

DATE: 14th day of June 2018

LOY HAK YU THOMAS

AND

LOY HAK MOON

**CONFIRMATORY DEED
IN RELATION TO
PARTIES ACTING IN CONCERT**

THIS CONFIRMATORY DEED is made the 14th day of June 2018

BETWEEN:

- (1) **LOY HAK YU THOMAS**, holder of Hong Kong identity card number G804434(0), of Flat B, 51/F, Tower 3, The Grandiose, No. 9 Tong Chun Street, Tseung Kwan O, Hong Kong (“**Mr. Thomas Loy**”);
- (2) **LOY HAK MOON**, holder of Hong Kong identity card number K148837(6), of Flat G, 5/F, Block 4, 8 Oi King Street, Harbour Place, Hung Hom Bay, Kowloon (“**Mr. HM Loy**”)

(collectively the “**Parties**” and individually referred to as a “**Party**”)

WHEREAS:

- (A) Ever Metro International Limited (“**Ever Metro**”) is a company incorporated in the British Virgin Islands and as at the date hereof has an authorised share capital of US\$250,000.00 divided into 250,000 shares of US\$1.00 each. Wan Leader International Limited (萬勵達國際有限公司) (the “**Company**”, together with its subsidiaries referred below as the “**Group**”), a company whose shares are proposed to be listed on the Growth Enterprises Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Listing**”), would undergo a share swap with Ever Metro to complete reorganisation (the “**Reorganisation**”) for purpose of the proposed Listing.
- (B) Mr. Thomas Loy and Mr. HM Loy are natural brothers. As the date hereof, Mr. Thomas Loy held 130,237 shares of, representing 71.65% of the total issued share capital of Ever Metro; Mr. HM Loy held 18,494 shares of Ever Metro, representing 10.17% of the total issued share capital of Ever Metro. Mr. Thomas Loy and Mr. HM Loy, through their respective investment holding company, in total hold 81.82% of the total issued share capital of Ever Metro. After the Reorganisation, Mr. Thomas Loy and Mr. HM Loy, through their respective investment holding company, in total hold 81.82% of the total issued share capital of the Company.
- (C) The Parties have agreed to execute a confirmatory deed (the “**Original Confirmatory Deed**”) to confirm and record the agreement and understanding among the parties hereto for the acknowledgment of their acting in concert relationship for the purpose of the proposed Listing of the Company on 1 November 2017 which was supplemented on 15 May 2018 (the “**Supplemental Deed**”).
- (D) The Parties have agreed to execute this Confirmatory Deed to supersede the Original Confirmatory Deed and Supplemental Deed at their entireties and to confirm and record the agreement and understanding among the Parties hereto for the acknowledgment of their acting in concert relationship.

NOW THIS DEED WITNESSES as follows:

1. ACTING IN CONCERT CONFIRMATION

- 1.1 It is hereby acknowledged and confirmed among each of the Parties that for the

purpose of the proposed Listing, with effect from the Share Offer (as defined in the application proof dated 23 November 2017 of the Company for the purpose of the proposed Listing as amended and supplemented from time to time) becoming unconditional: -

- 1.1.1 they are parties acting in concert (having the meaning as ascribed thereto in the Codes (the “**Takeovers Codes**”) on Takeovers and Mergers and Shares Repurchases published by Securities and Futures Commission of Hong Kong) of the Group would be in exercising and implementing the management and operation of the Group with each other; and
 - 1.1.2 Mr. Thomas Loy shall make the final and binding decision on their behalf on the management and operation of the Company in all events.
- 1.2 It is hereby further acknowledged, confirmed and agreed among each of the Parties that for so long as they remain interested (either directly or indirectly) in the share capital of any of the companies in the Group:
- 1.2.1 they shall act in concert and collectively for all material management affairs and the arrival and/or execution of all commercial decisions, including but not limited to financial and operational matters, of the Group;
 - 1.2.2 they shall give unanimous consent, approval or rejection on any other material issues and decisions in relation to the business of the Group;
 - 1.2.3 they shall cast unanimous vote collectively for or against all resolutions in all meetings and discussions of the Group; and
 - 1.2.4 they shall cooperate with each another to obtain and maintain the consolidated control and the management of the Group.”

2. SUPERSEDES PRIOR AGREEMENTS

- 2.1 In particular, the Original Confirmatory Deed supplemented by the Supplemental Deed is hereby amended and restated to read in its entirety as set forth in this Confirmatory Deed, all with the intention and effect that the Original Confirmatory Deed supplemented by the Supplemental Deed shall hereby be entirely replaced and superseded by this Confirmatory Deed.

3. GOVERNING LAW AND JURISDICTION

- 3.1 This Confirmatory Deed shall be governed by and construed in accordance with the laws of Hong Kong.
- 3.2 The parties hereby irrevocably submit to the non-exclusive jurisdiction of the courts of Hong Kong but this Confirmatory Deed may be enforced in any other court in competent jurisdiction.


IN WITNESS WHEREOF this Confirmatory Deed has been duly executed by all parties hereto the day and year first above written.

SIGNED, SEALED and DELIVERED

by **LOY HAK YU THOMAS**

in the presence of:

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SIGNED, SEALED and DELIVERED

by **LOY HAK MOON**

in the presence of:

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