

Dated 3 August 2015

- (1) **SURPLUS BASIC LIMITED**
 - (2) **ACCURATE WIN LIMITED**
 - (3) **CHENG, TENG MAN ANDY 鄭登曼**
-

SECOND SUPPLEMENTAL AGREEMENT

relating to

a sale and purchase agreement dated 31 October 2014
(as amended and supplemented by
the first supplemental agreement dated 30 April 2015
in respect of the entire issued share capital of
and corresponding shareholder's loan due by
Incentive Power Limited

REED SMITH RICHARDS BUTLER
20th Floor
Alexandra House
18 Chater Road
Central
Hong Kong
Ref: 370863.00005

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THIS SUPPLEMENTAL AGREEMENT dated 03/08/ 2015 is entered into

BETWEEN:

- (1) **SURPLUS BASIC LIMITED**, a company incorporated in the British Virgin Islands whose registered address is at Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands (“Purchaser”);
- (2) **ACCURATE WIN LIMITED**, a company incorporated in the British Virgin Islands whose registered address is at CCS Trustee Limited, 263 Main Street, Road Town, Tortola, British Virgin Islands (“Vendor”); and
- (3) **CHENG, TENG MAN ANDY 鄭登曼** (holder of HKID no.: G276940(8)), of Flat 6801, 68/F., The Centre, 99 Queen’s Road Central, Hong Kong (“Guarantor”).

WHEREAS:


- (A) The Purchaser, the Vendor and the Guarantor entered into a sale and purchase agreement (the “Agreement”) dated 31 October 2014 (as amended and supplemented by the first supplemental agreement dated 30 April 2015) pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell, the Sale Shares and the Shareholder’s Loan.
- (B) The parties hereby wish to amend the terms of the Agreement as set out below.

IT IS HEREBY AGREED THAT:-

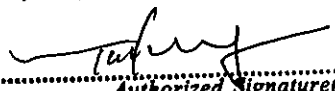
- (A) Terms used in this Supplemental Agreement have the meanings ascribed thereto in the Agreement.
- (B) The parties hereby confirm their agreement to extend the Long Stop Date to 31 October 2015 (or such other date as the Vendor and the Purchaser may agree in writing).
- (C) Save as hereby specifically amended, all other terms of the Agreement shall remain unchanged. The Agreement (as amended hereby) shall continue to remain in full force and effect. The Guarantor hereby irrevocably confirms his continuing obligations as guarantor under the Agreement (as amended hereby).
- (D) This Supplemental Agreement shall be governed by and construed in accordance with the laws of Hong Kong and the parties hereto submit to the non-exclusive jurisdiction of the courts of Hong Kong in connection herewith.

IN WITNESS whereof the parties hereto have executed this Supplemental Agreement the day and year first before written.

SIGNED by)
)
for and on behalf of)
SURPLUS BASIC LIMITED)
in the presence of:-)

For and on behalf of
SURPLUS BASIC LIMITED

.....
Authorized Signature(s)

SIGNED by)
)
for and on behalf of)
ACCURATE WIN LIMITED)
in the presence of:-)

For and on behalf of
ACCURATE WIN LIMITED
準確有限公司

.....
Authorized Signature(s)

SIGNED by **CHENG TENG MAN ANDY**)
)
in the presence of:-)

