

IWS Group Holdings Limited (Stock Code: 8441)

Disclosure of interest under Part XV of the Securities and Futures Ordinance
(Cap. 571)

Schedule to Mr. Ma Kiu Sang's Form 3A

Reference is made to the captioned matter. On 28 May 2018, Mr. Ma Ah Muk, Mr. Ma Kiu Sang, Mr. Ma Kiu Mo and Mr. Ma Kiu Man, Vince entered into the attached deed of acting-in-concert confirmation, and therefore are parties to an agreement to which section 317(1)(a) of the Securities and Futures Ordinance applies.

Confirmation of Acting in Concert Arrangements

Date: 28 May 2018

We, the undersigned:

- (1) are members of the Ma's family;
- (2) save for Ma Ah Muk, together are holding 100% shareholding interest in each of (a) International Wing Shing Security Management Limited; (b) International Wing Shing Property Management Limited; (c) IWS Cleaning Services Limited; and (d) IWS Carpark Management Limited (collectively as the "Group"); and
- (3) are the directors of each member of the Group.

We hereby confirm as follows:

- (1) we share the same business goals in relation to the Group and have been acting in concert in all material aspects in the management and/or exercise of voting rights in the Group since the acquisition or incorporation of the relevant member of the Group; and
- (2) for all important decisions relating to the business, operations, financial matters and development that require approval in the shareholders' meetings and/or board meetings of the relevant member of the Group, we have been acting in concert and exercised our voting rights to prepare, nominate, vote and to decide in a unitary manner since we obtained shareholders' rights of the relevant member of the Group.

We hereby undertake as follows:


- (1) for as long as we hold any direct or indirect interest in or acting as directors of the Group, we shall continue to act in concert in the daily operations of the Group, and when exercising voting rights and making major decisions relating to the Group;
- (a) we shall continue to act in concert and exercise the right to propose, nominate, vote and decide in a unitary manner with respect to any important decisions


relating to the business, operations, financial matters and development that require approval in shareholders' meetings and/or board meetings of the Group under the applicable articles of association or equivalent constitutional document and the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited;


- (b). we shall reach a consensus prior to discussing and approving any matters in the shareholders' meetings or board meetings of the Group and exercise our voting rights according to such consensus;
- (c). we shall not entrust any of our equity interests in the Group directly or indirectly in any manner (including by way of trust) to any party;
- (d). without the prior consent of all parties to this confirmation, we shall not transfer or assign our rights and obligations under this confirmation.


This confirmation shall be binding on us and shall remain effective unless all parties to this confirmation unanimously agree to amend or terminate this confirmation.

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Ma Ah Muk


Ma Kiu Sang


Ma Kiu Mo


Ma Kiu Man Vince