

eHi Car Services Ltd
Form SC 13E3/A
March 20, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

(Amendment No. 6)

RULE 13e-3 TRANSACTION STATEMENT

(Under Section 13(e) of the Securities Exchange Act of 1934)

eHi Car Services Limited

(Name of the Issuer)

eHi Car Services Limited

Mr. Ray Ruiping Zhang

L & L Horizon, LLC
MBK Partners Fund IV, L.P.
MBK Partners JC IV, L.P.

Fastforward Holdings Ltd
Fastforward Investment Ltd
Fastforward Company Ltd

The Crawford Group, Inc.

ICG Holdings 1, LLC

ICG Holdings 2, LLC

Ctrip Investment Holding Ltd.

C-Travel International Limited

Ctrip.com International, Ltd.

Ocean General Partners Limited

Ocean Voyage L.P.

Ocean Imagination L.P.

CDH Car Rental Service Limited

Nanyan Zheng

Tianyi Jiang

Dongfeng Asset Management Co., Ltd.

Teamsport Topco Limited

Teamsport Midco Limited

Teamsport Parent Limited

Teamsport Bidco Limited

(Names of Persons Filing Statement)

Class A Common Shares, par value US\$0.001 per share

American Depositary Shares, each representing two Class A Common Shares

(Title of Class of Securities)

26853A100¹

(CUSIP Number)

eHi Car Services Limited

Tel: +86 21 6468 7000

Mr. Ray Ruiping Zhang

L & L Horizon, LLC

Tel: +86 180 0180 0611

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Shanghai, 200062

People's Republic of China

MBK Partners Fund IV, L.P.
MBK Partners JC IV, L.P.
Fastforward Holdings Ltd

Fastforward Investment Ltd
Fastforward Company Ltd

Tel: +1 (345) 814 5303
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Teamsport Topco Limited

Teamsport Midco Limited

Teamsport Parent Limited
Teamsport Bidco Limited

Tel: +1 (345) 814 5303
c/o Maples Corporate Services
PO Box 309, Ugland House

Grand Cayman, KY1-1104
Cayman Islands

Ctrip Investment Holding Ltd.

C-Travel International Limited

Ctrip.com International, Ltd.

Tel: +86 21 3406 4880

c/o 968 Jin Zhong Road, Shanghai 200335

People's Republic of China

Unit 12/F, Building No.5, Guosheng Center, 388 Daduhe Road

Shanghai, 200062

People's Republic of China

Dongfeng Asset Management Co., Ltd.

Tel: +86 27 8428 5066

Special No. 1 Dongfeng Road

Wuhan Economic and Technology Development Zone

Wuhan, Hubei

People's Republic of China

The Crawford Group, Inc.

ICG Holdings 1, LLC
ICG Holdings 2, LLC
Tel: +1 (314) 512 5000

600 Corporate Park Drive

St. Louis, Missouri 63105

United States of America

Ocean General Partners Limited

Ocean Voyage L.P.

Ocean Imagination L.P.

CDH Car Rental Service Limited

Nanyan Zheng

Tianyi Jiang

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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This statement is filed in connection with (check the appropriate box):

- a .. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b .. The filing of a registration statement under the Securities Act of 1933.
- c .. A tender offer
- d ☒ None of the above

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: ..

Check the following box if the filing is a final amendment reporting the results of the transaction: ..

Calculation of Filing Fee

Transactional Valuation*	Amount of Filing Fee**
\$458,970,954.13	\$55,627.28

Calculated solely for the purpose of determining the filing fee in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended. The filing fee is calculated based on the sum of (a) 62,609,195 common shares of the issuer (including common shares represented by American Depositary Shares of the issuer) subject to the transaction multiplied by the aggregate cash payment of US\$6.125 per common share, plus (b) *9,547,521 common shares of the issuer subject to the transaction multiplied by the aggregate cash payment of US\$7.25 per common share, plus (c) the product of 2,376,000 common shares issuable under all outstanding and unexercised options subject to the transaction multiplied by US\$2.63507 per share (which is the difference between US\$6.125 and the weighted average exercise price of US\$3.48993 per share), plus (d) the product of 1,500 restricted shares of the issuer multiplied by US\$6.125 per share ((a), (b), (c), and (d) together, the "Transaction Valuation").

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The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory #1 for Fiscal Year 2019, issued on August 24, 2018, was calculated by multiplying the Transaction Valuation by 0.0001212.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting of the fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: US\$135.95 Filing Party: eHi Car Services Limited

Form or Registration No.: Schedule 13E-3 Date Filed: June 4, 2018

Amount Previously Paid: US\$74,400.25 Filing Party: eHi Car Services Limited

Form or Registration No.: Schedule 13E-3 Date Filed: April 26, 2018

Amount Previously Paid: US\$8,388.84 Filing Party: BPEA Teamsport Limited

Form or Registration No.: Schedule 13E-3 Date Filed: March 9, 2018

¹ This CUSIP applies to American Depositary Shares, evidenced by American Depositary Receipts, each representing two Class A Common Shares.

INTRODUCTION

This Amendment No. 6 (this “Amendment”) to Rule 13e-3 transaction statement on Schedule 13E-3, as amended and supplemented and together with the exhibits hereto (the “Transaction Statement”), is being filed with the Securities and Exchange Commission (the “SEC”) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), jointly by the following persons (each, a “Filing Person,” and collectively, the “Filing Persons”):

- (a) eHi Car Services Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (the “Company”), the issuer of the common shares, consisting of Class A common shares, par value US\$0.001 per share (each, a “Class A Share”), including the Class A Shares represented by American Depositary Shares, each representing two Class A Shares (“ADSs”), and Class B common shares, par value US\$0.001 per share (each, a “Class B Share” and, collectively with Class A Shares, “Shares” and, each, a “Share”), that is subject to the transaction pursuant to Rule 13e-3 under the Exchange Act;
- (b) Mr. Ray Ruiping Zhang, a citizen of the United States of America (“Mr. Zhang”);
- (c) L & L Horizon, LLC, a Delaware limited liability company (“Horizon LLC” and, together with Mr. Zhang, the “Mr. Zhang Filing Persons”);
- (d) MBK Partners Fund IV, L.P., an exempted limited partnership formed under the laws of the Cayman Islands (“MBKP LP”);
- (e) MBK Partners JC IV, L.P., an exempted limited partnership formed under the laws of the Cayman Islands (“MBKP JC LP”);
- (f) Fastforward Holdings Ltd, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“MBKP SPV Holdings”);
- (g) Fastforward Investment Ltd, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“MBKP SPV Investment”);
- (h) Fastforward Company Ltd, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“MBKP SPV” and, together with MBKP LP, MBKP JC LP, MBKP SPV Holdings and MBKP SPV Investment, the “MBKP Filing Persons”);

(i) The Crawford Group, Inc., a Missouri corporation (“Crawford”);

(j) ICG Holdings 1, LLC, a Delaware limited liability company (“ICG Holdco 1”);

(k) ICG Holdings 2, LLC, a Delaware limited liability company (“ICG Holdco 2” and, together with ICG Holdco 1, the “ICG Holdcos” and the ICG Holdcos, together with Crawford, the “Crawford Filing Persons”);

(l) Ctrip Investment Holding Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Ctrip Investment”);

(m) C-Travel International Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“C-Travel”);

(n) Ctrip.com International, Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Ctrip” and together with Ctrip Investment and C-Travel, the “Ctrip Filing Persons”);

(o) Ocean General Partners Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Ocean GP”);

(p) Ocean Voyage L.P., an exempted limited partnership formed under the laws of the Cayman Islands (“Ocean Voyage”);

(q) Ocean Imagination L.P., an exempted limited partnership formed under the laws of the Cayman Islands (“Ocean Imagination”);

(r) CDH Car Rental Service Limited, a business company incorporated under the laws of the British Virgin Islands (“CDH Car”);

(s) Mr. Nanyan Zheng, a citizen of the People’s Republic of China (“Mr. Zheng”);

(t) Mr. Tianyi Jiang, a Hong Kong permanent resident (“Mr. Jiang” and, together with Ocean GP, Ocean Voyage, Ocean Imagination, CDH Car and Mr. Zheng, the “Ocean Filing Persons”);

(u) Dongfeng Asset Management Co., Ltd., a limited liability company formed under the laws of the People’s Republic of China (“DF Asset Management”);

(v) Teamsport Topco Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Holdco”);

(w) Teamsport Midco Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Midco”);

(x) Teamsport Parent Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Parent”); and

(y) Teamsport Bidco Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Merger Sub”).

This Amendment amends and supplements the information set forth in the Transaction Statement only as specifically stated herein.

Capitalized terms used but not defined in this Amendment shall have the meanings given to them in the Transaction Statement, including the Proxy Statement attached as Exhibit (a)-(1) to the Transaction Statement.

Item 1 Summary Term Sheet

Item 1 is hereby amended and supplemented as follows:

On March 14, 2019, Holdco, Crawford and Ctrip Investment entered into the GS ROFO Purchase Agreement with the GS Sellers, pursuant to which, among other things, Holdco has agreed, subject to certain conditions, including the substantially contemporaneous closing of the Transactions, including the Merger, to purchase from the GS Sellers, immediately prior to the Merger, the GS Offered Shares, comprising 9,081,665 Class B Shares, representing approximately 6.5% of the issued and outstanding Shares and approximately 12.4% of the outstanding voting power of the Company (for purposes of this calculation, excluding from the issued and outstanding Shares, Shares issuable upon the exercise of options of the Company), for the Per GS Offered Share Purchase Price of US\$7.25, or an aggregate purchase price of US\$65,842,071. The Per GS Offered Share Purchase Price is subject to the GS Top-Up Adjustment if, prior to completion of the Merger, the Buyer Group increases the Per Share Merger Consideration or the Per ADS Merger Consideration to an amount, or if, during the period beginning on January 2, 2018 and ending on the date of the Merger, Holdco, Crawford or Ctrip Investment shall have acquired Shares or ADSs for a price per Share or ADS, greater than US\$7.25 or US\$14.50, respectively. Pursuant to the terms of the GS ROFO Purchase Agreement, (a) the GS Sellers have agreed to vote, or cause to be voted, the GS Offered Shares in favor of the authorization and approval of the Merger Agreement, the Plan of Merger and the Transactions, including the Merger (and against any alternative transaction), and (b) effective upon the closing of the GS ROFO Purchase, the GS Sellers, on the one hand, and Crawford and Ctrip Investment, on the other hand, have agreed to a mutual release of any claims arising out of any disputes with respect to the GS ROFO Purchase. The GS Offered Shares acquired by Holdco pursuant to the terms of the GS ROFO Purchase Agreement will be Excluded Shares and will be cancelled in connection with the Merger without payment of any consideration or distribution therefor.

Item 4 Terms of the Transaction

Different Terms.

(c)

Item 4(c) is hereby amended and supplemented by the disclosure under Item 5 in this Amendment, which disclosure is incorporated by reference in this Item 4(c).

Item 5 Past Contracts, Transactions, Negotiations and Agreements

Item 5 is hereby amended and supplemented as follows:

On March 14, 2019, Holdco, Crawford and Ctrip Investment entered into the GS ROFO Purchase Agreement with the GS Sellers, pursuant to which, among other things, Holdco has agreed, subject to certain conditions, including the substantially contemporaneous closing of the Transactions, including the Merger, to purchase from the GS Sellers, immediately prior to the Merger, the GS Offered Shares, comprising 9,081,665 Class B Shares, representing approximately 6.5% of the issued and outstanding Shares and approximately 12.4% of the outstanding voting power of the Company (for purposes of this calculation, excluding from the issued and outstanding Shares, Shares issuable upon the exercise of options of the Company), for the Per GS Offered Share Purchase Price of US\$7.25, or an aggregate purchase price of US\$65,842,071. Under the terms of the GS ROFO Purchase Agreement, the Per GS Offered Share Purchase Price is subject to the GS Top-Up Adjustment if (a) during the period from the date of the GS ROFO Purchase Agreement until the earlier to occur of the closing of the Merger under the Merger Agreement or the termination of the Merger Agreement in accordance with its terms, the Per Share Merger Consideration or the Per ADS Merger Consideration is increased to an amount greater than US\$7.25 and US\$14.50, respectively, or (b) during the period from January 2, 2018 until the earlier to occur of the closing of the Merger under the Merger Agreement or the termination of the Merger Agreement in accordance with its terms, Holdco, Crawford or Ctrip Investment shall have acquired any Shares or ADSs for a purchase price greater than US\$7.25 per Share or US\$14.50 per ADS. In such case, subject to certain exceptions, the Per GS Offered Share Purchase Price will be increased to reflect the difference between such higher per Share price (or the equivalent price per ADS) and the Per GS Offered Share Purchase Price (or the equivalent price per ADS).

Pursuant to the terms of the GS ROFO Purchase Agreement, (a) the GS Sellers have agreed to vote, or cause to be voted, the GS Offered Shares in favor of the authorization and approval of the Merger Agreement, the Plan of Merger and the Transactions, including the Merger (and against any alternative transaction), (b) effective upon the closing of the GS ROFO Purchase, the GS Sellers, on the one hand, and Crawford and Ctrip Investment, on the other hand, have agreed to a mutual release of any claims arising out of any disputes with respect to the GS ROFO Purchase, and (c) the GS Sellers have the right to terminate the GS ROFO Purchase Agreement in the event that the closing of the Merger under the Merger Agreement has not occurred on or before May 31, 2019.

Pursuant to the terms of the Merger Agreement, the GS Offered Shares acquired by Holdco pursuant to the terms of the GS ROFO Purchase Agreement will be Excluded Shares and cancelled in connection with the Merger without payment of any consideration or distribution therefor.

The source of funds for the GS ROFO Purchase will be a portion of the cash contributions contemplated by the Equity Commitment Letters, dated February 18, 2019, by and between Holdco and each of the Sponsors.

Item 10 Source and Amounts of Funds or Other Consideration

Item 10 is hereby amended and supplemented as follows:

The source of funds for the GS ROFO Purchase will be a portion of the cash contributions contemplated by the Equity Commitment Letters, dated February 18, 2019, by and between Holdco and each of the Sponsors.

Item 11 Interest in Securities of the Subject Company

Item 11 is hereby amended and supplemented by the disclosure under Item 5 in this Amendment, which disclosure is incorporated by reference in this Item 11.

Item 12 The Solicitation or Recommendation

Item 12 is hereby amended and supplemented by the disclosure under Item 5 in this Amendment, which disclosure is incorporated by reference in this Item 12.

Item 16 Exhibits

Item 16 is hereby amended and supplemented by adding the following thereto:

- (d)-(20) Share Purchase Agreement, dated March 14, 2019, by and among Holdco, the GS Sellers, Crawford and Ctrip Investment, incorporated herein by reference to Exhibit 99.19 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on March 14, 2019 (File No. 005-88413).

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 20, 2019

eHi Car Services Limited

By /s/ Qian Miao
Name: Qian Miao
Title: Authorized Member of the Special Committee

Ray Ruiping Zhang

By /s/ Ray Ruiping Zhang

L & L Horizon, LLC

By /s/ Ray Ruiping Zhang
Name: Ray Ruiping Zhang
Title: Member Manager

MBK Partners Fund IV, L.P.

By: MBK Partners GP IV, L.P., its general partner

By: MBK GP IV, Inc., its general partner

By /s/ Michael ByungJu Kim
Name: Michael ByungJu Kim
Title: Director

MBK Partners JC IV, L.P.

By: MBK Partners JC IV, GP, L.P., its general partner

By: MBK Partners JC IV, Inc., its general partner

By /s/ Teck Chien Kong
Name: Teck Chien Kong

Title: Director

Fastforward Holdings Ltd

By /s/ Kenichiro Kagasa

Name: Kenichiro Kagasa

Title: Director

**Fastforward Investment
Ltd**

By /s/ Kenichiro Kagasa

Name: Kenichiro Kagasa

Title: Director

Fastforward Company Ltd

By /s/ Kenichiro Kagasa
Name: Kenichiro Kagasa
Title: Director

The Crawford Group, Inc.

By /s/ Rick A. Short
Name: Rick A. Short
Title: Vice President and Treasurer

ICG Holdings 1, LLC

By: The Crawford Group, Inc., its
sole member

By /s/ Rick A. Short
Name: Rick A. Short
Title: Vice President and Treasurer

ICG Holdings 2, LLC

By: The Crawford Group, Inc., its
sole member

By /s/ Rick A. Short
Name: Rick A. Short
Title: Vice President and Treasurer

Ctrip Investment Holding Ltd.

By /s/ Xiaofan Wang
Name: Xiaofan Wang
Title: Director

C-Travel International Limited

By /s/ Min Fan
Name: Min Fan
Title: Director

Ctrip.com International, Ltd.

By /s/ Xiaofan Wang
Name: Xiaofan Wang
Title: Chief Financial Officer

Ocean General Partners Limited

By /s/ Tianyi Jiang
Name: Tianyi Jiang
Title: Director

Ocean Voyage L.P.

By Ocean General Partners Limited
its General Partner

By /s/ Tianyi Jiang
Name: Tianyi Jiang
Title: Director

Ocean Imagination L.P.

By Ocean Voyage L.P.
its General Partner

By Ocean General Partners Limited
its General Partner

By /s/ Tianyi Jiang
Name: Tianyi Jiang
Title: Director

CDH Car Rental Service Limited

By /s/ Xu Li
Name: Xu Li
Title: Director

Nanyan Zheng

/s/ Nanyan Zheng

Tianyi Jiang

/s/ Tianyi Jiang

**Dongfeng Asset
Management Co. Ltd.**

By /s/ Lu Feng
Name: Lu Feng

Title: General Manager

Teamsport Topco Limited

By /s/ Kenichiro Kagasa

Name: Kenichiro Kagasa

Title: Director

Teamsport Midco Limited

By /s/ Kenichiro Kagasa

Name: Kenichiro Kagasa

Title: Director

**Teamsport Parent
Limited**

By /s/ Kenichiro Kagasa
Name: Kenichiro Kagasa
Title: Director

Teamsport Bidco Limited

By /s/ Kenichiro Kagasa
Name: Kenichiro Kagasa
Title: Director

EXHIBIT INDEX

- (a)-(1)*** Proxy Statement of the Company, dated March 11, 2019 (the “Proxy Statement”).
- (a)-(2) Notice of Extraordinary General Meeting of Shareholders of the Company, incorporated herein by reference to the Proxy Statement.
- (a)-(3) Form of Proxy Card, incorporated herein by reference to the Proxy Statement.
- (a)-(4) Form of ADS Voting Instruction Card, incorporated herein by reference to the Proxy Statement.
- (a)-(5) Press Release issued by the Company, dated April 6, 2018, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on April 6, 2018 (File No. 001-36731).
- (a)-(6) Press Release issued by the Company, dated April 16, 2018, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on April 16, 2018 (File No. 001-36731).
- (a)-(7) Press Release issued by the Company, dated February 19, 2019, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on February 19, 2019 (File No. 001-36731).
- (b)-(1)** Amended and Restated Equity Commitment Letter, dated February 18, 2019, by and between MBKP LP and Holdco.
- (b)-(2)** Equity Commitment Letter, dated February 18, 2019, by and between Ocean Imagination and Holdco.
- (b)-(3)** Amended and Restated Equity Commitment Letter, dated February 18, 2019, by and between Crawford and Holdco.
- (c)-(1)* Opinion of Duff & Phelps, LLC, dated April 4, 2018.
- (c)-(2)* Discussion Materials and Presentation prepared by Duff & Phelps, LLC for discussion with the special committee of the board of directors of the Company, dated April 4, 2018.
- (c)-(3) Opinion of Duff & Phelps, LLC, dated February 18, 2019, incorporated herein by reference to Annex C to the Proxy Statement.
- (c)-(4)** Discussion Materials and Presentation prepared by Duff & Phelps, LLC for discussion with the special committee of the board of directors of the Company, dated February 18, 2019.
- (d)-(1) Amended and Restated Agreement and Plan of Merger, dated February 18, 2019, among the Company, Parent and Merger Sub, incorporated herein by reference to Annex A to the Proxy Statement.

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- (d)-(2) Amended and Restated Contribution and Support Agreement, dated February 18, 2019, by and among the Rollover Shareholders, Holdco, Midco and Parent, incorporated herein by reference to Annex E to the Proxy Statement.
- (d)-(3)** Amended and Restated Interim Investors Agreement, dated February 18, 2019, by and among MBKP LP, Ocean Imagination, Crawford, the Rollover Shareholders, Holdco, Midco, Parent and Merger Sub.
- (d)-(4)** Amended and Restated Limited Guarantee, dated February 18, 2019, by MBKP LP, in favor of the Company.

- (d)-(5)** Limited Guarantee, dated February 18, 2019, by Ocean Imagination in favor of the Company.
- (d)-(6)** Limited Guarantee, dated February 18, 2019, by Ctrip Investment in favor of the Company.
- (d)-(7)** Amended and Restated Limited Guarantee, dated February 18, 2019, by Crawford in favor of the Company.
- (d)-(8)** Amended and Restated Limited Guarantee, dated February 18, 2019, by Horizon LLC in favor of the Company.
- (d)-(9)** Amended and Restated Limited Guarantee, dated February 18, 2019, by DF Asset Management in favor of the Company.
- (d)-(10) Notice of Proposed Sale of Shares of the Company, dated April 23, 2018, from the IGC Sellers to Crawford, incorporated herein by reference to Exhibit 99.8 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on May 7, 2018 (File No. 005-88413).
- (d)-(11) First ROFO Acceptance Notice, dated May 2, 2018, from Crawford to the IGC Sellers, incorporated herein by reference to Exhibit 99.9 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on May 7, 2018 (File No. 005-88413).
- (d)-(12)** First ROFO Acceptance Notice, dated May 2, 2018, from Ctrip Investment to the IGC Sellers.
- (d)-(13) First Offer Notice, dated April 25, 2018, from the GS Sellers to Crawford, incorporated herein by reference to Exhibit 99.10 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on May 7, 2018 (File No. 005-88413).
- (d)-(14) First ROFO Acceptance Notice, dated May 3, 2018, from Crawford to the GS Sellers, incorporated herein by reference to Exhibit 99.11 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on May 7, 2018 (File No. 005-88413).
- (d)-(15)** First ROFO Acceptance Notice, dated April 27, 2018, from Ctrip Investment to the GS Sellers.
- (d)-(16) Secondary Stock Purchase Agreement, dated August 9, 2018, by and among Crawford and the IGC Sellers, incorporated herein by reference to Exhibit 99.12 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on August 14, 2018 (File No. 005-88413).
- (d)-(17) Termination Agreement, dated February 18, 2019, by and among MBKP LP, The Baring Asia Private Equity Fund VI, L.P.1, The Baring Asia Private Equity Fund VI, L.P.2, The Baring Asia Private Equity Fund VI Co-investment L.P., BPEA Teamsport Limited, Crawford, RedStone, Horizon LLC, DF Asset Management, Holdco, Midco, Parent, Merger Sub and MBKP SPV incorporated herein by reference to Exhibit 7.23 to the Schedule 13D/A filed by BPEA Teamsport Limited with the SEC on February 19, 2019 (File No. 005-88413).

- (d)-(18) Support Agreement, dated February 18, 2019, by and among, Holdco, Midco, Parent and BPEA Teamsport Limited, incorporated herein by reference to Exhibit 7.24 to the Schedule 13D/A filed by BPEA Teamsport Limited with the SEC on February 19, 2019 (File No. 005-88413).
- (d)-(19)** Share Purchase Agreement, dated February 18, 2019, by and among the NA Sellers and Holdco.
- (d)-(20) Share Purchase Agreement, dated March 14, 2019, by and among Holdco, the GS Sellers, Crawford and Ctrip Investment, incorporated herein by reference to Exhibit 99.19 to the Schedule 13D/A filed by Jack Taylor Family Voting Trust U/A/D 4/14/99, Andrew C. Taylor, Jo Ann T. Kindle, Christine B. Taylor, and Carolyn Kindle Betz with the SEC on March 14, 2019 (File No. 005-88413).
- (f)-(1) Dissenters' Rights, incorporated herein by reference to the section entitled "Dissenters' Rights" in the Proxy Statement.
- (f)-(2) Section 238 of the Cayman Islands Companies Law (2018 Revision), incorporated herein by reference to Annex D to the Proxy Statement.
- (g) Not applicable.

* Previously filed on April 26, 2018.

** Previously filed on February 27, 2019.

*** Previously filed on March 11, 2019.