

DATED THE 15th DAY OF OCTOBER 2024

DEED OF UNDERTAKING

BY

GOODCO DEVELOPMENT LIMITED

THIS DEED OF UNDERTAKING is executed on 15 October 2024

BY

GOODCO DEVELOPMENT LIMITED, a company incorporated in the British Virgin Islands with limited liability whose registered office address is at OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands, the holder (the “**Noteholder**”) of the 2023 Convertible Note (as defined herein below) in favour of **EMINENCE ENTERPRISE LIMITED**, an exempted company incorporated in Bermuda whose principal place of business is at Unit A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong (the “**Company**”).

Reference is made to (i) the five (5)% per annum coupon rate convertible note in the principal amount of HK\$209,000,000 issued on 20 February 2023 to the Noteholder by the Company (the “**2023 Convertible Note**”); (ii) the deed of amendment dated 23 January 2024 entered into between the Noteholder and the Company whereas the transaction of which was completed on 17 April 2024; and (iii) the revised 2023 Convertible Note issued on 17 April 2024 to the Noteholder by the Company. Unless otherwise defined, terms defined herein shall have the same meanings as those defined under the 2023 Convertible Note (as revised on 17 April 2024).

We, the Noteholder, irrevocably undertake that we will not exercise our conversion rights to convert the 2023 Convertible Note (or any part thereof in authorized denomination) into Conversion Shares or transfer the 2023 Convertible Note before the record date of the proposed issue of the rights shares of the Company (details of which are set out in the announcement issued by the Company on 15 October 2024).

IN WITNESS whereof the parties to this Deed have been duly exercised hereto the date first above written.

SEALED with the COMMON SEAL of)
GOODCO DEVELOPMENT LIMITED)
and SIGNED by LUI Yuk Chu)
)
in the presence of:)

Lui Yuk Chu



SEALED with the COMMON SEAL of)
EMINENCE ENTERPRISE LIMITED)
and SIGNED by KWONG Jimmy Cheung)
Tim)
in the presence of:)

Kwong Jimmy Cheung



SEALED with the COMMON SEAL of)
EMINENCE ENTERPRISE LIMITED)
and SIGNED by LUI Yuk Chu)
)
in the presence of:)

Lui Yuk Chu

