



YU MING INVESTMENT MANAGEMENT LIMITED
禹銘投資管理有限公司

28 July 2015

To the Independent Shareholders

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY
YU MING INVESTMENT MANAGEMENT LIMITED
ON BEHALF OF
MILLION TOP ENTERPRISES LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
ETS GROUP LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY OR AGREED
TO BE ACQUIRED BY MILLION TOP ENTERPRISES LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

On 5 June 2015 (after trading hours), the Offeror, the Vendor, the Offeror's Guarantor and the Vendor's Guarantors entered into the Sale and Purchase Agreement, pursuant to which the Offeror had conditionally agreed to acquire and the Vendor had conditionally agreed to sell the Sale Shares, being 185,000,000 Shares for a total Consideration of HK\$222,000,000, equivalent to HK\$1.2 per Sale Share. The Sale Shares represented approximately 66.07% of the entire issued share capital of the Company as at the Latest Practicable Date. On 21 July 2015, the Sale and Purchase Agreement became unconditional and Completion took place.

Prior to Completion, the Offeror and parties acting in concert with it were interested in 25,000,000 Shares, representing approximately 8.93% of the entire issued share capital of the Company. Immediately following Completion and as at the Latest Practicable Date, the Offeror and parties acting in concert with it held 210,000,000 Shares, representing 75% of the entire issued share capital of the Company. Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make an unconditional mandatory cash offer for all the issued Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it).

This letter sets out, amongst other things, the principal terms of the Offer, together with the information on the Offeror and the Offeror's intentions regarding the Group. Further details of the terms of the Offer and procedures for acceptance are also set out in Appendix I to this Composite Document and the accompanying Form of Acceptance and Transfer.



THE OFFER

Principal terms of the Offer

Yu Ming, on behalf of the Offeror, hereby makes the Offer, which is unconditional in all respects, to all the Independent Shareholders for all the issued Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it) on the following basis:-

For each Offer Share HK\$ 1.2 in cash

The Offer Price of HK\$1.2 per Offer Share is the same as the purchase price per Sale Share paid by the Offeror to the Vendor under the Sale and Purchase Agreement.

As at the Latest Practicable Date, there were 280,000,000 Shares in issue, and the Company did not have any outstanding options, warrants, derivatives or convertibles which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

Further details of the terms of the Offer and procedures for acceptance are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance and Transfer.

Comparison of value

The Offer Price of HK\$1.2 per Offer Share represents:

- (i) a discount of approximately 34.1% to the closing price of HK\$1.82 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 34.4% to the average closing price of approximately HK\$1.83 per Share for the last five trading days immediately prior to and including the Last Trading Day;
- (iii) a discount of approximately 30.6% to the average closing price of approximately HK\$1.73 per Share for the last ten trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 20.0% to the average closing price of approximately HK\$1.50 per Share for the last thirty trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 25.9% to the closing price of HK\$1.62 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and



- (vi) a premium of approximately 2.24 times over the audited net asset value of the Group attributable to the Shareholders of approximately HK\$0.37 per Share as at 31 December 2014.

Highest and lowest Share prices

The highest closing price of the Shares as quoted on the Stock Exchange during the Relevant Period was HK\$2.24 per Share on 11 June 2015 and the lowest closing price of the Shares as quoted on the Stock Exchange during the Relevant Period was HK\$1.2 on 8 July 2015.

Value of the Offer

As at the Latest Practicable Date, there were 280,000,000 Shares in issue. Based on the Offer Price of HK\$1.2 per Offer Share, the entire issued share capital of the Company is valued at HK\$336,000,000. As the Offeror and parties acting in concert with it held 210,000,000 Shares as at the Latest Practicable Date, only 70,000,000 Shares are subject to the Offer. In the event that the Offer is accepted in full by the Independent Shareholders, the aggregate amount payable by the Offeror under the Offer will be HK\$84,000,000.

Confirmation of financial resources

The Offeror will finance the Offer by way of its internal financial resources. Yu Ming, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer.

The Offeror does not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) be dependent on the business of the Company.

Effect of accepting the Offer

By validly accepting the Offer, the Independent Shareholders will sell to the Offeror their Shares fully paid and free from all Encumbrances and together with all rights attaching to them or subsequently becoming attached to them, including the rights to receive in full all dividends and other distributions, if any, declared, made or paid by reference to a record date on or after the date on which the Offer is made, being the date of despatch of this Composite Document. From the date of the Joint Announcement up to the Latest Practicable Date, there was no dividend or distribution declared, paid or made by the Company.

The Offer is unconditional in all respects and will be open for acceptance from the date of this Composite Document until 4:00 p.m. on the Closing Date. Acceptance of the Offer tendered by the Independent Shareholders shall be unconditional and irrevocable once given and cannot be withdrawn except in circumstances set out in Rule 19.2 of the Takeovers Code.



Overseas Shareholders

The Offer is in respect of securities of a company incorporated in the Cayman Islands and is subject to the procedural and disclosure requirements of Hong Kong which may be different from other jurisdictions. Overseas Shareholders who wish to participate in the Offer but with a registered address outside Hong Kong are subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the Offer. Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should, before taking any action as to the Offer, obtain information about and observe relevant applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offer. It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent and any registration or filing which may be required or the compliance with other necessary formalities; regulatory and/or legal requirement and the payment of any transfer or other taxes due in respect of such jurisdictions).

Any acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the local laws and requirements have been complied with and such Overseas Shareholder is permitted under all applicable laws to receive and accept the Offer, and such acceptance shall be valid and binding in accordance with all applicable laws. Overseas Shareholders should consult their professional advisers if in doubt.

Stamp duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher. An amount equivalent to the aforesaid stamp duty will be deducted from the cash amount payable by the Offeror to such Independent Shareholder who accepts the Offer (where the stamp duty calculated includes a fraction of HK\$1, the stamp duty would be rounded-up to the nearest HK\$1). The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).



INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in Hong Kong with limited liability. Save for holding 25,000,000 Shares prior to Completion and the acquisition of the Sale Shares pursuant to the Sale and Purchase Agreement, the Offeror has not conducted any business since its incorporation. The directors of the Offeror are Mr. Tang Shing Bor and his son, Mr. Tang Yiu Sing.

Mr. Tang Shing Bor is the sole ultimate beneficial owner of the Offeror. He has over 40 years' experience in property investment and development, and also has experiences in food and beverage industry, and retail industry in Hong Kong.

INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM since 2012. The Group is principally engaged in providing multi-media contact services and contact centre system in Hong Kong.

Your attention is drawn to the details of the information of the Group as set out under the section headed "Information of the Group" in the "Letter from the Board" and in Appendices II and III to this Composite Document.

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

The Offeror intends to continue the existing businesses of the Group. As at the Latest Practicable Date, the Offeror has no plan to inject any assets or businesses into the Group or to procure the Group to acquire or dispose of any assets.

Immediately after the close of the Offer, the Offeror will conduct a review of the financial position and operations of the Group in order to formulate a long-term strategy for the Group and explore other business/investment opportunities for enhancing its future development and strengthening its revenue bases. As at the Latest Practicable Date, the Offeror has not identified such investment or business opportunities. Up to the Latest Practicable Date, the Offeror has not entered into any agreement, arrangement, understanding, intention or negotiation (concluded or otherwise) about any acquisition of business and/or assets, or disposal, termination or scaling-down of the Group's existing businesses or assets.

The Offeror has no intention to terminate the employment of any employees of the Group or to make significant changes to any employment (except for the proposed change of Board composition as detailed in the section headed "Proposed change of composition of the Board" below and the resignations of Mr. Ling Chiu Yum and Mr. Wong Wai Hon Telly from their positions as director of the relevant members of the Group) or to dispose of or re-allocate the Group's assets which are not in the ordinary and usual course of business of the Group.



Proposed change of composition of the Board

It is intended that each of Mr. Ling Chiu Yum, Mr. Wong Wai Hon Telly, Ms. Chang Men Yee Carol and Mr. Suen Fuk Hoi will resign as executive Director with effect from the date immediately after the close of the Offer.

It is intended that Mr. Tang Yiu Sing, Mr. Yeung Ka Wing and Mr. Tsui Kit Yuan will be appointed as executive Directors and Mr. Tang Shing Bor will be appointed as non-executive Director, in each case, with effect from the date immediately after the despatch of this Composite Document.

Any changes to the Board will be made in compliance with the Takeovers Code and the GEM Listing Rules and further announcement will be made as and when appropriate.

Maintaining the listing status of the Company

The Offeror has no intention to privatise the Group and intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer. The directors of the Offeror and the new directors to be appointed to the Board have jointly and severally undertaken to the Stock Exchange in the event that after the close of the Offer, the public float of the Company falls below 25%, they would take appropriate steps to restore the minimum public float as required under the GEM Listing Rules as soon as possible, to ensure that sufficient public float exists for the Shares.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealing in the Shares.

Under the Sale and Purchase Agreement, the Vendor has undertaken to the Offeror that (i) before the Offer closes, lapses or is withdrawn, the Vendor will not dispose of any Shares beneficially owned by the Vendor (other than the sale of the Sale Shares pursuant to the Sale and Purchase Agreement or any Shares pursuant to the Offer) to persons who are not considered by the Stock Exchange as public under the GEM Listing Rules; and (ii) in the event that the Shares held by the public immediately following the close of the Offer is less than the minimum public float requirement under the GEM Listing Rules other than solely as a result of the acquisition of any Shares by the Offeror pursuant to the Offer, then for the purpose of enabling the Company to satisfy the minimum public float requirement under the GEM Listing Rules, the Vendor will dispose all of the Shares beneficially owned by the Vendor to persons who are considered by the Stock Exchange as public under the GEM Listing Rules.



ACCEPTANCES OF THE OFFER

Procedures for acceptance

To accept the Offer, Independent Shareholders should complete and sign the accompanying Form of Acceptance and Transfer for the Offer Shares in accordance with the instructions printed thereon. The Form of Acceptance and Transfer forms part of the terms of the Offer.

The completed Form of Acceptance and Transfer should then be forwarded, together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of the Offer Shares (and/or any satisfactory indemnity or indemnities required in respect thereof) for not less than the number of the Offer Shares in respect of which the relevant Independent Shareholder intends to tender under the Offer, by post or by hand, to the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in an envelope marked "ETS Group Offer" as soon as possible after the receipt of this Composite Document but in any event not later than 4:00 p.m. on the Closing Date.

No acknowledgement of receipt of any Form of Acceptance and Transfer and the title documents will be given.

Your attention is drawn to the section headed "General procedures for acceptance of the Offer" as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance and Transfer.

Settlement of the Offer

Provided that the accompanying Form of Acceptance and Transfer for the Offer Shares, together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of the Offer Shares (and/or any satisfactory indemnity or indemnities required in respect thereof) are valid, complete and in good order in all respects and have been received by the Registrar by no later than 4:00 p.m. on the Closing Date, a cheque for the amount due to each of the accepting Independent Shareholders in respect of the Offer Shares tendered under the Offer (after deducting the seller's ad valorem stamp duty payable by such Independent Shareholder) will be despatched to each accepting Independent Shareholder by ordinary post at such Shareholder's own risk as soon as possible, but in any event within 7 Business Days after the date of receipt by the Registrar of all relevant documents which render such acceptance complete and valid in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

Settlement of the consideration to which any accepting Independent Shareholder is entitled under the Offer will be implemented by the Offeror in full in accordance with the terms of the Offer (save with respect to the payment of seller's ad valorem stamp duty) set out in this Composite Document (including Appendix I) and the accompanying Form of Acceptance and Transfer without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such accepting Independent Shareholder.



Nominee registration

To ensure equality of treatment of all Independent Shareholders, those registered Independent Shareholders who hold the Shares as nominees for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owner of the Shares, whose investments are registered in nominee names, to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer.

Tax implications

None of the Offeror, the Offeror's ultimate beneficial owner, the Company and parties acting in concert with any of them, Yu Ming, Astrum, the Registrar or any of their respective directors or any persons involved in the Offer is in a position to advise the Independent Shareholders on their individual tax implications. Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. It is emphasised that none of the Offeror, the Offeror's ultimate beneficial owner, the Company and parties acting in concert with any of them, Yu Ming, Astrum, the Registrar or any of their respective directors, officers or associates or any persons involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any person or persons as a result of their acceptance or rejection of the Offer.

COMPULSORY ACQUISITION

The Offeror does not intend to exercise any right which may be available to it under the provisions of the Companies Law (2013 Revision) of the Cayman Islands to compulsorily acquire any outstanding Offer Shares not acquired pursuant to the Offer after the close of the Offer.

GENERAL

All documents and remittances will be sent to the Shareholders by ordinary post at such Shareholder's own risk. These documents and remittances will be sent to them at their respective addresses as they appear in the register of members of the Company, or in the case of joint Shareholders, to the Shareholder whose name appears first in the said register of members, unless otherwise specified in the accompanying Form of Acceptance and Transfer completed, returned and received by the Registrar. None of the Offeror, the Offeror's ultimate beneficial owner, the Company and parties acting in concert with any of them, Yu Ming, Astrum, the Registrar or any of their respective directors, officers or associates or any other person involved in the Offer will be responsible for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.



YU MING INVESTMENT MANAGEMENT LIMITED
禹銘投資管理有限公司

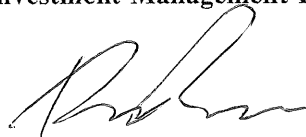
ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Offer set out in the appendices to this Composite Document and the accompanying Form of Acceptance and Transfer, which form part of this Composite Document. In addition, your attention is also drawn to the “Letter from the Board”, the “Letter from the Independent Board Committee” and the letter of advice by the independent financial adviser to the Independent Board Committee as set out in the “Letter from Astrum” of this Composite Document.

Yours faithfully,

For and on behalf of

Yu Ming Investment Management Limited

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Warren Lee

Managing Director

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