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TOM Group Limited
TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)



力世紀有限公司
WE SOLUTIONS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 860)

**JOINT ANNOUNCEMENT
ISSUE AND SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

The TOM Board and the WE Board jointly announce that on 12 October 2018 (after trading hours), TOM and WE have entered into the Subscription Agreement pursuant to which (i) WE has conditionally agreed to subscribe as principal for, and TOM has conditionally agreed to allot and issue, the TOM Subscription Shares at the TOM Subscription Price of HK\$1.916 per TOM Subscription Share; and (ii) TOM has conditionally agreed to subscribe as principal for, and WE has conditionally agreed to allot and issue, the WE Subscription Shares at the WE Subscription Price of HK\$0.910 per WE Subscription Share. The Parties have agreed that the TOM Subscription and the WE Subscription shall be conditional on each other and shall be completed simultaneously.

The TOM Subscription Shares represent approximately 1.68% of the existing issued share capital of TOM as at the date of this announcement and approximately 1.65% of the enlarged issued share capital of TOM immediately after issuing the TOM Subscription Shares (assuming there is no other change in the shareholding structure of TOM before the allotment and issue of the TOM Subscription Shares).

The WE Subscription Shares represent approximately 2.32% of the existing issued share capital of WE as at the date of this announcement and approximately 2.27% of the enlarged issued share capital of WE immediately after issuing the WE Subscription Shares (assuming there is no other change in the shareholding structure of WE before the allotment and issue of the WE Subscription Shares).

The Parties have agreed that the TOM Subscription Consideration in the amount of HK\$124,999,840 and the WE Subscription Consideration in the amount of HK\$124,997,600 shall be set off, with the balance amount of HK\$2,240 to be paid by WE in cash to TOM.

Subject to the fulfilment or waiver (if applicable) of the conditions precedent set out in the Subscription Agreement, closing of the TOM Subscription and closing of the WE Subscription shall take place simultaneously on the Closing Date.

The TOM Subscription Shares and the WE Subscription Shares will be allotted and issued pursuant to the TOM General Mandate and the WE General Mandate, respectively. Accordingly, the TOM Subscription and the WE Subscription are not subject to the approval by the shareholders of TOM and WE, respectively.

Application will be made by TOM to the Listing Committee for the listing of and permission to deal in the TOM Subscription Shares. Application will be made by WE to the Listing Committee for the listing of and permission to deal in the WE Subscription Shares.

WARNING: Completion of the TOM Subscription and the WE Subscription is subject to the fulfilment (or waiver, where applicable) of the conditions set out in the Subscription Agreement, which may or may not proceed. Shareholders and potential investors of TOM and WE are advised to exercise caution when dealing in the TOM Shares and the WE Shares, respectively.

SUBSCRIPTION AGREEMENT

Date

12 October 2018 (after trading hours)

Parties

(1) TOM

(2) WE

To the best of the TOM Board's knowledge, information and belief, having made all reasonable enquiries, WE and its controlling shareholder(s) (as defined under the Listing Rules) are third parties independent of TOM and its connected persons.

To the best of the WE Board's knowledge, information and belief, having made all reasonable enquiries, TOM and its controlling shareholder(s) (as defined under the Listing Rules) are third parties independent of WE and its connected persons.

Subscriptions

Pursuant to the Subscription Agreement, (i) WE has conditionally agreed to subscribe as principal for, and TOM has conditionally agreed to allot and issue, the TOM Subscription Shares at the TOM Subscription Price of HK\$1.916 per TOM Subscription Share; and (ii) TOM has conditionally agreed to subscribe as principal for, and WE has conditionally agreed to allot and issue, the WE Subscription Shares at the WE Subscription Price of HK\$0.910 per WE Subscription Share.

The TOM Subscription Shares represent approximately 1.68% of the existing issued share capital of TOM as at the date of this announcement and approximately 1.65% of the enlarged issued share capital of TOM immediately after issuing the TOM Subscription Shares (assuming there is no other change in the shareholding structure of TOM before the allotment and issue of the TOM Subscription Shares). The aggregate nominal value of the TOM Subscription Shares is HK\$6,524,000.

The WE Subscription Shares represent approximately 2.32% of the existing issued share capital of WE as at the date of this announcement and approximately 2.27% of the enlarged issued share capital of WE immediately after issuing the WE Subscription Shares (assuming there is no other change in the shareholding structure of WE before the allotment and issue of the WE Subscription Shares). The aggregate nominal value of the WE Subscription Shares is HK\$13,736,000.

The Parties have agreed that the TOM Subscription and the WE Subscription shall be conditional on each other and shall be completed simultaneously.

Subscription Prices

The TOM Subscription Price of HK\$1.916 per TOM Subscription Share was negotiated on an arm's length basis between TOM and WE and determined with reference to the average of the closing prices of the TOM Shares as quoted on the Stock Exchange for each of the seven Stock Exchange trading days immediately preceding the date of the Subscription Agreement on which trading in the TOM Shares on the Stock Exchange took place.

The TOM Subscription Price of HK\$1.916 per TOM Subscription Share represents:

- (i) a premium of approximately 1.38% to the closing price of HK\$1.890 per TOM Share as quoted on the Stock Exchange as at the Last Trading Day;
- (ii) a premium of approximately 0.42% to the average closing price of HK\$1.908 per TOM Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and
- (iii) a premium of approximately 0.05% to the average closing price of HK\$1.915 per TOM Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day.

The WE Subscription Price of HK\$0.910 per WE Subscription Share was negotiated on an arm's length basis between TOM and WE and determined with reference to the average of the closing prices of the WE Shares as quoted on the Stock Exchange for each of the seven Stock Exchange trading days immediately preceding the date of the Subscription Agreement on which trading in the WE Shares on the Stock Exchange took place.

The WE Subscription Price of HK\$0.910 per WE Subscription Share represents:

- (i) a premium of approximately 16.67% to the closing price of HK\$0.780 per WE Share as quoted on the Stock Exchange as at the Last Trading Day;
- (ii) a premium of approximately 7.57% to the average closing price of HK\$0.846 per WE Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and
- (iii) a discount of approximately 0.33% to the average closing price of HK\$0.913 per WE Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day.

Settlement of Subscription Considerations

The Parties have agreed that the TOM Subscription Consideration in the amount of HK\$124,999,840 and the WE Subscription Consideration in the amount of HK\$124,997,600 shall be set off, with the balance amount of HK\$2,240 to be paid by WE in cash to TOM.

Conditions Precedent

Completion of the TOM Subscription is conditional upon the fulfilment or waiver (if applicable) of the following conditions:

- (i) the Listing Committee granting listing of and permission to deal in the TOM Subscription Shares (and such listing and permission not subsequently revoked prior to the Closing);
- (ii) there being no breach of any of the TOM Warranties; and
- (iii) the WE Subscription being completed simultaneously.

Completion of the WE Subscription is conditional upon the fulfilment or waiver (if applicable) of the following conditions:

- (a) the Listing Committee granting listing of and permission to deal in the WE Subscription Shares (and such listing and permission not subsequently revoked prior to the Closing);
- (b) there being no breach of any of the WE Warranties; and
- (c) the TOM Subscription being completed simultaneously.

If any of the above conditions are not fulfilled or waived (save that the conditions set out in the above paragraphs (i), (iii), (a) and (c) cannot be waived) within 28 days after the date of signing of the Subscription Agreement or such later date as may be agreed between the Parties, the Subscription Agreement shall terminate and neither Party shall have any claim against the other for costs, damages, compensation or otherwise, save in respect of claims arising out of any antecedent breach of the Subscription Agreement.

Closing

Subject to the fulfilment or waiver (if applicable) of the above conditions precedent, closing of the TOM Subscription and closing of the WE Subscription shall take place simultaneously on the Closing Date.

RANKING OF THE SUBSCRIPTION SHARES

The TOM Subscription Shares shall, when fully paid, rank *pari passu* in all respects with the other TOM Shares in issue or to be issued by TOM on or prior to the Closing Date including the rights to all dividends and other distributions declared, made or paid at any time after the date of allotment.

The WE Subscription Shares shall, when fully paid, rank *pari passu* in all respects with the other WE Shares in issue or to be issued by WE on or prior to the Closing Date including the rights to all dividends and other distributions declared, made or paid at any time after the date of allotment.

The Subscription Agreement does not contain any restrictions which apply to the subsequent sale of the TOM Subscription Shares or the WE Subscription Shares.

GENERAL MANDATES

The TOM Subscription Shares will be allotted and issued pursuant to the TOM General Mandate. Under the TOM General Mandate, TOM is authorised to issue up to 778,654,111 new TOM Shares, representing 20% of the total number of issued TOM Shares as at the date of the annual general meeting of TOM held on 8 May 2018. As at the date of this announcement, the TOM General Mandate has not been utilised.

The WE Subscription Shares will be allotted and issued pursuant to the WE General Mandate. Under the WE General Mandate, WE is authorised to issue up to 1,182,569,077 new WE Shares, representing 20% of the total number of issued WE Shares as at the date of the annual general meeting of WE held on 28 February 2018. As at the date of this announcement, the WE General Mandate has not been utilised.

Accordingly, the TOM Subscription and the WE Subscription are not subject to the approval by the shareholders of TOM and WE, respectively.

APPLICATION FOR LISTING

Application will be made by TOM to the Listing Committee for the listing of and permission to deal in the TOM Subscription Shares.

Application will be made by WE to the Listing Committee for the listing of and permission to deal in the WE Subscription Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF TOM

As at the date of this announcement, the total number of issued TOM Shares is 3,893,270,558.

For illustrative purpose only, the following table sets out the shareholding structure of TOM (i) as at the date of this announcement; and (ii) immediately upon Closing and the allotment and issue of the TOM Subscription Shares (assuming there is no other change in the shareholding structure of TOM before the allotment and issue of the TOM Subscription Shares):

Shareholders	As at the date of this announcement		Immediately after completion of the TOM Subscription	
	Number of shares	%	Number of shares	%
CKHH (Note 1)	1,430,120,545	36.73	1,430,120,545	36.13
CIL (Note 2)	1,003,432,363	25.77	1,003,432,363	25.35
Lin Tian Maw	526,518,000	13.52	526,518,000	13.30
Frank John Sixt (Note 3)	492,000	0.01	492,000	0.01
Yeung Kwok Mung (Note 3)	30,000	Below 0.01	30,000	Below 0.01
WE	-	-	65,240,000	1.65
Other public shareholders	932,677,650	23.96	932,677,650	23.56
Total issued shares	3,893,270,558	100.00	3,958,510,558	100.00

Notes:

- (1) By virtue of the SFO, CKHH is deemed to be interested in the 476,341,182 TOM Shares held by Romefield Limited, 952,683,363 TOM Shares held by Easterhouse Limited and 1,096,000 TOM Shares held by Casaurina Investments Limited.
- (2) By virtue of the SFO, CIL is deemed to be interested in the 995,078,363 TOM Shares held by Cranwood Company Limited (Liberia) (directly and indirectly) and 8,354,000 TOM Shares held by Cranwood Company Limited (BVI).
- (3) Being directors of TOM.
- (4) The numbers in the above table have been subject to rounding adjustments. Any discrepancies in the numbers are due to roundings.

Immediately upon completion of the TOM Subscription, the public float of TOM will be increased from approximately 23.96% as at the date of this announcement to approximately 25.21%, and the minimum public float requirement of 25% has been restored.

EFFECT ON SHAREHOLDING STRUCTURE OF WE

As at the date of this announcement, the total number of issued WE Shares is 5,917,885,386.

For illustrative purpose only, the following table sets out the shareholding structure of WE (i) as at the date of this announcement; and (ii) immediately upon Closing and the allotment and issue of the WE Subscription Shares (assuming there is no other change in the shareholding structure of WE before the allotment and issue of the WE Subscription Shares):

Shareholders	As at the date of this announcement		Immediately after completion of the WE Subscription	
	Number of shares	%	Number of shares	%
Mr. Ho King Man Justin (Note 1)	1,680,920,474	28.40	1,680,920,474	27.76
Mr. Li Ka Shing (Note 2)	411,619,512	6.96	411,619,512	6.80
Mr. Ho King Fung, Eric (Note 3)	1,000,000	0.02	1,000,000	0.02
Mr. Zhang Jinbing (Note 3)	3,960,000	0.07	3,960,000	0.07
Mr. Tam Ping Kuen, Daniel (Note 3)	960,000	0.02	960,000	0.02
TOM	-	-	137,360,000	2.27
Other public shareholders	3,819,425,400	64.54	3,819,425,400	63.08
Total issued shares	5,917,885,386	100.00	6,055,245,386	100.00

Notes:

- (1) Mr. Ho King Man Justin beneficially owned 1,680,920,474 WE Shares through Ruby Charm Investment Limited, a company directly wholly-owned by him;
- (2) Among 411,619,512 WE Shares, (i) 311,619,512 WE Shares are owned through Ocean Dynasty Investments Limited, Prime Tech Global Limited and Mayspin Management Limited; and (ii) 100,000,000 WE Shares are owned by Goldrank Limited, a company wholly-owned by Li Ka Shing (Overseas) Foundation (“LKSOFF”). By virtue of the terms of the constituent documents of LKSOFF, Mr. Li Ka Shing is regarded as having the ability to exercise or control the exercise of one-third or more of the voting power at general meetings of Li Ka Shing (Overseas) Foundation. Ocean Dynasty Investments Limited is a private company wholly owned by Prime Tech Global Limited. Prime Tech Global Limited is a private company wholly owned by Mayspin Management Limited. Mayspin Management Limited is a private company wholly owned by Mr. Li Ka Shing.
- (3) Being directors of WE.
- (4) The numbers in the above table have been subject to rounding adjustments. Any discrepancies in the numbers are due to roundings.

INFORMATION OF THE PARTIES

TOM is a company incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of the Stock Exchange. TOM Group is principally engaged in technology and media businesses. It also has technology operations in e-commerce, social network, mobile internet; and investments in fintech and advanced data analytics sectors. In addition, its media businesses cover both publishing and advertising segments.

Set out below is the audited consolidated financial information of TOM extracted from its annual report for the financial year ended 31 December 2017:

	For the financial year ended 31 December	
	2017	2016
	HK\$'000	HK\$'000
Loss before taxation	(245,839)	(217,544)
Loss after taxation	(254,258)	(230,588)

As at 30 June 2018, the unaudited net asset value of TOM was approximately HK\$28,917,000.

WE is a company incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of the Stock Exchange. WE Group is principally engaged in manufacturing and sales of electric vehicles and related components and provision of engineering services, exports and domestic trading, retail and wholesale of jewellery products and watches, money lending, securities investments, property investment and mining.

Set out below is the audited consolidated financial information of WE extracted from its annual report for the financial year ended 30 September 2017:

	For the financial year ended 30 September	
	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(Loss) before taxation	(92,260)	7,579
Profit/(Loss) after taxation	(95,325)	(934)

As at 31 March 2018, the unaudited net asset value of WE was approximately HK\$3,854,899,000.

FUND RAISING ACTIVITIES OF TOM DURING THE PAST TWELVE MONTHS

TOM has not carried out any fund raising exercises involving the issue of equity security during the 12 months immediately preceding the date of this announcement.

FUND RAISING ACTIVITIES OF WE DURING THE PAST TWELVE MONTHS

WE has conducted the following fund raising activities involving the issue of equity securities during the 12 months immediately preceding the date of this announcement:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
17 December 2017	Issue of 250,904,000 WE Shares under general mandate	Approximately HK\$376 million	WE intended to use the net proceeds (i) for financing the consideration for the subscription of Divergent Technologies, Inc.; and (ii) for general working capital and future potential investment opportunities.	Use as intended

REASONS FOR THE SUBSCRIPTIONS AND USE OF PROCEEDS FOR TOM

TOM Group has a strategic focus on technology centric businesses during the past years. In addition to investments in fintech, internet financing and advanced data analytics, TOM Group has been expanding its business coverage in rural China in the areas of new retail and logistics via partnership with industry players.

WE is a fast growing electric vehicle solutions provider and is expanding its logistic infrastructure in lower-tier cities in China.

The TOM Board considers that the arrangement and cooperation will allow both TOM and WE to explore opportunities for future growth of its respective businesses in lower-tier cities in China.

The gross proceeds from the TOM Subscription (i.e. the TOM Subscription Consideration) amounts to HK\$124,999,840 and has been set off against the WE Subscription Consideration, with a balance amount of HK\$2,240 paid in cash by WE to TOM after the set-off. The net proceeds from the TOM Subscription is expected to amount to approximately HK\$124,800,000 and the net price per TOM Subscription Share is expected to be approximately HK\$1.913.

The TOM Board considers that the terms and conditions of the Subscription Agreement are fair and reasonable and are on normal commercial terms and the Subscriptions are in the interest of TOM and its shareholders as a whole.

REASONS FOR THE SUBSCRIPTIONS AND USE OF PROCEEDS FOR WE

The WE Board notes that TOM Group has shifted from traditional media business operations and focuses more on technology centric strategic investments, which is in line with the technology focused business development strategy of WE Group. The WE Board considers that the TOM Subscription and the WE Subscription arrangement will create synergy and potential collaboration between TOM and WE. TOM Group has a deep and solid presence in China for years, its business and network cover both cities and rural areas, which could potentially open up opportunities for expanding the WE Group's network base in China and penetrating of its electric vehicle charging business.

On the above basis, the WE Board considers that that the terms of the Subscription Agreement are fair and reasonable and are in the interests of WE and its shareholders as a whole.

The gross proceeds from the WE Subscription (i.e. the WE Subscription Consideration) amounts to HK\$124,997,600 and has been set off against the TOM Subscription Consideration, with a balance amount of HK\$2,240 paid in cash by WE to TOM after the set-off. The net proceeds from the WE Subscription is expected to amount to approximately HK\$124,827,600 and the net price per WE Subscription Share is expected to be approximately HK\$0.909.

WARNING: Completion of the TOM Subscription and the WE Subscription is subject to the fulfilment (or waiver, where applicable) of the conditions set out in the Subscription Agreement, which may or may not proceed. Shareholders and potential investors of TOM and WE are advised to exercise caution when dealing in the TOM Shares and the WE Shares, respectively.

DEFINITIONS

“Business Day”	any day (excluding a Saturday, Sunday or public holiday) on which banks generally are open for business in Hong Kong
“CIL”	Composers International Limited, a company wholly owned by Ms. Chau Hoi Shuen
“CKHH”	CK Hutchison Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0001)
“Closing”	the closing of the WE Subscription and the TOM Subscription in accordance with the Subscription Agreement
“Closing Date”	the fifth Business Day after the date upon the conditions set out in paragraph (i) and (a) under the section headed “Conditions precedent” of this announcement shall have been so satisfied or such other date as may be agreed by the Parties in writing, provided that the Closing Date shall be not be later than the date falling 28 days after the date of the Subscription Agreement or such later time and/or date as the Parties may agree in writing
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Trading Day”	12 October 2018, being the last trading day for the TOM Shares and the WE Shares prior to the publication of this announcement
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Party(ies)”	the named parties to the Subscription Agreement and their respective successors and permitted assigns
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	shall have the same meaning ascribed thereto in the Listing Rules
“Subscriptions”	collectively, the TOM Subscription and the WE Subscription
“Subscription Agreement”	the agreement entered into between TOM and WE in relation to the Subscriptions dated 12 October 2018

“TOM”	TOM Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2383)
“TOM Board”	the board of directors of TOM
“TOM General Mandate”	the general mandate granted to the directors of TOM by a resolution of the shareholders of TOM passed at the annual general meeting of TOM held on 8 May 2018 to allot, issue and deal with additional TOM Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of TOM as at the date of such annual general meeting
“TOM Group”	TOM and its subsidiaries from time to time
“TOM Shares”	ordinary shares of HK\$0.10 each in the share capital of TOM
“TOM Subscription”	the subscription by WE for the TOM Subscription Shares on and subject to the terms and conditions set out in the Subscription Agreement
“TOM Subscription Consideration”	such sum as is the aggregate of the TOM Subscription Price multiplied by the number of the TOM Subscription Shares
“TOM Subscription Price”	the subscription price of HK\$1.916 per TOM Subscription Share
“TOM Subscription Shares”	65,240,000 new TOM Shares to be allotted and issued by TOM to WE pursuant to the TOM General Mandate
“TOM Warranties”	the warranties and representations given by TOM to WE pursuant to the Subscription Agreement
“WE”	WE Solutions Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 860)
“WE Board”	the board of directors of WE
“WE General Mandate”	the general mandate granted to the directors of WE by a resolution of the shareholders of WE passed at the annual general meeting of WE held on 28 February 2018 to allot, issue and otherwise deal with new WE Shares up to 20% of the issued share capital of WE as at the date of such annual general meeting
“WE Group”	WE and its subsidiaries from time to time
“WE Shares”	ordinary shares of HK\$0.10 each in the share capital of WE
“WE Subscription”	the subscription by TOM for the WE Subscription Shares on and subject to the terms and conditions set out in the Subscription Agreement

“WE Subscription Consideration”	such sum as is the aggregate of the WE Subscription Price multiplied by the number of the WE Subscription Shares
“WE Subscription Price”	the subscription price of HK\$0.910 per WE Subscription Share
“WE Subscription Shares”	137,360,000 new WE Shares to be allotted and issued by WE to TOM pursuant to the WE General Mandate
“WE Warranties”	the warranties and representations given by WE to TOM pursuant to the Subscription Agreement

By Order of the Board of
TOM Group Limited
Ken Yeung
Executive Director

By Order of the Board of
WE Solutions Limited
Ho King Fung, Eric
Chairman

Hong Kong, 12 October 2018

As at the date of this announcement, the TOM Board comprises one executive director, namely Mr. Yeung Kwok Mung; three non-executive directors, namely Mr. Frank Sixt (Chairman), Ms. Debbie Chang and Mrs. Angelina Lee; three independent non-executive directors, namely Mr. Henry Cheong, Mr. James Sha and Mr. Albert Ip; and one alternative director, namely Mr. Dominic Lai (Alternate to Mr. Frank Sixt).

As at the date of this announcement, the WE Board comprises two executive directors, namely Mr. Ho King Fung, Eric (Chairman) and Mr. Ho Chi Kit; one non-executive director, namely Mr. Zhang Jinbing (Co-Chairman); and four independent non-executive directors, namely Mr. Tam Ping Kuen, Daniel, Mr. Teoh Chun Ming, Mr. Heung Chee Hang, Eric and Mr. Peter Edward Jackson.