
HISTORY, REORGANISATION AND CORPORATE STRUCTURE

OVERVIEW

Our predecessor, China Aluminum Cans, was founded in 2012 in the Cayman Islands and the China Aluminum Cans Group is a manufacturer of monobloc aluminum aerosol cans which are generally used in the packaging of fast-moving personal care products and pharmaceutical products. The China Aluminum Cans Shares have been listed on the Main Board since 12 July 2013.

Our Company was incorporated in the Cayman Islands with limited liability on 4 May 2018. Through the Reorganisation, our Company became the holding company of our subsidiaries. Prior to the incorporation of our Company and completion of the Spin-off, our subsidiaries formed an integral part of the China Aluminum Cans Group.

On 30 August 2000, our principal operating subsidiary, Guangzhou Botny, was established under the laws of the PRC by European Asia Industrial, which was in turn wholly-owned by Mr. Lin. Since its incorporation, Guangzhou Botny has been involved in the design, development, manufacture and sale of aerosol products and non-aerosol products. The products produced and sold by Guangzhou Botny were mainly automotive beauty and maintenance products.

To expand the business of the China Aluminum Cans Group, Euro Asia Investments (a direct wholly-owned subsidiary of China Aluminum Cans) as purchaser entered into a sale and purchase agreement dated 3 October 2014 with Mr. Lin as vendor to acquire the entire issued share capital of Topspan (the “**Topspan Acquisition**”) from Mr. Lin. Pursuant to the terms of the Topspan Acquisition, Topspan and its subsidiaries underwent certain corporate restructuring (the “**Topspan Reorganisation**”) and at the time of completion of the Topspan Acquisition on 20 May 2015, the subsidiaries of Topspan consisted of Botny, Guangzhou Botny, Guangzhou Shentian, Guangzhou Chaoli and Botny HK, which were mainly involved in the content filling of aerosol cans, and the design, development, manufacture and sale of aerosol and non-aerosol products. Accordingly, Guangzhou Botny became an operating subsidiary of China Aluminum Cans. The Topspan Acquisition served as an integration of China Aluminum Cans Group with the downstream chain of its business.

Following the Topspan Acquisition, Euro Asia Japan was set up as an indirect wholly-owned subsidiary of Topspan in Japan on 6 January 2016 to engage in the trading of aerosol and non-aerosol products in Japan. In addition, Guangzhou Chaoli was deregistered on 5 July 2016 to streamline the group structure as Guangzhou Chaoli had been inactive since its establishment.

To further diversify the product range and improve the financial performance and position of our Group, 70% equity interest of Guangzhou Euro Asia was acquired by China Medical Beauty (an indirect wholly-owned subsidiary of Topspan) from European Asia Industrial, which is wholly-owned by Mr. Lin (the “**Guangzhou Euro Asia Acquisition**”). Upon completion of the Guangzhou Euro Asia Acquisition, Guangzhou Euro Asia, which was principally engaged in the design, development, manufacture and sale of personal care products, became an operating subsidiary of China Aluminum Cans. The Guangzhou Euro Asia Acquisition served as an expansion of China Aluminum Cans Group’s business to cover the personal care products market. The legal procedure for the said share transfer was completed on 8 January 2018 and the consideration was settled on 29 March 2018.

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As at the Latest Practicable Date, our principal business is the design, development, manufacture and sale of a wide range of automotive beauty and maintenance products, personal care products and other products including household products.

Set forth below is a chronological review of the key business milestones of our Group:

Year	Event
2000	Guangzhou Botny was established in the PRC on 30 August 2000
2006	Guangzhou Euro Asia was established in the PRC on 17 April 2006
2008	A production facility was established on North Jufeng Land
2010	Botny HK was incorporated in Hong Kong on 9 June 2010
2012	Topspan was incorporated in the BVI on 3 July 2012
2013	Botny was incorporated in Hong Kong on 3 June 2013
2014	Guangzhou Shentian was established in the PRC on 5 May 2014 Guangzhou Botny was awarded High-tech enterprise* (高新技術企業) by Guangdong Science and Technology Department* (廣東省科學技術廳), Department of Finance of Guangdong Province* (廣東省財政廳), Guangdong Provincial Office, SAT* (廣東省國家稅務局) and Guangdong Local Taxation Bureau* (廣東省地方稅務局) (Note 1)
2015	The completion of the Topspan Acquisition took place on 20 May 2015 and Guangzhou Botny became an operating subsidiary of China Aluminum Cans Guangzhou Botny was designated by China Packaging Federation as China Packaging and Research and Development Centre* (中國包裝優秀研發中心) in the PRC
2016	Guangzhou Botny was accredited with GB/T19001-2016/ISO9001:2015 Standard and GB/T24001-2016/ISO14001:2015 in relation to the quality management system and environmental management system, respectively (Note 2) Euro Asia Japan was incorporated in Japan on 6 January 2016
2017	Super Sight was incorporated in the BVI on 1 November 2017 China Medical Beauty was incorporated in Hong Kong on 14 November 2017 Guangzhou Botny was awarded Guangdong Brand Product* (廣東省名牌產品) by the Guangdong Brand Product Commission* (廣東省名牌產品推進委員會) Guangzhou Euro Asia was accredited with GB/T19001-2016/ISO9001:2015 Standard and ISO9001:2015 in relation to the quality management system (Note 3)

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Year	Event
2018	The legal procedure for the share transfer as contemplated under the of Guangzhou Euro Asia Acquisition was completed on 8 January 2018 and the consideration was settled on 29 March 2018 and Guangzhou Euro Asia became an operating subsidiary of China Aluminum Cans

Notes:

1. Guangdong Provincial Office, SAT (廣東省國家稅務局) and Guangdong Local Taxation Bureau (廣東省地方稅務局) were subsequently unified as Guangdong Provincial Tax Service, State Administration of Taxation (國家稅務總局廣東省稅務局).
2. Both of our GB/T19001-2016/ISO9001:2015 Standard and GB/T24001-2016/ISO14001:2015 were awarded on 26 July 2016 and shall remain valid until 25 July 2019.
3. Both of our GB/T19001-2016/ISO9001:2015 Standard and ISO9001:2015 were awarded on 1 August 2017 and shall remain valid until 31 July 2020.

CORPORATE HISTORY

Our Group consists of our Company and nine subsidiaries. Set out below is the corporate history of each of our Company and our subsidiaries.

Our Company

On 4 May 2018, our Company was incorporated in the Cayman Islands with limited liability with an authorised share capital of HK\$390,000 divided into 39,000,000 Shares of HK\$0.01 each, of which one Share was allotted and issued as fully paid to the initial subscriber at par. On the same date, the one Share held by the initial subscriber was transferred to Euro Asia Investments (a direct wholly-owned subsidiary of China Aluminum Cans).

On 30 April 2019, as part of the reorganisation, Euro Asia Investments (as vendor) entered into a sale and purchase agreement with China Aluminum Cans (as purchaser) pursuant to which one Share was transferred from Euro Asia Investments to China Aluminum Cans at the consideration of HK\$0.01. The said transfer was legally completed on the same date. Upon completion of the said transfer, our Company became a wholly-owned subsidiary of China Aluminum Cans.

Following completion of the Reorganisation, our Company became the holding company of our subsidiaries and all the issued Shares were held by China Aluminum Cans. For details of the Reorganisation, please refer to the section headed “History, reorganisation and corporate structure — Reorganisation” in this listing document.

Topspan

Topspan was incorporated in the BVI on 3 July 2012 as a limited liability company authorised to issue a maximum of 50,000 shares of US\$1 each, of which one share was allotted and issued as fully paid to Mr. Lin at par on the same date.

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On 3 October 2014, Mr. Lin as vendor entered into a sale and purchase agreement with Euro Asia Investments as purchaser pursuant to which one share of Topspan was transferred to Euro Asia Investments at the consideration of HK\$900 million which was satisfied as to HK\$120 million by cash and HK\$780 million by the issue of the convertible note by China Aluminum Cans (the parent company of Euro Asia Investments) to Mr. Lin. The consideration was determined with reference to the business valuation of Topspan and its subsidiaries assessed by an independent valuer. The completion of the said transfer took place on 20 May 2015. As a result, Topspan became a wholly-owned subsidiary of Euro Asia Investments.

On 26 April 2018, the unaudited amount due from Botny to Euro Asia Investments was HK\$16,221,170.98 (the “**Loan**”). As agreed by Botny and Euro Asia Investments, the Loan was capitalised by the allotment and issue of one new share of Topspan by Topspan (the holding company of Botny) to Euro Asia Investments. The said allotment and issue of new share was legally completed on the same date, which served as the full and final settlement of the Loan due from Botny to Euro Asia Investments.

On 30 April 2019, as part of the Reorganisation, Topspan (as issuer) and our Company (as subscriber) entered into a subscription agreement pursuant to which our Company agreed to subscribe for and Topspan agreed to allot and issue to our Company 9,998 new shares of Topspan for the aggregate sum of US\$9,998. The said issue and allotment of 9,998 new shares of Topspan were legally completed on the same date.

On 15 May 2019, as part of the Reorganisation, our Company (as purchaser) and Euro Asia Investments (as vendor) entered into a sale and purchase agreement pursuant to which Euro Asia Investments transferred two shares of Topspan to our Company in consideration of our Company, at the discretion and request of Euro Asia Investments, allotting and issuing one Share credited as fully paid up to China Aluminum Cans. Upon completion of the said transfer, Topspan became a wholly-owned subsidiary of our Company. The said transfer and allotment were legally completed on the same date.

As at the Latest Practicable Date, Topspan was an investment holding company.

Botny

On 3 June 2013, Botny was incorporated in Hong Kong as a limited liability company with an authorised share capital of HK\$10,000 divided into 10,000 shares of HK\$1 each, of which one share was issued to an Independent Third Party. On 16 September 2013, such Independent Third Party transferred one share of Botny to Topspan at par and such transfer was legally completed on the same date. On 25 March 2014, Topspan transferred one share of Botny to European Asia Industrial at par to facilitate the subsequent acquisition of Guangzhou Botny within the same group under European Asia Industrial and such transfer was legally completed on the same date.

On 18 September 2014, as part of the Topspan Reorganisation, Botny (as purchaser) and European Asia Industrial (as vendor) entered into an equity transfer agreement pursuant to which, Botny agreed to acquire from European Asia Industrial the entire equity interest in Guangzhou Botny at the consideration of Botny allotting and issuing 1,000 new shares of HK\$1.00 each credited as fully paid up in the capital of Botny to European Asia Industrial. The said allotment and issue were legally

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completed on 3 November 2014. On 17 November 2014, as part of the Topspan Reorganisation, European Asia Industrial (as vendor) and Topspan (as purchaser) entered into a sale and purchase agreement pursuant to which European Asia Industrial transferred 1,001 shares of Botny to Topspan at HK\$1.00 and such transfer was legally completed on 24 November 2014. As a result, Botny became a wholly-owned subsidiary of Topspan.

As at the Latest Practicable Date, Botny was engaged in trading of aerosol and non-aerosol products.

Guangzhou Botny

Guangzhou Botny was established in the PRC on 30 August 2000 as a limited liability company with a registered capital of US\$400,000. As at the date of establishment, Guangzhou Botny was wholly-owned by European Asia Industrial.

The registered capital of Guangzhou Botny was increased on various occasions from November 2001 to June 2004. As at 10 June 2004, the registered capital of Guangzhou Botny was US\$1.4 million which was all contributed in cash by European Asia Industrial. The various increases of registered capital of Guangzhou Botny were made in light of the funding needs of Guangzhou Botny.

On 18 September 2014, as part of the Topspan Reorganisation, Botny (as purchaser) entered into an equity transfer agreement with European Asia Industrial (as vendor) to acquire the entire equity interest in Guangzhou Botny at the consideration of Botny allotting and issuing 1,000 new shares of HK\$1.00 each credited and fully paid up in the capital of Botny to European Asia Industrial. The legal procedure for the said transfer was completed on 20 October 2014. As a result, Guangzhou Botny became a wholly-owned subsidiary of Botny.

On 4 August 2015, the increase of registered capital of Guangzhou Botny was legally completed whereby the registered capital was further increased by US\$10 million from US\$1.4 million to US\$11.4 million. The additional registered capital was contributed in cash by Botny on 14 August 2015. The shareholder of Guangzhou Botny remained unchanged after the aforesaid increase.

As at the Latest Practicable Date, Guangzhou Botny was engaged in the design, development, manufacture and sale of automotive beauty and maintenance products.

Guangzhou Shentian

Guangzhou Shentian was established in the PRC on 5 May 2014 as a limited liability company with a registered capital of RMB10 million of which 50% was contributed by Guangzhou Euro Asia in kind by way of injecting to Guangzhou Shentian the office and land lease right and 50% was contributed by Guangzhou Botny in cash.

On 25 July 2014, as part of the Topspan Reorganisation, Guangzhou Botny (as purchaser) entered into an equity transfer agreement with Guangzhou Euro Asia (as vendor) to acquire its 50% equity interest in Guangzhou Shentian at the cash consideration of RMB96,435,230 which was

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determined with reference to the fair value of the said building and land lease right injected by Guangzhou Euro Asia assessed by an independent valuer. The legal procedure for the said transfer was completed on 13 August 2014. As a result, Guangzhou Shentian was wholly-owned by Guangzhou Botny.

As at the Latest Practicable Date, Guangzhou Shentian was an investment holding company.

Botny HK

On 9 June 2010, Botny HK was incorporated in Hong Kong as a limited liability company with an authorised share capital of US\$100,000 divided into 100,000 ordinary shares of US\$1 each, of which 100,000 shares were issued to Guangzhou Botny.

As at the Latest Practicable Date, Botny HK was engaged in the trading of aerosol and non-aerosol products.

Euro Asia Japan

On 6 January 2016, Euro Asia Japan was incorporated in Japan by Botny HK as a limited liability company with a share capital of JPY9,000,000.

As at the Latest Practicable Date, Euro Asia Japan was engaged in the trading of aerosol and non-aerosol products.

Super Sight

Super Sight was incorporated in the BVI on 1 November 2017 as a limited liability company authorised to issue a maximum of 50,000 shares of US\$1 each, of which one share was allotted and issued as fully paid to Topspan at par on the same date.

As at the Latest Practicable Date, Super Sight was an investment holding company.

China Medical Beauty

China Medical Beauty was incorporated in Hong Kong with limited liability on 14 November 2017. On 14 November 2017, 10,000 shares of China Medical Beauty were allotted and issued to Super Sight.

As at the Latest Practicable Date, China Medical Beauty was engaged in the trading of aerosol and non-aerosol products.

Guangzhou Euro Asia

Guangzhou Euro Asia was established in the PRC on 17 April 2006 as a limited liability company with a registered capital of US\$1 million. As at the date of establishment, Guangzhou Euro Asia was wholly-owned by European Asia Group Company Limited, a subsidiary of China Aluminum Cans.

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On 2 April 2007, in light of the funding needs of Guangzhou Euro Asia, the increase of registered capital of Guangzhou Euro Asia was legally completed whereby the registered capital was increased by US\$2 million from US\$1 million to US\$3 million. The additional registered capital was contributed in cash by European Asia Group Company Limited on 15 October 2007.

On 5 November 2007, European Asia Industrial, a company wholly-owned by Mr. Lin (as purchaser), entered into an equity transfer agreement with European Asia Group Company Limited (as vendor) to acquire from European Asia Group Company Limited the entire equity interest in Guangzhou Euro Asia at the cash consideration of US\$3 million which was equivalent to the amount of registered capital of Guangzhou Euro Asia. The legal procedure for the said transfer was completed on 8 January 2008. As a result, Guangzhou Euro Asia was wholly-owned by European Asia Industrial.

On 30 November 2017, China Medical Beauty (as purchaser) entered into an equity transfer agreement with European Asia Industrial (as vendor) to acquire its 70% equity interest in Guangzhou Euro Asia at the cash consideration of HK\$90 million. The consideration was determined after arm's negotiation with reference to, among other things (i) the business prospect of Guangzhou Euro Asia; (ii) the financial performance of Guangzhou Euro Asia for the two years ended 31 December 2016 and the nine months ended 30 September 2017; and (iii) a discount of approximately 23.9% of the valuation of 70% equity interest in Guangzhou Euro Asia of HK\$118,300,000 as at 30 September 2017, as appraised by an independent valuer. The legal procedure for the said transfer was completed on 8 January 2018 and the consideration for the said transfer was settled on 29 March 2018. As a result, Guangzhou Euro Asia was owned as to 70% by China Medical Beauty and 30% by European Asia Industrial.

As at the Latest Practicable Date, Guangzhou Euro Asia was engaged in the design, development, manufacture and sale of aerosol personal care products. In addition to its production and sale of personal care products, Guangzhou Euro Asia, being the holder of the production safety license covering the entire location of the North Jufeng Plant, is responsible for (i) the supervision and checking of the production, as well as the maintenance of production equipment and facilities, in the North Jufeng Plant; and (ii) the implementation of the overall safety production system of the North Jufeng Plant.

Deregistration of Guangzhou Chaoli

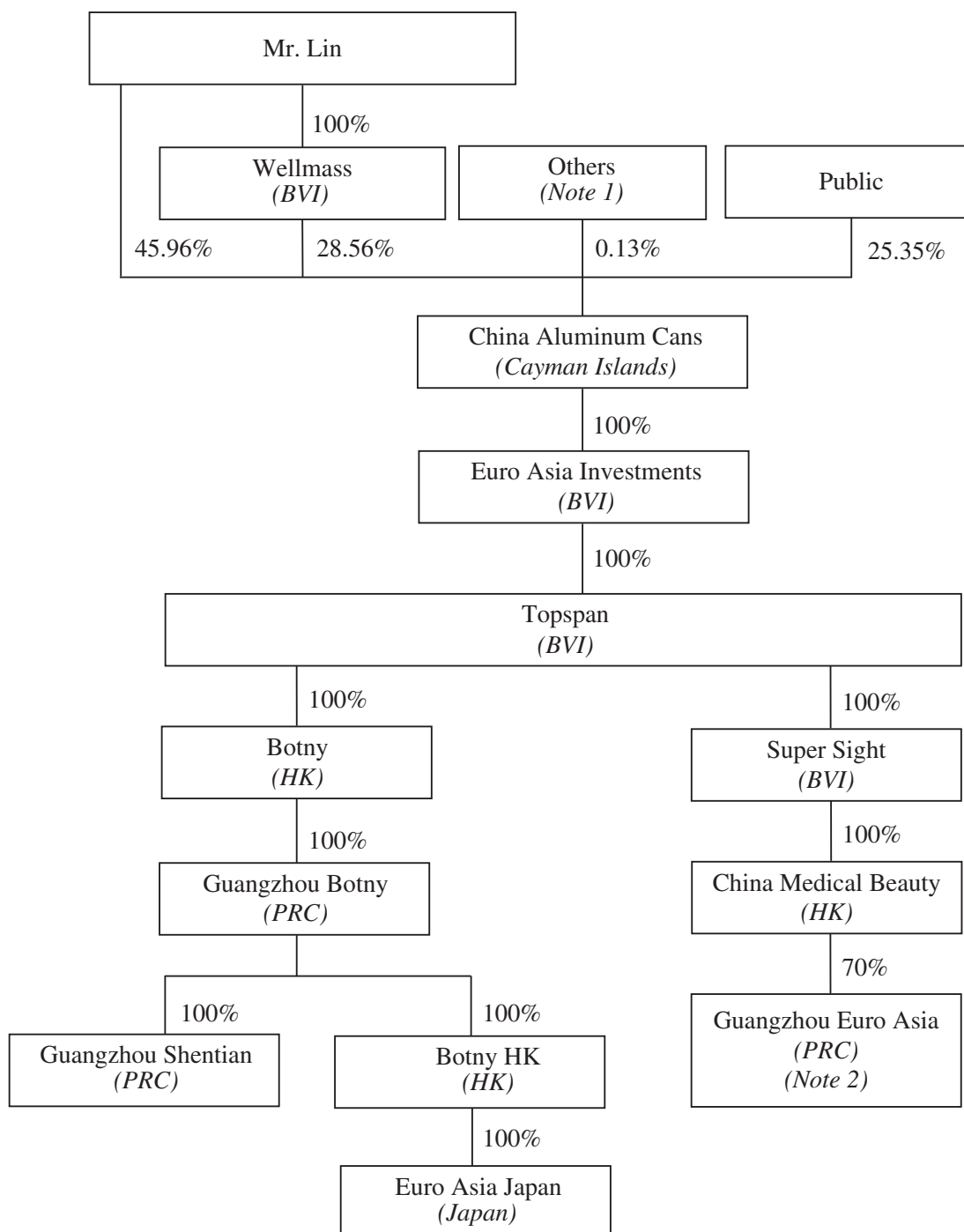
Guangzhou Chaoli was established in the PRC as a limited liability company on 18 July 2014 with a registered capital of RMB10 million. As at the date of establishment, Guangzhou Chaoli was wholly-owned by Guangzhou Botny. Guangzhou Chaoli had remained inactive since its establishment. In order to streamline our group structure, Guangzhou Chaoli was deregistered on 5 July 2016.

As confirmed by our PRC Legal Advisers, the deregistration of Guangzhou Chaoli by our Group has complied with the requirements of the PRC laws and regulations and our Group has performed all necessary legal procedures. Also, our Directors confirmed that (i) during the Track Record Period, no profit was attributable to Guangzhou Chaoli and the deregistration of Guangzhou Chaoli had no adverse impact on our financial performance and business operation; and (ii) Guangzhou Chaoli had not been involved in any claim, complaint, sanctions or litigations prior to its deregistration.

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REORGANISATION

The following chart shows the shareholding structure of our Group immediately prior to the Reorganisation and the Spin-off. The percentage figures in the following chart do not take into account any China Aluminum Cans Shares which may be issued pursuant to the exercise of the China Aluminum Cans Share Options and the conversion of the Convertible Notes.



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Notes:

- (1) “Others” refer to Mr. Kwok Tak Wang, a non-executive director of China Aluminum Cans.
- (2) Guangzhou Euro Asia is owned as to 70% by China Medical Beauty and 30% by European Asia Industrial which is wholly-owned by Mr. Lin.

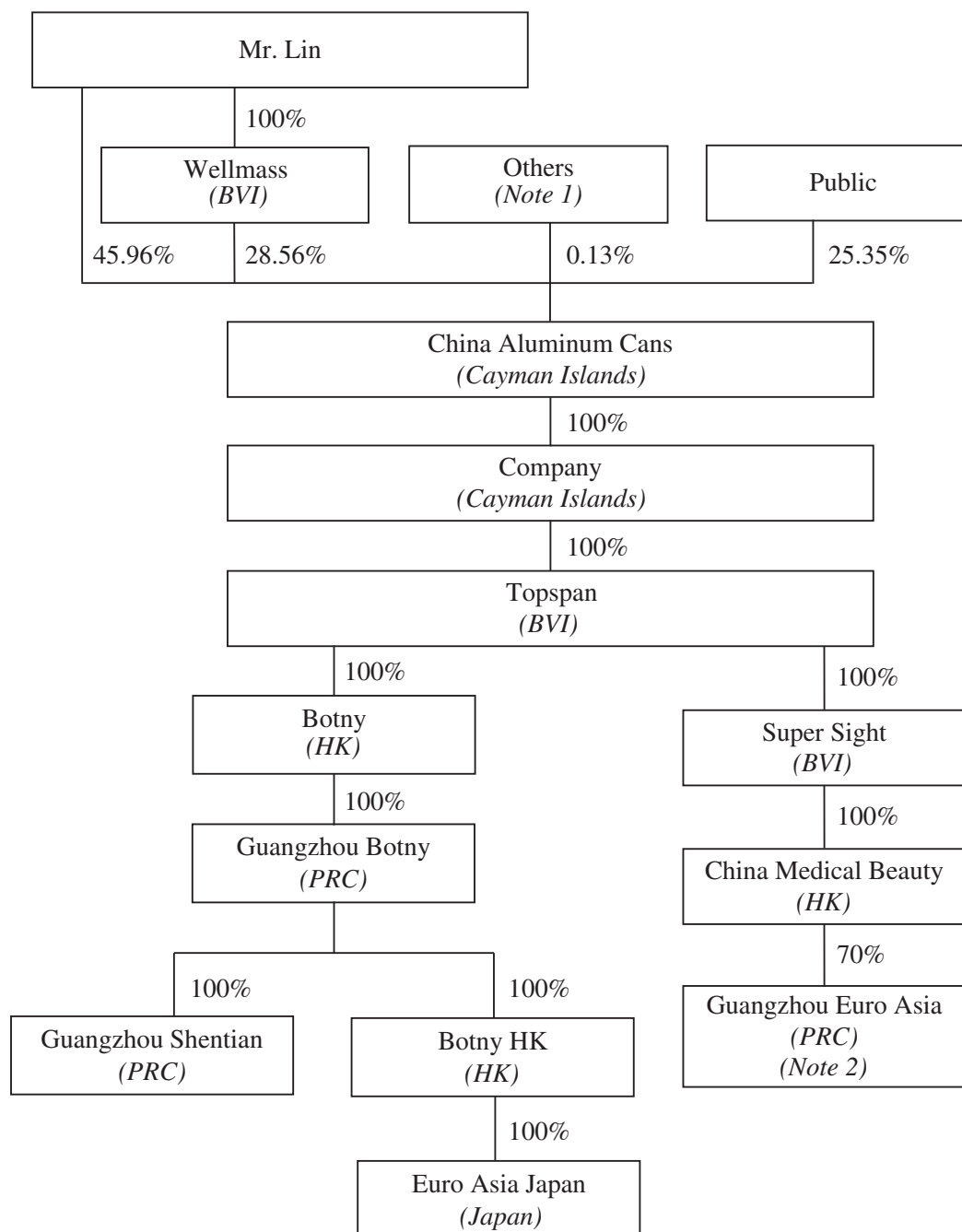
In preparation for the Spin-off and the Listing, our Group is undergoing various corporate restructuring as more particularly described as follows:

- (1) On 26 April 2018, the Loan of HK\$16,221,171 due from Botny to Euro Asia Investments was capitalised by the allotment and issue of one new share of Topspan by Topspan (the holding company of Botny) to Euro Asia Investments. The said allotment and issue of new share was legally completed on the same date, which served as the full and final settlement of the Loan due from Botny to Euro Asia Investments.
- (2) On 4 May 2018, our Company was incorporated in the Cayman Islands with limited liability with an authorised share capital of HK\$390,000 divided into 39,000,000 Shares of HK\$0.01 each, of which one Share was allotted and issued as fully paid to the initial subscriber at par. On the same date, the one Share held by the initial subscriber was transferred to Euro Asia Investments.
- (3) On 30 April 2019, Euro Asia Investments (as vendor) entered into a sale and purchase agreement with China Aluminum Cans (as purchaser) pursuant to which one Share was transferred from Euro Asia Investments to China Aluminum Cans at the consideration of HK\$0.01. The said transfer was legally completed on the same date.
- (4) On 30 April 2019, Topspan (as issuer) and our Company (as subscriber) entered into a subscription agreement pursuant to which our Company agreed to subscribe for and Topspan agreed to allot and issue to our Company 9,998 new shares of Topspan for the aggregate sum of US\$9,998. The said issue and allotment of 9,998 new shares of Topspan were legally completed on the same date.
- (5) On 15 May 2019, our Company (as purchaser) entered into a sale and purchase agreement with Euro Asia Investments (as vendor), pursuant to which Euro Asia Investments transferred two shares of Topspan to our Company in consideration of our Company, at the discretion and request of Euro Asia Investments, allotting and issuing one Share credited as fully paid up to China Aluminum Cans. The said transfer and allotment were legally completed on the same date.

Upon completion of the Reorganisation set out above, our Company became the holding company of our Group. The following chart sets out the shareholding and corporate structure of our Group immediately after the Reorganisation but prior to completion of the Spin-off (assuming there is no change in the shareholding in China Aluminum Cans from the shareholding as at the Latest

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Practicable Date). The percentage figures in the following chart do not take into account any China Aluminum Cans Shares which may be issued pursuant to the exercise of the China Aluminum Cans Share Options and the conversion of the Convertible Notes.



Notes:

- (1) "Others" refer to Mr. Kwok Tak Wang, a non-executive director of China Aluminum Cans.
- (2) Guangzhou Euro Asia is owned as to 70% by China Medical Beauty and 30% by European Asia Industrial which is wholly-owned by Mr. Lin.

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THE DISTRIBUTION AND THE SPIN-OFF

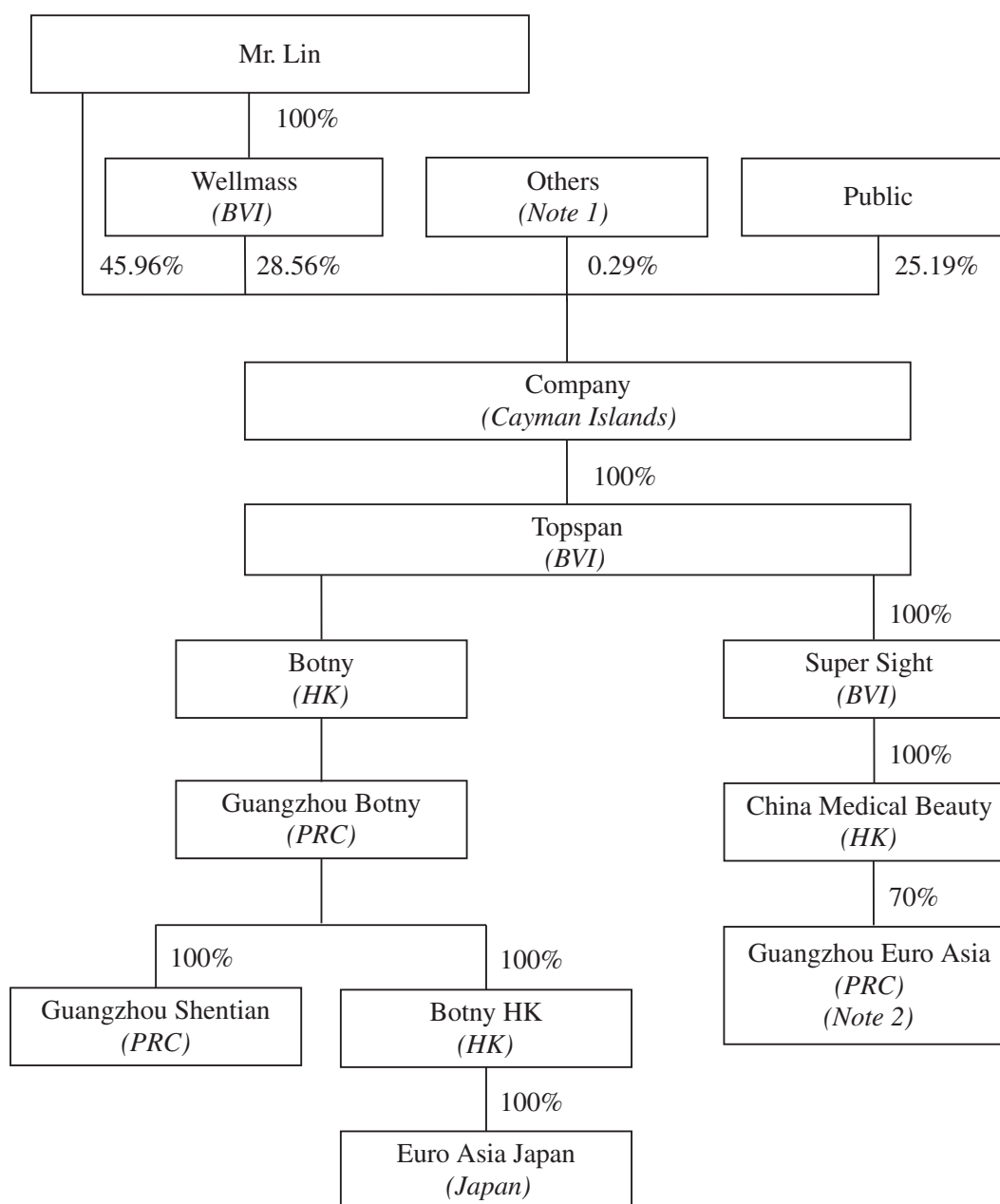
On 27 May 2019, the authorised share capital of our Company increased from HK\$390,000 divided into 39,000,000 Shares of HK\$0.01 each to HK\$15,000,000 divided into 1,500,000,000 Shares of HK\$0.01 each by the creation of an additional 1,461,000,000 new Shares of HK\$0.01 each. The China Aluminum Cans Board will declare a conditional special interim dividend to be satisfied by way of the Distribution. On the Distribution Record Date, China Aluminum Cans will subscribe for such number of Shares which, together with the existing Shares in issue, equal to 25% of the number of China Aluminum Cans Shares in issue as at the Distribution Record Date, at the subscription price of HK\$0.10 each. Immediately prior to completion of the Spin-off, our Company will allot and issue such number of new Shares as will ultimately enable China Aluminum Cans to effect the Distribution on the basis of one Share for every four China Aluminum Cans Shares held as at the Distribution Record Date.

Upon completion of the above steps, assuming the shareholding of China Aluminum Cans as at the Latest Practicable Date remains unchanged on the Distribution Record Date, 234,544,750 Shares held by China Aluminum Cans will be the subject of the Distribution, which shall be distributed to (i) the Qualifying China Aluminum Cans Shareholders on the basis of one Share for every four China Aluminum Cans Shares held as at the Distribution Record Date; and (ii) a nominee selected by the China Aluminum Cans Board who will sell such Shares for and on behalf of the Excluded China Aluminum Cans Shareholders. For details of the Distribution, please refer to the section headed “The Distribution and Spin-off” in this listing document.

Upon completion of the Spin-off and the Distribution, China Aluminum Cans will cease to be the shareholder of our Company.

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Assuming there is no change in the shareholding in China Aluminum Cans from the shareholding as at the Latest Practicable Date, the following chart sets out the shareholding and corporate structure of our Group immediately after completion of the Spin-off but without taking into account the exercise of any Pre-IPO Share Options and any options which may be granted under the Share Option Scheme. The percentage figures in the following chart do not take into account any China Aluminum Cans Shares which may be issued pursuant to the exercise of the China Aluminum Cans Share Options and the conversion of the Convertible Notes.



Notes:

- (1) "Others" refer to Mr. Kwok Tak Wang, a non-executive director of China Aluminum Cans and Mr. Poon Tak Ching, our independent non-executive Director at the time of Listing.
- (2) Guangzhou Euro Asia is owned as to 70% by China Medical Beauty and 30% by European Asia Industrial which is wholly-owned by Mr. Lin.