

DATE: 21 JUNE 2016

LEE SEUNG HAN

and

PARK HYEOUNG JIN

and

PHUNG NHUONG GIANG

and

SUH SEUNG HYUN

**DEED OF ACTING IN CONCERT CONFIRMATION
AND
UNDERTAKING**

**MICHAEL LI & CO.
19th Floor, Prosperity Tower
39 Queen's Road Central
Central, Hong Kong**

Ref: CCL/KL/KUNG/159316

THIS DEED is made the 21st day of June 2016

BETWEEN:

- (1) **LEE SEUNG HAN** (Holder of Korean passport number M04225994, of Misung Apartment 3-1410, 17 Apgujeong-ro 11-gil, Gangnam-gu, Seoul, Korea (“**Mr. Lee**”);
- (2) **PARK HYEOUNG JIN** (Holder of Korean passport number JR3297008, of Gwanak Apartment 124-604, 20 Hagui-ro Dongan-gu, Anyang-si Gyeonggi-do, Seoul, Korea (“**Mr. Park**”);
- (3) **PHUNG NHUONG GIANG** (Holder of Australian passport number PE0378187, of House 130, Tanjong Rhu Road, #06-20 Pebble Bay, Singapore 436918 (“**Mr. Phung**”); and
- (4) **SUH SEUNG HYUN** (Holder of Korean passport number M23829751, of Shindonga Apartment 703-1406, 19 Manyang-ro, Dangiak-gu, Seoul, Korea (“**Mr. Suh**”);

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

WHEREAS:

- (A) Asia Media Systems Pte. Ltd. (“**AMS**”) is a company incorporated in Singapore with limited liability on 24 May 2006. As at the date of this deed (“**this Deed**”), the entire issued share capital of AMS is beneficially owned as to approximately 26.14% by Mr. Phung, 25.34% by Mr. Suh, 14.71% by Mr. Lee, 14.03% by Mr. Park, 14.03% by Mr. Lee Sung Gue, 3.40% by Mr. Lee Je Eun and 2.35% by Ms. Marilyn Tang (collectively known as, the “**AMS Shareholders**”).
- (B) Future Data Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is a company incorporated in the Cayman Islands with limited liability on 4 January 2016. As at the date of this Deed, the Company is ultimately and beneficially owned by the AMS Shareholders.
- (C) It is the understanding between the Parties hereto that they are parties “acting in concert” (having the meaning as ascribed thereto in The Codes on Takeovers and Mergers and Share Buy-backs published by Securities and Futures Commission of Hong Kong) of each members of the Group during the two financial years of the Group ended 31 December 2014 and 2015 (the “**Track Record Period**”) and up to the date of this Deed (the “**Relevant Period**”).
- (C) The Parties have agreed to execute this Deed 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. CONFIRMATION

- 1.1 It is hereby acknowledged and confirmed between each of the Parties that they have

been parties acting in concert of each members of the Group during the Relevant Period. The Parties acknowledge, confirm and agree that during the Relevant Period:

- (a) they have acted 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 each member of the Group;
- (b) they have given unanimous consent, approval or rejection on any other material issues and decisions in relation to the business of each member of the Group;
- (c) they have cast unanimous vote collectively for or against all decisions and resolutions in all meetings of shareholders and directors of each member of the Group; and
- (d) they have cooperated with each another to obtain and maintain the consolidated control and the management of each member of the Group

(collectively referred as, the “**Acting-in-concert Relationship**”).

- 1.2 It is hereby further acknowledged, confirmed and agreed between each of the Parties that during the period they (by themselves or together with their associates) remain in control (having the meaning as ascribed thereto in the Rules Governing the Listing of Securities on the growth enterprise market of The Stock Exchange of Hong Kong Limited), either directly or indirectly, of the Group until this Deed is terminated by the Parties in writing, they will maintain the Acting-in-concert Relationship.

2. **COUNTERPARTS**

This Deed may be entered into in any number of counterparts, all of which taken together shall constitute one and the same instrument. Any party may enter into this Deed by executing any such counterpart.

3. **GOVERNING LAW AND JURISDICTION**

- 3.1 This 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 Deed may be enforced in any other court in competent jurisdiction.

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

SIGNED, SEALED and DELIVERED

by **LEE SEUNG HAN**

in the presence of:

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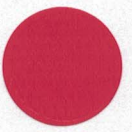


SIGNED, SEALED and DELIVERED

by **PARK HYEOUNG JIN**

in the presence of:

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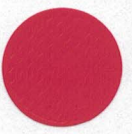


SIGNED, SEALED and DELIVERED

by **PHUNG NHUONG GIANG**

in the presence of:

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SIGNED, SEALED and DELIVERED

by **SUH SEUNG HYUN**

in the presence of:

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