day after the surrender of the original PAL. Thereafter, upon collection of new PAL(s), you can transfer the relevant nil-paid Rights Shares to the relevant transferee(s) following the procedures and steps as stated in the below paragraph.

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If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the “Form of transfer and nomination” (Form B) in the PAL and hand the PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then lodge the duly completed, signed and stamped “Registration application form” (Form C) in the PAL to the Registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for re-registration no later than 4:00 p.m. on Wednesday, 21 July 2021.

The Registrar will determine the eligibility for the cash compensation as derived from the lapsed PALs after the completion of the re-registration for all re-registration request received by the Registrar on or before the latest time for acceptance of and payment for Rights Shares and by all means before the announcement of the number of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares subject to the Compensatory Arrangements is posted on the Stock Exchange’s website and the Company’s website. The Registrar should notify the transferee(s) of any unsuccessful re-registration as soon as practicable.

EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDINGS IN THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders; (iii) immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than Mega Start which has taken up the Rights Shares in accordance with the terms of the Undertakings and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent; and (iv) immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other

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than Mega Start which has taken up the Rights Shares in accordance with the terms of the Undertakings and none of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent:

	As at the Latest Practicable Date		Immediately after completion of the Rights Issue assuming full acceptance by the Qualifying Shareholders		Immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than Mega Start which has taken up the Rights Shares in accordance with the terms of the Undertaking and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent		Immediately after completion of the Rights Issue assuming nil acceptance by the Qualifying Shareholders other than Mega Start which has taken up the Rights Shares in accordance with the terms of the Undertaking and none of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent	
	Number of issued Shares	%	Number of issued Shares	%	Number of issued Shares	%	Number of issued Shares	%
Substantial Shareholders								
Mega Start (Note 1)	600,000,000	10.00	750,000,000	10.00	750,000,000	10.00	750,000,000	12.20
Million Creation Holdings Limited and Mr. SUN William (Note 2)	715,274,000	11.92	894,092,500	11.92	715,274,000	9.54	715,274,000	11.63
Director								
Mr. WONG Wai Kwan (Note 3)	5,000,000	0.08	6,250,000	0.08	5,000,000	0.07	5,000,000	0.08
Public Shareholders								
	<u>4,679,726,000</u>	<u>78.00</u>	<u>5,849,657,500</u>	<u>78.00</u>	<u>6,029,726,000</u>	<u>80.40</u>	<u>4,679,726,000</u>	<u>76.09</u>
Total	<u><u>6,000,000,000</u></u>	<u><u>100.00</u></u>	<u><u>7,500,000,000</u></u>	<u><u>100.00</u></u>	<u><u>7,500,000,000</u></u>	<u><u>100.00</u></u>	<u><u>6,150,000,000</u></u>	<u><u>100.00</u></u>

- (1) Mr. Chau is the ultimate beneficial owner of Mega Start. By virtue of the SFO, Mr. Chau is deemed to be interested in the 600,000,000 Shares held by Mega Start.
- (2) Based on the information available to the Company, Million Creation Holdings Limited is interested in 710,000,000 Shares and is directly wholly owned by SWH Investment Inc., which is directly wholly owned by Horizon Holding Inc., which is wholly owned by Mr. SUN William. By virtue of the SFO, Mr. SUN William is deemed to be interested in the 710,000,000 Shares held by Million Creation Holdings Limited. Mr. SUN William is also a beneficial owner of 5,274,000 Shares.
- (3) Mr. Wong Wai Kwan is an independent non-executive Director.
- (4) Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

The Company had not raised any other funds by equity issue in the twelve months immediately preceding the Latest Practicable Date.

REASONS FOR THE RIGHTS ISSUE

The principal activities of the Company are investment holding and the principal activities of the Group comprise (i) provision of building construction services, property maintenance services, alterations, renovation, upgrading and fitting-out works services, and (ii) trading of materials.

The Company intends to apply the net proceeds from the Rights Issue (i) as to approximately HK\$21.4 million for partial payment of the redemption amount of the Convertible Bond; and (ii) as to approximately HK\$7.1 million for working capital of the Group. For details, please see the section headed “Proposed Use of Proceeds” below.

As disclosed in the published interim report of the Company for the six months ended 30 September 2020, the total interest-bearing loans amounted to approximately HK\$243.0 million and zero-coupon convertible bond amounted to approximately HK\$22.7 million as at 30 September 2020. The Group had obtained credit facilities from various banks and financial institutions up to a maximum amount of approximately HK\$154 million and approximately HK\$24.1 million of the credit facilities has been utilised as at 30 September 2020.

On 3 February 2016, the Company issued the Convertible Bond to Mega Start. The Convertible Bond was due on 3 February 2021. For details, please refer to the Company’s announcements dated 16 December 2015 and 3 February 2016. The Company redeemed all outstanding principal amount of the Convertible Bond of HK\$24 million and the Company has been indebted to Mega Start for the said amount since 3 February 2021.

For the major indebtedness at the subsidiaries level, reference is also made to the Company’s announcement dated 9 March 2021 that the Company received a demand letter dated 3 March 2021 (the “**Demand Letter**”) from the legal adviser to Mr. Wong Law Fai, the managing director of Wan Chung Construction Company Limited (“**Wan Chung**”), an indirect wholly-owned subsidiary of the Company, in relation to two loan agreements both dated 1 December 2013 and an advance agreement dated 30 October 2016, all made between Mr. Wong Law Fai as lender and Wan Chung as borrower. Based on the Demand Letter, it is alleged that the total amount owed by Wan Chung to Mr. Wong Law Fai is in the sum of HK\$201,152,177 together with interest thereon and the latest loan maturity date is 30 September 2021. The Company has been in negotiation with Mr. Wong Law Fai as to such claim up to the Latest Practicable Date.

The Board considers that the Rights Issue will provide a good opportunity for the Company to raise funds to strengthen its capital base, and improve its financial position, and also allow all existing Shareholders to maintain their proportional shareholdings in the Company.

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The Board has considered other fund-raising methods including debt financing and equity placement. However, commercial debt financing (even if available) will put further pressure on the already weak financial position of the Group. Due to the weak financial performance of the Group and the market, an equity placement to Independent Third Parties may require a higher discount on issue price and result in more dilution for the Shareholders.

Having considered the above factors, the Board considers that the fund raising structure by way of the Rights Issue is a well-balanced option for the Company, improving the liquidity and capital base of the Group while mitigating the dilution effect to the existing Shareholders. On this basis, the Directors are of the view that the Rights Issue is in the interests of the Company and the Shareholders as a whole and the terms of the Rights Issue are fair and reasonable.

PROPOSED USE OF PROCEEDS

The estimated maximum net proceeds from the Rights Issue (after deducting the expenses) are approximately HK\$28.5 million. The Company intends to apply the net proceeds from the Rights Issue as to:

- (i) 75% of the net proceeds or approximately HK\$21.4 million for partial payment of the redemption amount of the Convertible Bond; and
- (ii) the remaining 25% of the net proceeds or approximately HK\$7.1 million for general working capital including but not limited to salaries and benefits, rental and utilities, other general and administrative expenses, for the Group in the 12 months following the completion of the Rights Issue.

The estimated expenses of the Rights Issue (including advisory fees for the professional parties, printing, registration, translation, legal, accounting and documentation charges) are estimated to be approximately HK\$1,500,000 and will be payable by the Company. The net subscription price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares are expected to be approximately HK\$0.019.

Assuming nil acceptance by the Qualifying Shareholders other than Mega Start which has taken up the Rights Shares in accordance with the terms of the Undertaking and none of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent, the estimated minimum gross proceeds from the Rights Issue are HK\$3 million. Accordingly, the estimated minimum net proceeds from the Rights Issue (after deducting the expenses) are approximately HK\$1,500,000. The Company intends to apply such net proceeds from the Rights Issue solely as general working capital and for other general corporate purposes of the Company.

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WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon certain conditions including, among others, the Listing Committee granting the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms). Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

Shareholders should note that the Shares have been dealt in on an ex-rights basis from Wednesday, 23 June 2021. Any Shareholder or other person dealing in the Shares and/or nil-paid Rights Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled, will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

INFORMATION ON MEGA START

Mega Start is an investment holding company incorporated in the BVI with limited liability and is legally and beneficially owned by Mr. Chau, the Chairman of the Company and an executive Director, and was a substantial shareholder holding 10% of the issued share capital of the Company as at the Latest Practicable Date.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12 month period prior to the Latest Practicable Date and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to Shareholders' approval under the Listing Rules.

The Rights Issue does not result in a Theoretical Dilution Effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

PROFESSIONAL TAX ADVICE RECOMMENDED

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares. It is emphasised that none of the Company, the Directors nor any other parties

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involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this prospectus.

Yours faithfully,
For and on behalf of the Board
Vision Fame International Holding Limited
CHAU CHIT
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group, together with the notes thereto, for the four years ended 31 March 2018, 2019, 2020 and 2021 were set out in the relevant annual reports of the Company and annual results announcement of the Company for the year ended 31 March 2021. The said annual reports and annual results announcement of the Company are available on the website of the Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (www.visionfame.com):

- (i) pages 1 to 27 of the annual results announcement for the year ended 31 March 2021 of the Company published on 30 June 2021:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0630/2021063003357.pdf>

- (ii) pages 53 to 132 of the annual report for the year ended 31 March 2020 of the Company published on 22 October 2020:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/1022/2020102200699.pdf>

- (iii) pages 54 to 148 of the annual report for the year ended 31 March 2019 of the Company published on 20 May 2020:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0520/2020052000322.pdf>

- (iv) pages 52 to 122 of the annual report for the year ended 31 March 2018 of the Company published on 26 July 2018:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2018/0726/ltn20180726756.pdf>

2. BUSINESS TREND AND TRADING AND FINANCIAL PROSPECT

Construction related businesses

Hong Kong's construction industry experienced a contraction in 2020. This was caused by Coronavirus (COVID-19) outbreak and the subsequent lockdown measures.

In 2021, the Group expects a gentle recovery in the construction industry as there would be an improvement in global economic conditions as well as the government investment on infrastructure projects.

While the ongoing development and distribution of vaccines do provide us with a constructive prospect in the second half of 2021, the diminishing job opportunities in the private building sector and the extreme price competition have kept the Group's profit margin at a low level.

2021 would be a challenging year for all construction companies. The Group would focus on operation costs control so as to keep the Group competitive in the market. Additionally, the Group will explore other construction business opportunities in order to lower the Group's business risk.

Having braved through the difficult months of the COVID-19 pandemic in year 2020, the Group is gradually picking up pace in its resumption of works to about 80% of operational capacity compared to pre-COVID. Safe Management Measures (SMM) is instilled in the Group's everyday operation as preventive measures against the potent virus.

The knock-on effects of the pandemic has also accumulated to a severe manpower crunch in the Singapore construction industry, as a portion of the foreign labour return home and restrictions are set against bringing in new foreign workers. Such precautionary measures, while necessary, has resulted in rocketing manpower cost and lack of manpower on-site. The Group is working closely with the Singapore authorities to safely bring in new workers and to manage its current workforce to increase productivity.

The COVID-19 pandemic has taught the Group that it has to be ready for all kinds of situation and by investing in the core of the Group's business-people, it will be well-equipped to tackle all sorts of problems along the way. The Group is also steadily adopting more digital technologies wherever practically sound to improve on efficiency and effectiveness.

Trading of materials business

I. Rationality of the existence of trade agent market: Given that domestic iron and steel enterprises purchase iron ore from foreign iron ore enterprises through a dual system, some qualified large iron and steel enterprises implement the long-term supply agreement prices, while small unqualified steel enterprises adopt the spot prices that is higher than the long-term supply agreement prices. The international trade of iron ore is characterized by strong professionalism, frequent market fluctuations and unstable supply, which is extremely risky for buyers. Therefore, most small iron and steel enterprises use entrusted traders as agents to import iron ore, and some large iron and steel enterprises with direct purchase agreements also entrusted reputable traders as agents to ensure the stability of iron ore supply. This is the value of the existence of the iron ore trade agent market.

II. Industry Status and Trend

1. Policy factor: according to Outline of 14th Five-Year Plan for Development of Iron Ore Industry issued by China, it is clearly required that the growth of iron ore industry shall increase 70% by 2021, which have made each local government correspondingly introduce local policies to improve the industry penetration.

2. Economic factor: Currently, the market size of iron ore has reached RMB500 billion, with a steady growth of the overall market. With the effective control of the epidemic, the demand for the steel industry has increased, which was driven by gradual implementation of major national infrastructures and the recovery of downstream market demand. It has increased the profit of the steel and improved the enthusiasm of the steel enterprises to increase production, thereby generating strong demand for iron ores. The trade of iron ore and even the steel industry will continuously have a strong development under the effect of China's macro policies.

III. Development plan of the Company's business (partly selected from the business plan)

The corporate development goal of the Company: The Company will establish a port blending of ore integration platform based on modern supply chain management. Through scientific blending of ore, the final blended ore products can meet the production demand of various steel enterprises, so as to provide stable raw material supply guarantee for steel enterprises. The Company will be strive to develop into a core supply chain enterprise of large domestic iron and steel enterprises. Through the advantages of competitive bidding, the Company will save logistics costs in multiple logistics links such as import order, shipping, port yard to scientific ore mixing and inland transshipment. In the future, the Company will become a professional iron ore product and service integrator and iron ore industry service and product agent. It will develop a supply chain management software system with independent intellectual property rights, by using modern network information technology and listed company platform, and realizing the integration of supply chain in the industry, optimize the cost, and achieve the smooth coordination of logistics, capital flow and information flow, as well as obtaining greater revenue management services for the Company.

The trading business continued to generate income and contribute profit to the Group. Looking forward, the Group would continue to explore and strive to diversify and develop its trading businesses in 2021.

3. MATERIAL ADVERSE CHANGE

The Directors confirmed that there were no material adverse changes in the financial or trading position of the Group since 31 March 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up.

4. WORKING CAPITAL STATEMENT

As noted from the Company's results announcement dated 30 June 2021 for the year ended 31 March 2021, the audit opinion was disclaimed by the Company's independent auditor because of the limitation of scope in relation to the adoption of the going concern basis in preparing the consolidated financial statements for the year ended 31 March 2021.

On 8 March 2021, the Company received a demand letter dated 3 March 2021 (the “**Demand Letter**”) from the legal adviser of Mr. Wong Law Fai, the managing director of Wan Chung Construction Company Limited (“**Wan Chung**”), an indirect wholly-owned subsidiary of the Company, in relation to two loan agreements both dated 1 December 2013 and an advance agreement dated 30 October 2016, all made between Mr. Wong Law Fai as lender and Wan Chung as borrower. It is stated in the Demand Letter, among other things, that:

- (a) the latest loan maturity date is 30 September 2021;
- (b) an event of default has occurred under the loan agreements and the advance agreement due to the resignation of Mr. So Kwok Lam, a director of Wan Chung, on 1 February 2021 whose resignation would become effective on 1 April 2021;
- (c) the total amount owed by Wan Chung to Mr. Wong Law Fai is in the sum of HK\$201,152,177 together with the interest thereon (the “**Wan Chung Outstanding Loan**”);
- (d) Mr. Wong Law Fai is prepared to withhold demanding repayment of the Wan Chung Outstanding Loan if the Company procures Wan Chung to pay Mr. Wong Law Fai enhanced interest on the Wan Chung Outstanding Loan at the rate of 38% commencing on 1 April 2021 and such enhanced interest shall be calculated daily on a compound basis based on the actual number of days elapsed; and
- (e) if Wan Chung does not repay the Wan Chung Outstanding Loan as demanded, legal or winding-up proceedings will be commenced against Wan Chung without further notice.

As at 31 March 2021, the Group’s total borrowings due to Mr. Wong Law Fai amounted to approximately HK\$243,009,000 while its cash and cash equivalents amounted to approximately HK\$148,801,000 only.

As at the date of approval of the Prospectus, the Group has not yet repaid the Wan Chung Outstanding Loan or any enhanced interest on the Wan Chung Outstanding Loan to Mr. Wong Law Fai.

The Directors would like to draw attention to the fact that the sufficiency of working capital of the Group in the next 12 months from the date of this Prospectus is dependent on the successful outcome of the loan extension negotiations with Mr. Wong Law Fai. If the Company cannot reach an extension agreement regarding the loans due to Mr. Wong Law Fai, the Group will have insufficient working capital for its present requirements. As at the Latest Practicable Date, the Company has not received any indication or notification from Mr. Wong Law Fai for the loan extension.

To provide additional working capital, the Company thought it necessary to reach an extension agreement regarding the loans due to Mr. Wong Law Fai before the loan maturity date of 30 September 2021; and the Rights Issue with net cash proceeds of approximately HK\$28.5 million

need to be successfully implemented. On this basis, the Directors have estimated the Group's cash requirements by preparing a Group cashflow forecast for the 18 months ending 30 September 2022 on the assumptions that the Company would reach an extension agreement regarding the loans due to Mr. Wong Law Fai before the loan maturity date of 30 September 2021; and the Rights Issue with net cash proceeds of approximately HK\$28.5 million would be successfully implemented, and are of the opinion that the Group has sufficient working capital for its present requirement, that is for at least the next 12 months from the date of the Prospectus in the absence of any unforeseen circumstances.

5. STATEMENT OF INDEBTEDNESS

At the close of business on 31 May 2021, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this prospectus, the Group had the following indebtedness:

	<i>HK\$'000</i>
Loans from a related party (non-secured)	
— principal	243,009
— interest payable	1,543
Other loans (non-secured)	
— principal	3,255
— interest payable	167
Amount due to a related company (non-secured)	24,000
Amount due to a director (non-secured)	<u>1,800</u>
	<u><u>273,774</u></u>

Contingent Liabilities

As at 31 May 2021, performance bonds amounting to approximately HK\$95,156,000 were given by banks or insurance companies in favour of some of the Group's customers as security for the due performance and observances of the Group's obligations under the construction contracts entered into between the Group and these customers.

In addition, certain subsidiaries of the Company are defendants in certain claims, lawsuits, arbitrations and potential claims relating to subcontracting fees, damages of personal injuries and breach of construction contracts. The directors of the Company considered that the possibility of any outflow in settling the legal claims is remote, after due consideration of each cases and with reference to legal advice.

Save as disclosed above, the Group did not have any other material contingent liabilities.

Lease Liabilities

The Group measures the lease liabilities at present value of the remaining lease payments for certain office premises, discounted by the Group's incremental borrowing rates under HKFRS 16. As at 31 May 2021, the Group had lease liabilities amounting to approximately HK\$3,084,000.

Operating Lease Commitment

As at 31 May 2021, the outstanding lease commitments relating to the office and staff quarters of the Group amounted approximately HK\$206,000.

Capital Commitment

As at 31 May 2021, the Group did not have any material capital commitment.

Disclaimers

Save as aforesaid or otherwise disclosed herein, and apart from intra-group liabilities, normal trade and other payables and contract liabilities, as at 31 May 2021, the Group did not have any material debt securities issued and outstanding, or authorised or otherwise created but unissued, or term loans, other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trade bills), acceptance credits, hire purchase commitments, mortgages, charges or other material contingent liabilities or guarantees.

A. STATEMENT OF UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The statement of unaudited pro forma adjusted consolidated net tangible assets of the Group prepared in accordance with Paragraph 13 of Appendix 1B and Paragraph 29 of Chapter 4 of the Listing Rules is set out below to illustrate the effects of the Rights Issue on the unaudited consolidated net tangible liabilities of the Group as if the Rights Issue had taken place on 31 March 2021.

The statement of unaudited pro forma adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only, based on the judgements and assumptions of the Directors of the Company, and because of its hypothetical nature, may not give a true picture of the financial position of the Group following the Rights Issue.

The following statement of unaudited pro forma adjusted consolidated net tangible assets of the Group is based on the audited consolidated net tangible assets of the Group as at 31 March 2021, adjusted as described below:

Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2021	Unaudited estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2021
<i>(Note 1)</i>	<i>(Note 2)</i>	<i>(Note 3)</i>
<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<u>154,159</u>	<u>28,500</u>	<u>182,659</u>
Audited consolidated net tangible assets per Existing Share immediately before completion of the Rights Issue <i>(Note 4)</i>		<u>HK\$0.026</u>
Unaudited pro forma adjusted consolidated net tangible assets per adjusted share immediately after completion of the Rights Issue <i>(Note 5)</i>		<u>HK\$0.024</u>

Notes:

1. The consolidated net tangible assets of the Group attributable to equity holders of the Company at 31 March 2021 of approximately HK\$154,159,000 is extracted from the financial statements of the Group for the year ended 31 March 2021.
2. The estimated net proceeds from the Rights Issue are based on 1,500,000,000 Rights Shares at the Subscription Price of HK\$0.02 per Rights Share, after deduction of share issue related expenses (including advisory fees for the professional parties, printing, registration, translation, legal, accounting and documentation charges) payable by the Company of approximately HK\$1,500,000.
3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Rights Issue represents the audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 March 2021 plus the estimated net proceeds from the Rights Issue as set out in Note 2 above, as appropriate.
4. The audited consolidated net tangible assets per Existing Share before completion of the Rights Issue is determined based on the amount as disclosed in note 1 above, divided by 6,000,000,000 existing shares immediately before completion of the Right Issue.
5. The unaudited pro forma adjusted consolidated net tangible assets per adjusted share immediately after completion of the Right Issue is determined based on the amount as disclosed in note 3 above, divided by 7,500,000,000 adjusted shares assuming that the Rights Issue had been completed on 31 March 2021.

B. ACCOUNTANT’S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the sole purpose of inclusion in this prospectus, from the independent reporting accountant, RSM Hong Kong, Certified Public Accountants, Hong Kong.

RSM Hong Kong
羅申美會計師事務所
Certified Public Accountants

29th Floor
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

7 July 2021

The Board of Directors
Vision Fame International Holding Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Vision Fame International Holding Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma adjusted consolidated net tangible assets as at 31 March 2021 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus documents issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages II-1 to II-2 of Appendix II to the prospectus documents.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the Rights Issue on the Group’s net tangible assets as at 31 March 2021 as if the transaction had been taken place at 31 March 2021. As part of this process, information about the Group’s net tangible assets has been extracted by the Directors from the Group’s consolidated financial statements as included in the annual report for the year ended 31 March 2021.

Directors’ Responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 13 of Appendix 1B and paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Hong Kong Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 March 2021 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We make no comments regarding the reasonableness of the amount of net proceeds from the Rights Issue, the application of those net proceeds, or whether such use will actually take place as described under "Reasons for the Rights Issue" and "Proposed use of proceeds" set out on pages 34 and 35 of the prospectus documents.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

RSM Hong Kong

Certified Public Accountants

Hong Kong

(1) RESPONSIBILITY STATEMENT

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

(2) SHARE CAPITAL**(A) Share Capital**

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Rights Issue (assuming no new Shares are issued (other than the Rights Shares) or repurchased on or before completion of the Rights Issue and all the Shareholders have taken up all the entitled Rights Shares); and (iii) immediately after completion of the Rights Issue (assuming no Shares are issued (other than the Rights Shares) or repurchased on or before completion of the Rights Issue and none of the Shareholders have taken up all the entitled Rights Shares except for Mega Start which will take up the Rights Shares in accordance with the Undertaking) are set out as follow:

(i) As at the Latest Practicable Date

	Number of Shares	Nominal value of Shares HK\$
<i>Authorised:</i>		
Ordinary shares of HK\$0.002 each	10,000,000,000	20,000,000
<i>Issued and fully-paid:</i>		
Ordinary shares of HK\$0.002 each	6,000,000,000	12,000,000

- (ii) *Immediately after completion of the Rights Issue (assuming no Shares are issued (other than the Rights Shares) or repurchased on or before completion of the Rights Issue and all the Shareholders have taken up all the entitled Rights Shares)*

	Number of Shares	Nominal value of Shares HK\$
<i>Authorised:</i>		
Ordinary shares of HK\$0.002 each	10,000,000,000	20,000,000
<i>Issued and fully-paid:</i>		
Ordinary shares of HK\$0.002 each	7,500,000,000	15,000,000

- (iii) *Immediately after completion of the Rights Issue (assuming no Shares are issued (other than the Rights Shares) or repurchased on or before completion of the Rights Issue and none of the Shareholders have taken up all the entitled Rights Shares except for Mega Start which will take up the Rights Shares in accordance with the Undertaking)*

	Number of Shares	Nominal value of Shares HK\$
<i>Authorised:</i>		
Ordinary shares of HK\$0.002 each	10,000,000,000	20,000,000
<i>Issued and fully-paid:</i>		
Ordinary shares of HK\$0.002 each	6,150,000,000	12,300,000

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects, including the rights to dividends, voting and return of capitals with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

No Shares have been issued since 31 March 2021, being the date on which the latest audited financial statements of the Group were made up.

The Company had no other outstanding options, warrants, derivatives or other convertible securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

(3) DISCLOSURE OF INTERESTS**(a) Interests of Directors**

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executives of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in underlying Shares

Name	Capacity	Number of shares held (Note 1)	Percentage of the issued share capital of the Company
Mr. Chau (Note 2)	Interest of Controlled Corporation	750,000,000 (L)	12.50%
Mr. Wong Wai Kwan	Beneficial owner	5,000,000 (L)	0.08%

Notes:

- (1) The letter “L” denotes the person’s long position in such securities. The number of Shares are the number of Shares held as at the Latest Practicable Date and the percentage of the issued share capital of the Company is calculated on the basis of 6,000,000,000 Shares in issue as at the Latest Practicable Date.
- (2) Mr. Chau, the executive Director, is the ultimate beneficial owner of Mega Start. By virtue of the SFO, Mr. Chau is deemed to be interested in the 750,000,000 Shares that Mega Start is interested in.

Save as disclosed above, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(b) Substantial Shareholders

As at the Latest Practicable Date, the following persons (other than Directors or chief executives of the Company) were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules of the Stock Exchange:

Name	Capacity	Number of shares held (Note 1)	Percentage of the issued share capital of the Company
Mega Start Limited (Note 2)	Beneficial owner	750,000,000 (L)	12.50%
Fount Holdings Limited	Beneficial owner	475,000,000 (L)	7.92%
Mr. Tang Hao (Note 3)	Interest of controlled corporation	475,000,000 (L)	7.92%
Earnstar Holding Limited	Beneficial owner	350,000,000 (L)	5.83%
Dungbao Limited (Note 4)	Interest of controlled corporation	350,000,000 (L)	5.83%
Mr. Ma Zenglin (Note 5)	Interest of controlled corporation	350,000,000 (L)	5.83%
Zhongtai Financial Investment Limited (Note 6)	Person having a security interest in shares	300,000,000 (L)	5.00%
Zhongtai Financial International Limited (Note 6)	Interest of corporation controlled by you	300,000,000 (L)	5.00%
Zhongtai Securities Company Limited (Note 6)	Interest of corporation controlled by you	300,000,000 (L)	5.00%
Mr. SUN William (Note 7)	Interest of corporation controlled by you and Beneficial owner	715,274,000 (L)	11.92%
Horizon Holding Inc. (Note 7)	Interest of corporation controlled by you	710,000,000 (L)	11.83%
SWH Investments Inc. (Note 7)	Interest of corporation controlled by you	710,000,000 (L)	11.83%
Million Creation Holdings Limited (Note 7)	Beneficial owner	710,000,000 (L)	11.83%

Notes:

- (1) The letter “L” denotes the person’s long position in such securities. The number of Shares are the number of Shares held as at the Latest Practicable Date and the percentage of the issued share capital of the Company is calculated on the basis of 6,000,000,000 Shares in issue as at the Latest Practicable Date.
- (2) Such interests include 150,000,000 Shares of which Mega Start is deemed to be interested in pursuant to the Undertaking (being all of the assured entitlement of Mega Start under the Rights Issue based on the existing shareholding structure of the Company as at the Record Date).
- (3) Mr. Tang Hao owns the entire issued share capital of Fount Holdings Limited. By virtue of the SFO, Mr. Tang Hao is deemed to be interested in the 475,000,000 Shares held by Fount Holdings Limited.
- (4) Dungbao Limited owns the entire issued share capital of Earnstar Holding Limited. By virtue of the SFO, Dungbao Limited is deemed to be interested in the 350,000,000 Shares held by Earnstar Holding Limited.
- (5) Mr. Ma Zenglin owns the entire issued share capital of Dungbao Limited. By virtue of the SFO, Mr. Ma Zenglin is deemed to be interested in the 350,000,000 Shares held by Earnstar Holding Limited.
- (6) Based on the information available to the Company, Zhongtai Financial Investment Limited has a security interest in 300,000,000 shares and is directly wholly owned by Zhongtai Financial International Limited, which is wholly owned by Zhongtai Securities Company Limited. Zhongtai Financial International Limited and Zhongtai Securities Company Limited are therefore deemed to be interested in all the Shares in which Zhongtai Financial Investment Limited is interested under the SFO.
- (7) Based on the information available to the Company, Million Creation Holdings Limited is interested in 710,000,000 Shares and is directly wholly owned by SWH Investment Inc., which is directly wholly owned by Horizon Holding Inc., which is wholly owned by Mr. SUN William. By virtue of the SFO, each of Mr. SUN William, Horizon Holding Inc. and SWH Investments Inc. are therefore deemed to be interested in the 710,000,000 Shares held by Million Creation Holdings Limited.

Mr. SUN William is also a Beneficial Owner of 5,274,000 Shares.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the Shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

(4) DIRECTORS’ INTERESTS IN TRANSACTIONS, ASSETS, ARRANGEMENTS OR CONTRACTS

(a) Interests in transactions, arrangements or contracts

(1) Convertible Bond

On 16 December 2015, the Company entered into a subscription agreement and an agreement relating to the Convertible Bond with Mega Start.

On 3 February 2016, the Company issued the Convertible Bond with a principal amount of HK\$24,000,000 to Mega Start. The Convertible Bond bears no interest and the outstanding principal amount of the Convertible Bond shall be converted into ordinary shares of the Company in full mandatorily at the initial conversion price of HK\$0.3 per conversion share (which was revised to HK\$0.06 per conversion share after the share subdivision on 3 May 2016), if and only if, the gross profits of the new graphene business of the Group for the two financial years ended 31 March 2017 and 2018 exceed HK\$300 million in aggregate. Unless the conversion conditions are met and converted, the Convertible Bond shall be redeemed at the principal amount on the maturity date, which is 5 years after the date of issue.

At 31 March 2018, the conversion condition was not satisfied as the gross profits of the new graphene business of the Group for the two financial years ended 31 March 2017 and 2018 did not exceed HK\$300 million in aggregate and the mandatory conversion should not take place. The Convertible Bond should be redeemed in full upon maturity, i.e. 3 February 2021.

As at the Latest Practicable Date, the Company has been indebted to Mega Start for the principal amount of Convertible Bond of HK\$24 million since 3 February 2021 for the redemption of the Convertible Bond.

As set out under the section headed “Reasons for the Rights Issue” in the “Letter from the Board” in this prospectus, the Company intends to apply the net proceeds from the Rights Issue as to approximately HK\$21.4 million for partial payment of the redemption amount of the Convertible Bond.

Save as disclosed above, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Group was a party as at the Latest Practicable Date.

(b) Interests in competing business

As at the Latest Practicable Date, none of the Directors nor their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

(c) Interests in assets

As at the Latest Practicable Date, none of the Directors had any material direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to any member of the Group since 31 March 2021 (the date to which the latest published audited consolidated financial statements of the Group was made up).

(d) Directors' service contracts

As at the Latest Practicable Date, none of the Directors had a service contract with any member of the Group which was not expiring or determinable by the employer within one year without payment of compensation, other than statutory compensation.

(5) DIRECTORS**a. Name and address**

Name	Address
<i>Executive Directors</i>	
Mr. Chau Chit	Flat D, 28/F, Primrose Mansion, Tower 43, Harbour View Gardens, Taikoo Shing, Hong Kong
Mr. Zhu Xiaodong	Room 702, Building 2, Lane 851, Yushan Road, Shanghai, China
<i>Independent non-executive Directors</i>	
Mr. Tam Tak Kei Raymond	Flat 12A, King Tien Mansion, Taikoo Shing, Hong Kong
Dr. Wong Lee Ping	Room B, 12/F, Vision Court, 286 Prince Edward Road West, Kowloon Tsai, Kowloon, Hong Kong
Mr. Wong Wai Kwan	Room 3C, 3/F., Block 3, Riviera Gardens, Tsuen Wan, New Territories, Hong Kong

b. Qualification and position held*Executive Directors*

Mr. Chau Chit, aged 56, was appointed as an executive Director of the Company on 22 July 2015 and the Chairman of the Board on 23 September 2015. On 1 March 2017, he was re-designated as co-chairman of the Board and was appointed as the chief executive officer of the Company. On 7 September 2018, he was re-designated as chairman of the Board. Mr. Chau is also the chairman of the nomination committee, a member of each of the remuneration committee and the risk management committee, one of the authorised representatives and the director of certain subsidiaries of the Company. Mr. Chau currently serves as the chairman of the Hong Kong Jiangyin Trade Association and the vice president of Federation of HK Jiangsu Community Organisations Limited. He holds a bachelor's degree in Chemistry from Zhejiang University and an EMBA degree (Executive Master of Business Administration) from Zhejiang University. Mr.

Chau has extensive experience in operation management. He was an executive director, the managing director, and the chairman of the executive committee and a member of the investment committee of Shougang Concord Technology Holdings Limited (Now known as HNA International Investment Holdings Limited) (stock code: 0521) during June 2006 to October 2013. He has been an executive director of Starlight Culture Entertainment Group Limited (“**Starlight Culture**”, formerly known as Jimei International Entertainment Group Limited (stock code: 1159)) since July 2013 and was appointed as the deputy chairman of Starlight Culture on 5 June 2017.

Mr. Zhu Xiaodong (“**Mr. Zhu**”), aged 49, was appointed as an executive Director on 2 September 2019. On 20 April 2020, he was appointed as a member of the risk management committee. Mr. Zhu obtained a bachelor degree in Russian language from Beijing Foreign Studies University in July 1995. Mr. Zhu has extensive experience in the iron and steel industry, including the import and export of steel products, the trading of raw materials for iron and steel making, and developing business relations with suppliers and customers in China and wider Asia regions. He was the trading manager of Baoshan Iron & Steel Company Ltd, a company established in the People’s Republic of China engaging in the steel-making business, from July 1995 to May 2009. Mr. Zhu worked as the trading manager of H&C S Holdings Pte Ltd, a company incorporated in Singapore engaging in the iron and steel industry, from June 2009 to April 2011. He was the trading manager of SPR Resources Pte Ltd, a company incorporated in Singapore engaging in the iron and steel industry, from May 2011 to April 2012. Mr. Zhu served as the deputy general manager of H&C S Holding Pte Ltd. from May 2012 to August 2019.

Independent non-executive Directors

Mr. Tam Tak Kei Raymond (“**Mr. Tam**”), aged 58, was appointed as an independent non-executive Director on 19 December 2011. Mr. Tam is also the chairman of the Remuneration Committee and a member of the Nomination Committee and Audit Committee. Mr. Tam obtained a Bachelor of Arts degree in Accounting with Computing from University of Kent at Canterbury, the United Kingdom in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since August 1990 and an associate of the Hong Kong Society of Accountants since January 1995.

Mr. Tam acted as the financial controller at international law firms for nine years and has over 30 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company and the company secretary of China Tian Lun Gas Holdings Limited (stock code: 1600). Mr. Tam also acted as the company secretary of Branding China Group Limited (stock code: 863) during the period from

April 2012 to April 2018, and was an independent non-executive director of Li Bao Ge Group Limited (stock code:1869) during the period from June 2016 to February 2020. The shares of the above-mentioned three companies are listed on the Main Board of the Stock Exchange.

Mr. Tam has also acted as an independent non-executive director of, MEIGU Technology Holding Group Limited since December 2016 (stock code: 8349), a company listed on the Growth Enterprise Market of Stock Exchange, CNQC International Holding Limited since September 2012 (stock code: 1240) and Kingland Group Holdings Limited since May 2020 (stock code: 1751), both companies are listed on the Main Board of the Stock Exchange.

Dr. Wong Lee Ping (“Dr. Wong”), aged 56, has over 30 years of experience in the fields of corporate finance, financial management and investment. He worked at KPMG Peat Marwick from August 1987 to August 1990. Subsequently, he held various management positions in Hong Kong listed companies, including serving as Chief Financial Officer and Vice President (M & A) of Loto Interactive Limited (formerly known as Wafer Systems Limited) (Stock Code: 8198 HK) from April 2001 to October 2002 and November 2002 to January 2003, respectively, the chief executive officer and company secretary of Century Entertainment International Holdings Limited (formerly known as A-Max Holdings Limited or Amax Entertainment Holdings Limited) (Stock Code: 00959 HK) from June 2010 to August 2011 and February 2009 to November 2009, respectively, and Group Chief Financial Officer of China Geothermal Industry Development Group Limited (formerly known as IIN International Limited) (Stock Code: 08128 HK) from November 1999 to March 2001 (prior to its listing). Since July 2015, Dr. Wong has been working as General Manager of a private equity fund registered in the Cayman Islands.

Dr. Wong obtained a master’s degree in business administration from the University of Portsmouth in the United Kingdom in June 2002, and a doctorate’s degree in corporate management from Jinan University in the People’s Republic of China in December 2012. Dr. Wong was admitted as a fellow member of The Chartered Association of Certified Accountants in October 1995. He is a certified public accountant (non-practising) of Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants).

Mr. Wong Wai Kwan (“Mr. WK Wong”), aged 53, was appointed as an independent non-executive Director, a member of the audit committee, remuneration committee and the nomination committee of the Company on 22 July 2015. On 20 April 2020, he was appointed as a member of the risk management committee. Mr. WK Wong holds a bachelor’s degree in Accountancy from City University of Hong Kong and a master’s degree in Business Administration from Washington University in St. Louis, U.S.A. He is a member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a fellow

member of Certified Practising Accountants (Australia). Mr. WK Wong has extensive working experience in auditing and consulting areas, particularly in IPO exercise, risk management and mergers and acquisitions. During the period from August 1992 to March 2000 Mr. WK Wong was first employed by Ernst & Young's Hong Kong office as Senior Accountant in its Assurance Department and then served in Ernst & Young's Shanghai office as Manager in its Assurance Department. Mr. WK Wong served as the General Manager of the Financial Audit Department and the Managing Director of the Internal Audit Department of Shanghai Fosun High Technology (Group) Co., Ltd., a wholly-owned subsidiary of Fosun International Limited (Stock Code: 0656) from December 2011 to June 2016. Mr. WK Wong was a consultant of VideoMobile Co., Ltd (a former holding company of Vobile Group Limited (Stock Code: 3738), which is listed on the Stock Exchange) from July 2016 to June 2017. Currently Mr. WK Wong is the chief financial officer of ThinkTank Learning Holding Company.

Mr. WK Wong was an independent non-executive director, and a member of the audit committee, nomination committee and remuneration committee of Shougang Concord Technology Holdings Limited (Now known as HNA International Investment Holdings Limited) (Stock code: 0521) during the period from June 2010 to October 2013 and Mr. WK Wong was also an independent non-executive director and member of the audit committee, nomination committee, remuneration committee, and the investment steering committee of Starlight Culture from September 2013 to November 2014. On 31 May 2017, he was again appointed as independent non-executive director of Starlight Culture and was appointed as the chairman of the audit committee, a member of the nomination committee, the remuneration committee, the investment steering committee and the anti-money laundering committee of that company on the same date. On 21 June 2017, Mr. WK Wong was appointed as a non-executive director and a member of the audit committee of Vobile Group Limited (Stock Code: 3738).

(6) SENIOR MANAGEMENT

Mr. Wong Law Fai (“**Mr. LF Wong**”), aged 62, is the managing director of Wan Chung Construction Company Limited. Mr. LF Wong was appointed as a director of the Company on 31 May 2011 and redesignated as an executive Director of the Company on 19 December 2011. Later Mr. LF Wong resigned as an executive Director, the chairman of the Board and authorised representative of the Company on 28 May 2013, and the chief executive officer of the Company on 10 September 2013. Mr. LF Wong has over 30 years of experience in the building construction industry of Hong Kong. Mr. LF Wong is a registered professional engineer (building) in Hong Kong, a registered professional surveyor (quantity surveying) in Hong Kong, a member of The Hong Kong Institution of Engineers, a member of The Hong Kong Institute of Surveyors, a member of The Chartered Institute of Building (the United Kingdom) and a member of The Royal Institution of Chartered Surveyors (the United Kingdom).

Mr. Wong Chi Kin, Jesse (“Mr. Jesse Wong”), aged 59, is the commercial director of Wan Chung Construction Company Limited and is responsible for the Group’s strategic planning, corporate business development and management of construction projects in Hong Kong. Mr. Jesse Wong has been the representative of the Group in the Hong Kong Construction Association since 1999. Mr. Jesse Wong has been elected as the 68th and 69th council member of the Hong Kong Construction Association for 2015/2017 and 2017/2019 respectively. Mr. Jesse Wong has over 30 years of experience in the building construction industry of Hong Kong. Prior to joining the Group in 1996, Mr. Jesse Wong had held various positions in quantity surveying, including senior quantity surveyor of H.A. Brechin & Co between 1990 and 1994, quantity surveyor of Franklin & Andrews Construction Cost Management Consultants between 1989 and 1990 and trainee of Kumagai Gumi (H.K.) Limited between 1982 and 1985. Mr. Jesse Wong is a registered professional surveyor (Quantity Surveying) in Hong Kong and a fellow member of The Hong Kong Institute of Surveyors. Mr. Jesse Wong obtained a bachelor degree of science in quantity surveying from Southbank Polytechnic of London in 1989. Mr. Jesse Wong also received a master degree of business administration (executive) from the City University of Hong Kong in 2010.

Mr. So Siu Cheong (“Mr. So”), aged 53, is the director of Wan Chung Construction Company Limited. Mr. So joined the Group in 2006 and has over 23 years of experience in the construction industry of Hong Kong. He also has 7 years of experience of the construction industry in Taiwan from 1999 to 2006. Mr. So is a member of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors (the United Kingdom). He obtained a bachelor degree of laws from the University of Wolverhampton in 2006 and a bachelor degree of science in quantity surveying from The University of Hong Kong in 1991.

Ms. Lee Wai King (“Ms. Lee”), aged 44, is the director of Wan Chung Construction Company Limited. Ms. Lee joined the Group in 1998 and has over 22 years of experience in the construction industry of Hong Kong. Ms. Lee obtained a professional diploma in occupational safety & health from the School of Continuing Education of Hong Kong Baptist University in 2010 and a bachelor degree of arts from The Chinese University of Hong Kong in 1998.

Mr. Datuk Eng Son Yam (“Mr. Datuk Eng”), aged 69, is the managing director of Wan Chung Construction (Singapore) Pte. Ltd. (“**Wan Chung Singapore**”), responsible for the strategic planning and development of the Wan Chung Singapore. Mr. Datuk Eng has more than 30 years of experience in the building industry of Singapore and Malaysia. Mr. Datuk Eng had undertaken construction projects in housing, hospital, integrated resort and religious establishment. Mr. Datuk Eng has also endeavored in property development ventures in Singapore and Malaysia. Over the years, Mr. Datuk Eng has built up a strong network with key players in this industry. Mr. Datuk Eng was also active in social work particularly education for the young in Malacca (Datuk Eng’s birth place). In recognition of his contribution towards the local school, Mr. Datuk Eng was conferred “DSM Datuk” by the Governor of Malacca, Malaysia. Mr. Datuk Eng obtained a diploma

in business administration from the Singapore Chinese Chamber Institute of Business in 2008. Mr. Datuk Eng completed an Executive Program on Oriental-Western Wisdom and Business Management at the School of Continuing Education, Tsinghua University in October 2013.

Mr. Tan Chwee Kee (“**Mr. Tan**”), aged 66, is the deputy managing director of Wan Chung Construction (Singapore) Pte. Ltd.. Mr. Tan has more than 30 years of experience in project management, property development, building design and construction. Prior to joining Wan Chung Singapore in August 2011, Mr. Tan was the project director of HLH Development Pte Ltd, a property development arm of SGX-ST listed group, HLH Group Limited. From 2005-2007, Mr. Tan was with Chip Eng Seng Corporation Ltd, a construction and property development group listed on the SGX-ST, as the assistant general manager of The Pinnacle@Duxton project, the first 50-storey high dense public housing project launched by the government. It was the winning design of an international design competition and features the sky gardens at mix storeys and top storey linking all the blocks together. Mr. Tan led the technical team and was instrumental in addressing the design issues of the technically challenging sky-gardens construction. Between 1995-2004, Mr. Tan was the CEO of Hong Lai Huat Construction Pte Ltd. Mr. Tan started his career as a structural engineer in The Housing and Development Board in 1982. Mr. Tan has a Bachelor Degree in Civil Engineering from The National University of Singapore and is a registered Professional Engineer with the Singapore Professional Engineer with the Singapore Professional Engineer Board.

(7) MATERIAL CONTRACTS

The following material contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by members of the Group within two years immediately preceding the Latest Practicable Date and are or may be material:

- (a) the sale and purchase agreement dated 20 January 2020 entered into between Silver Sky Worldwide Holdings Limited, a wholly-owned subsidiary of the Company, and Jiangyin Meihong Plastic Electronics Co., Ltd. in relation to the disposal of the entire issued share capital of Pure Fountain Holdings Limited and the related shareholder’s loan by Silver Sky Worldwide Holdings Limited to Jiangyin Meihong Plastic Electronics Co., Ltd at a consideration of RMB8,000,001;
- (b) the deed of assignment of the loan dated 28 February 2020 pursuant to which Silver Sky Worldwide Holdings Limited assigned and Jiangyin Meihong Plastic Electronics Co., Ltd. purchased the outstanding loan owed by Pure Fountain Holdings Limited to Silver Sky Worldwide Holdings Limited in an aggregate amount of HK\$224,351,233; and
- (c) the Placing Agreement.

(8) LITIGATION

Save as the Demand Letter issued by the legal adviser of Mr. Wong Law Fai disclosed in the section headed “Working Capital Statement” in Appendix I to this prospectus, no member of the Group was engaged in any litigation or arbitration of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group as at the Latest Practicable Date.

(9) EXPERT’S QUALIFICATION AND CONSENT

The following is the qualification of the expert who has given an opinion or advice contained in this prospectus:

Name	Qualification
RSM Hong Kong	Certified Public Accountants

As at the Latest Practicable Date, RSM Hong Kong was not beneficially interested in the share capital of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any Shares, convertible securities, warrants, options or derivatives which carry voting rights in any member of the Group nor did it have any interest, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2021, being the date to which the latest published audited financial statements of the Group were made up.

RSM Hong Kong has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or references to its name in the form and context in which they are included.

(10) GENERAL

- (a) The business address of the senior management of the Company is Room 2001 & 10, 20/F, No. 118 Connaught Road West, Hong Kong.
- (b) The company secretary of the Company is Mr. Cheung Yiu Kuen, a member of the Hong Kong Institute of Certified Public Accountants.
- (c) The registered office of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.
- (d) The head office and principal place of business of the Company in Hong Kong is Room 2001 & 10, 20/F, No. 118 Connaught Road West, Hong Kong.

- (e) The principal share registrar and transfer office of the Company is Ocorian Trust (Cayman) Limited at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.
- (f) The Hong Kong branch share registrar and transfer office of the Company is Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.
- (g) As at the Latest Practicable Date, there was no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside of Hong Kong.
- (h) In the event of inconsistency, the English text of this prospectus and the PAL shall prevail over the Chinese text.

(11) EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, printing, registration, translation, legal, accounting and documentation charges are estimated to be approximately HK\$1.5 million, which are payable by the Company.

(12) CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered Office of the Company	Windward 3, Regatta Office Park PO Box 1350 Grand Cayman, KY1-1108 Cayman Islands
Company Secretary	Mr. Cheung Yiu Kuen (a member of the Hong Kong Institute of Certified Public Accountants)
Authorised representatives	Mr. Chau Chit Room 2001 & 10, 20/F No. 118 Connaught Road West Hong Kong Mr. Cheung Yiu Kuen Room 2001 & 10, 20/F No. 118 Connaught Road West Hong Kong

Auditor	RSM Hong Kong 29th Floor Lee Garden Two 28 Yun Ping Road Causeway Bay Hong Kong
Principal share registrar and transfer office	Ocorian Trust (Cayman) Limited Windward 3, Regatta Office Park PO Box 1350 Grand Cayman, KY1-1108 Cayman Islands
Share registrar and transfer office	Union Registrars Limited Suites 3301-04, 33/F. Two Chinachem Exchange Square 338 King's Road North Point Hong Kong
Principal banker	Bank of China (Hong Kong) Limited Bank of China Tower 1 Garden Road Hong Kong
Legal advisers to the Company	Simmons & Simmons 30/F One Taikoo Place 979 King's Road Hong Kong
Placing Agent	Alliance Capital Partners Limited Room 1502-1503A 15/F Wing On House 71 Des Voeux Road Central Hong Kong

(13) DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of this prospectus, together with copies of the Provisional Allotment Letter(s) and the written consent referred to in the section headed “(9) Expert’s Qualification and Consent” in this appendix have been delivered to the Registrar of Companies in Hong Kong for registration as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

(14) LEGAL EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, so far as applicable.

(15) DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at Room 2001 & 10, 20/F, No. 118 Connaught Road West, Hong Kong, during normal business hours for a period of 14 days from the date of this prospectus:

- (a) the amended and restated memorandum and articles of association of the Company;
- (b) the annual reports of the Company for each of the two years ended 31 March 2019 and 2020;
- (c) the annual results announcement of the Company for the year ended 31 March 2021;
- (d) the letter from the Board to the Shareholders, the text of which is set out on pages 11 to 37 of this prospectus;
- (e) the letter from RSM Hong Kong dated 7 July 2021 in respect of the unaudited pro forma financial information on the Group, the text of which is set out in Appendix II to this prospectus;
- (f) the material contracts referred to in the section headed “(7) Material Contracts” in this appendix;
- (g) the written consent referred to in the section headed “(9) Expert’s Qualification and Consent” in this appendix;
- (h) the Undertaking; and
- (i) the Prospectus Documents.