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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 29 January 2008 (the “Prospectus”) issued by New Media Group Holdings Limited (the “Company”) for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

Prospective investors of the Offer Shares should note that the Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate the obligations of the Underwriters under the Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set forth in the section headed “Underwriting – Underwriting Arrangements and Expenses – Grounds for termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.



新傳媒集團控股有限公司
NEW MEDIA GROUP HOLDINGS LIMITED
(incorporated in Hong Kong with limited liability)

LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF
PLACING AND PUBLIC OFFER

Number of Offer Shares	: 150,000,000 Shares
Number of Public Offer Shares	: 15,000,000 Shares (subject to re-allocation)
Number of Placing Shares	135,000,000 Shares (subject to re-allocation)
Offer Price	: Not more than HK\$0.75 per Offer Share and expected to be not less than HK\$0.60 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.004% and a Stock Exchange trading fee of 0.005%)
Nominal value	: HK\$0.01 per Share
Stock code	: 708

Joint Sponsors



永豐金證券（亞洲）有限公司
SinoPac Securities (Asia) Limited



英皇融資有限公司
Emperor Capital Limited

Lead Manager



英皇證券（香港）有限公司
Emperor Securities Limited

Application has been made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus and the Application Forms, including any Shares to be issued pursuant to the Capitalisation Issue and the Share Offer and any Shares which may be issued upon the exercise of the options which may be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme, on the Main Board. Dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, 12 February 2008. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares 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 Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Share Offer comprises the Placing and the Public Offer. A total of 150,000,000 Offer Shares will be initially made available under the Share Offer, of which 135,000,000 Placing Shares, representing 90% of the Offer Shares initially available under the Share Offer, will conditionally be placed with selected professional and institutional investors and other investors under the Placing. The remaining 15,000,000 Public Offer Shares (including 1,500,000 Shares initially available for subscription by eligible full-time employees (“Eligible Employees”) of the Group on a preferential basis), representing 10% of the Offer Shares initially available under the Share Offer, will be offered to the public in Hong Kong for subscription under the Public Offer. Shares initially being offered under both the Placing and the Public Offer are subject to reallocation. The total number of Public Offer Shares available under the Public Offer (without taking into account any adjustment in the number of Offer Shares allocated between the Public Offer and the Placing and after deducting 1,500,000 Offer Shares available for subscription by Eligible Employees using **PINK** application forms) is to be divided into two pools for allocation purposes: pool A and pool B. The Public Offer Shares in pool A will consist of not less than 6,750,000 Public Offer Shares and will be allocated on an equitable basis to successful applicants who have validly applied for Public Offer Shares with an aggregate subscription price (excluding amounts of brokerage, SFC transaction levy and Stock Exchange trading fee payable) of HK\$5 million or less. The Public Offer Shares in pool B will consist of not less than 6,750,000 Public Offer Shares and will be allocated on an equitable basis to successful applicants who have validly applied for Public Offer Shares with an aggregate subscription price (excluding amounts of brokerage, SFC transaction levy and Stock Exchange trading fee payable) of more than HK\$5 million and up to the total value of pool B. You should be aware that (i) applications within the same pool, and as well as between different pools, are likely to receive different allocation ratios. Where one of the pools is under-subscribed and the other pool is over-subscribed, the surplus Public Offer Shares from the under-subscribed pool will be transferred to the over-subscribed pool to satisfy excess demand in the over-subscribed pool and be allocated accordingly. You can only apply to receive an allocation of Public Offer Shares in either pool A or pool B but not from both pools. No application will be accepted from investors applying for more than the total number of Public Offer Shares originally allocated to each pool. Multiple applications or suspected multiple applications within either pool or between pools will be identified and rejected. You will also be required to give an undertaking and confirmation in the Application Form submitted by you that you and any person(s) for whose benefit you are making the application have not indicated and will not indicate an interest for any Placing Shares under the Placing, and your application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be). The Company and the Lead Manager (in its capacity as agent of the Company) have full discretion to reject or accept any application, or to accept only part of an application; and (ii) should the gross proceeds raised from the Public Offer be less than HK\$10,000,000, the balance of the Public Offer Shares (after deducting of the Public Offer Shares validly applied for by **PINK** application forms and including any Offer Shares re-allocated from the Placing to the Public Offer) will not be divided equally into the aforementioned pool A and pool B.

Allocation of the Public Offer Shares to investors under the Public Offer will be based solely on the level of valid applications received under the Public Offer. When there is over-subscription under the Public Offer, allocation of the Public Offer Shares may involve balloting, which would mean that some applicants may be allotted more Shares than others who have applied for the same number of the Shares, and those applicants who are not successful in the ballot may not receive any Share.

Only one application on a **WHITE** or **YELLOW** application form or by way of giving **electronic application instructions** to HKSCC via CCASS or to the eIPO Service Provider under the **White Form eIPO** service may be made for the benefit of any person. If the applicants are Eligible Employees and are not chief executives or directors of the Company or any of its subsidiaries, nor existing beneficial owners of shares of the Company or any of their respective Associates, and apply on a **PINK** application form, they may also apply for the Public Offer Shares on a **WHITE** or **YELLOW** application form or by way of giving **electronic application instructions** to HKSCC or to the eIPO Service Provider under the **White Form eIPO** service. **Any application for more than 100% of the Public Offer Shares being initially offered for subscription under PINK application form, being 1,500,000 Shares, will be rejected.** Applicants for the Public Offer Shares under the Public Offer are required to undertake and confirm that they or the relevant beneficial owner(s) will not and have not indicated an interest for, applied for, received or taken up (including conditionally and/or provisionally) any Shares under the Placing nor participated in the Placing.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms. Applicants who would like to be allotted the Public Offer Shares in their own names should complete and sign (i) the **WHITE** application forms or (ii) apply by means of **White Form eIPO** by submitting an application to the eIPO Service Provider through the designated website at **www.eipo.com.hk** for the **White Form eIPO** service. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should complete and sign (i) the **YELLOW** application form, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 29 January 2008 until 12:00 noon on Friday, 1 February 2008 at the Depository Counter of HKSCC at 2nd Floor, Viewood Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have the **YELLOW** application forms and Prospectus available or (ii) give **electronic application instructions** to HKSCC via CCASS.

The Share Offer is conditional on the conditions as stated in the section headed “Structure of the Share Offer – Conditions of the Share Offer” in the Prospectus. If any of the conditions are not fulfilled or waived prior to the times and dates specified in the Prospectus, the Share Offer will thereby lapse and all application monies, together with the brokerage, the SFC transaction levy and the Stock Exchange trading fee received from applicants under the Share Offer, will be returned to the applicants, without interest, on the terms set out in the section headed “How to Apply for Public Offer Shares – Despatch/Collection of Share Certificates and Refund Cheque” in the Prospectus. Refund of application monies will also be made, in accordance with such terms and conditions, in respect of wholly or partially unsuccessful applications or if the Offer Price as finally determined is less than HK\$0.75 per Offer Share.

The Offer Price will not be more than HK\$0.75 per Offer Share and is currently expected to be not less than HK\$0.60 per Offer Share. The Offer Price is expected to be fixed by agreement between the Lead Manager (for itself and on behalf of the Underwriters) and the Company at or before 6:00 p.m. on Friday, 1 February 2008. Applicants for the Public Offer Shares must pay, on application, the maximum Offer Price of HK\$0.75 per Offer Share plus 1% brokerage, 0.004% SFC transaction levy and 0.005% Stock Exchange trading fee. The Lead Manager (for itself and on behalf of the Underwriters) may, with the consent of the Company, reduce the indicative Offer Price range below that stated in the Prospectus (which is between HK\$0.60 and HK\$0.75 per Offer Share) at any time prior to the morning of the last day for lodging applications under the Public Offer. In such case, notices of the reduction in the indicative Offer Price range will be published in The Standard (in English) and the Sing Tao Daily and the Hong Kong Daily News (both in Chinese) as soon as practicable following the decision to make such reduction. If applications for the Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn by virtue only of the reduction of the Offer Price. **If, for any reason, the Offer Price is not agreed by 12:00 noon on Tuesday, 5 February, 2008 between the Company and the Lead Manager (for itself and on behalf of the Underwriters) by the Price Determination Date, the Share Offer will not proceed and will lapse.**

Copies of the Prospectus, together with the **WHITE** application forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 29 January 2008, until 12:00 noon on Friday, 1 February 2008 at:

- Any of the following addresses of the Lead Manager, the Underwriters and the Joint Sponsors;
Emperor Securities Limited at 23rd-24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong
3V Capital Limited at Unit 2102, 21/F, Worldwide House, 19 Des Voeux Road Central, Hong Kong
SinoPac Securities (Asia) Limited at 23rd Floor, Two International Finance Centre, No. 8 Finance Street, Hong Kong
Emperor Capital Limited at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong

2. any one of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

District	Branch	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Central Branch	Shop no. 16, G/F and Lower G/F, New World Tower, 16-18 Queen's Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Leighton Centre Branch	Shop 12-16, UG/F, Leighton Centre, 77 Leighton Road, Causeway Bay
	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
New Territories	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
	Shatin Centre Branch	Shop 32C, Level 3, Shatin Shopping Arcade, Shatin Centre, 2-16 Wang Pok Street, Shatin
	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Metroplaza Branch	Shop No. 186-188, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Fong, N.T.
	Yuen Long Branch	140, Yuen Long Main Road, Yuen Long

Eligible Employees can collect a copy of the Prospectus, together with the **PINK** application form, at the Company's registered office and principal place of business in Hong Kong at 10th Floor, Johnson Building, No. 14-16, Lee Chung Street, Chai Wan, Hong Kong.

Both **WHITE** and **YELLOW** application forms, completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders should be payable to "Horsford Nominees Limited – New Media Public Offer" and securely stapled, should be deposited in any of the special collection boxes provided at any one of the branches of Standard Chartered Bank (Hong Kong) Limited referred to above on the following dates during the following times:

Tuesday, 29 January 2008	–	9:00 a.m. to 5:00 p.m.
Wednesday, 30 January 2008	–	9:00 a.m. to 5:00 p.m.
Thursday, 31 January 2008	–	9:00 a.m. to 5:00 p.m.
Friday, 1 February 2008	–	9:00 a.m. to 12:00 noon

Applicants applying by **White Form eIPO** may submit applications to the eIPO Service Provider through the designated website at **www.eipo.com.hk** from 9:00 a.m. on Tuesday, 29 January 2008 until 11:30 a.m. on Friday, 1 February 2008 (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 1 February 2008, the last application day. Applicants will not be permitted to submit applications to the eIPO Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained a payment reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists under the Public Offer close.

PINK application forms, duly completed in all respects (to which one cheque or banker's cashier order should be securely stapled), should be returned to Ms. Chan Yuk Chun (the company secretary of the Company) at the Company's registered office and principal place of business in Hong Kong at 10th Floor, Johnson Building, No. 14-16, Lee Chung Street, Chai Wan, Hong Kong no later than 4:00 p.m. on Thursday, 31 January 2008.

Investors can also apply for Public Offer Shares by giving **electronic application instructions** to HKSCC as follows:

- CCASS Investor Participants can give **electronic application instructions** to HKSCC through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants on their behalf if they go to the Customer Service Centre of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong and complete an input request form. Prospectuses are also available for collection at the Customer Service Centre of HKSCC; and
- those who are not CCASS Investor Participants can instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give **electronic application instructions** to HKSCC via CCASS terminals to apply for Public Offer Shares on their behalf.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, 29 January 2008	–	9:00 a.m. to 8:30 p.m. (note 1)
Wednesday, 30 January 2008	–	8:00 a.m. to 8:30 p.m. (note 1)
Thursday, 31 January 2008	–	8:00 a.m. to 8:30 p.m. (note 1)
Friday, 1 February 2008	–	8:00 a.m. (note 1) to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 29 January 2008 until 12:00 noon on Friday, 1 February 2008 (24 hours daily, except the last application day).

The application lists will open from 11:45 a.m. to 12:00 noon on Friday, 1 February 2008 (or such later date as may apply in case of certain bad weather conditions as described in the section headed "How to apply for Public Offer Shares" under the respective sub-paragraphs in the Prospectus relating to the effect of bad weather on the opening of the application lists, on electronic application under **White Form eIPO** service and on inputting **electronic application instructions**).

Subject to the terms and conditions set out in the Prospectus and the related Application Forms, applications under the **WHITE** or **YELLOW** application forms or through **electronic application instructions** to HKSCC or to the eIPO Service Provider under the **White Form eIPO** service must be received by no later than 12:00 noon on Friday, 1 February 2008 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to apply for Public Offer Shares" under the respective sub-paragraphs in the Prospectus relating to the effect of bad weather on the opening of the application lists, on electronic application under **White Form eIPO** service and on inputting **electronic application instructions**). The Company expects to announce the final Offer Price, the level of indication of interest in the Placing and the basis of allotment of the Public Offer Shares in The Standard (in English) and the Sing Tao Daily and the Hong Kong Daily News (both in Chinese) on Monday, 11 February 2008.

Results of allocations in the Public Offer, including the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants (where supplied) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** application forms, by giving **electronic application instructions** to HKSCC or to the eIPO Service Provider under the **White Form eIPO**, will be made available at the times and dates and in the manner specified below:

- results of allocations will be available from the Public Offer allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Public Offer Shares allocated to them, if any, by calling 2980 1833 between 9:00 a.m. and 6:00 p.m. on Monday, 11 February 2008 to Thursday, 14 February 2008;
- results of allocations will be available from the website at **www.tricor.com.hk/ipa/result** on a 24-hour basis from 8:00 a.m. Monday, 11 February 2008 to 12:00 midnight on Thursday, 14 February 2008. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration number provided in his/her/its application form to search for his/her/its own allocation result; and
- special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches from Monday, 11 February 2008 to Wednesday, 13 February 2008 at all the receiving bank branches at the addresses set out in the paragraph headed "Where to collect the Prospectus and Application Forms" under the section headed "How to apply for Public Offer Shares" in the Prospectus.

If you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** application form or through **White Form eIPO** service and have indicated on your Application Form that you wish to collect your Share certificate(s) and/or refund cheque (if any) in person, you may collect it/them in person from the Company's share registrar in Hong Kong, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspapers as the date of despatch of share certificates and refund cheques, which is expected to be Monday, 11 February 2008. Individual applicants who opt for personal collection must not authorise any other person to make collection on their behalf. Applicants being corporations who opt for personal collection must attend by their authorised representatives bearing letters of authorisation from their corporations stamped with the corporations' chops. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, identification documents and (where applicable) authorisation documents which must correspond to the information contained in the relevant Application Form, acceptable to Tricor Secretaries Limited, to collect the Share certificate(s) and/or refund cheque, if any.

If you do not collect your Share certificate(s) and/or refund cheque (if any) in person within the specified time, it/they will be sent to the address on your Application Form by ordinary post at your own risk.

If you have applied for less than 1,000,000 Public Offer Shares or if you have applied for 1,000,000 Public Offer Shares or more and have not indicated on your Application Form that you wish to collect your Share certificate(s) (where applicable) and/or refund cheque (if any) in person, your Share certificate(s) and/or refund cheque (if any) will be sent to the address on your Application Form on the date notified by the Company in the newspapers as the date of despatch of Share certificates and refund cheques by ordinary post at your own risk.

If you have applied for the Public Offer Shares on a **YELLOW** application form or by giving **electronic application instructions** to HKSCC and your application is wholly or partially successful, your Share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS Investor Participant stock account or the stock account of your designated CCASS Participant submitting **YELLOW** application forms or giving **electronic application instructions** on your behalf as instructed by you at the close of business on Monday, 11 February 2008 or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. You should check the number of Public Offer Shares allotted to you with your designated CCASS Participant if you are applying through a designated CCASS Participant (other than a CCASS Investor Participant). If you have applied for the Public Offer Shares as a CCASS Investor Participant, we expect to publish the results of CCASS Investor Participants' applications together with the results of the Public Offer in The Standard (in English) or in the Sing Tao Daily and the Hong Kong Daily News (both in Chinese) on Monday, 11 February 2008. You should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Monday, 11 February 2008 or such other date as shall be determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Public Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) if you are applying as a CCASS Investor Participant. For CCASS Investor Participants, HKSCC will also make available an activity statement showing the number of Public Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies credited to your designated bank account, if you have given **electronic application instructions** to HKSCC. You can check the amount of refund money payable to you through the designated CCASS Broker/Custodian Participant giving **electronic application instructions** on your behalf. If you have applied for 1,000,000 Public Offer Shares or more on a **YELLOW** application form and have indicated on your Application Form that you wish to collect your refund cheque (if any) in person, then you should follow the collection procedures for applicants using **WHITE** application forms as mentioned above.

Where you have applied for the Public Offer Shares using a **PINK** application form, the Share certificate(s) and/or refund cheque (if any) will be sent to the your address specified on the Application Form on the date of despatch, which is expected to be on Monday, 11 February 2008 by ordinary post and at your own risk.

The Company will not issue any temporary documents of title or evidence of title. No receipt will be issued for application monies paid.

If your application is wholly or partially unsuccessful or if the final Offer Price is determined at less than HK\$0.75 per Offer Share, the Company will refund the appropriate amount of your application monies, brokerage, SFC transaction levy and Stock Exchange trading fee to you without interest. All refunds will be made by a cheque crossed "Account payee only", and made out to you, or, if you are joint applicants, to the first-named applicant on your Application Form. If you have given **electronic application instructions** to HKSCC via CCASS, refunds (if any) will be credited to your CCASS Investor Participant designated bank account or the designated bank account of the designated CCASS Participant through which you are applying on Monday, 11 February 2008.

The Share certificates will only become valid evidence of title if the Share Offer has become unconditional and the Underwriting Agreement has not been terminated in accordance with its terms.

Dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, 12 February 2008. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 708.

By order of the Board
New Media Group Holdings Limited
Percy Hughes, Shirley
Director

Hong Kong, 29 January 2008

As at the date of this announcement, the executive Directors are Ms. Percy Hughes, Shirley, Mr. Lee Che Keung, Danny, Mr. Wong Chi Fai and Ms. Fan Man Seung, Vanessa, and the independent non-executive Directors are Ms. Hui Wai Man, Shirley, Mr. Tse Hin Lin, Arnold and Ms. Kwan Shin Luen, Susanna.