

# Appendix 5

## FORMS RELATING TO LISTING

### FORM F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name: Sinofortune Financial Holdings Limited**

**Stock code (ordinary shares): 8123**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 September 2017.

#### **A. General**

Place of incorporation	: Cayman Islands
Date of initial listing on GEM	: 11 January 2002
Name of Sponsor(s)	: Worldsec Corporate Finance Limited
Names of directors: <i>(please distinguish the status of the directors Executive, Non-Executive or Independent Non-Executive)</i>	: <b>Executive Directors</b> Mr. Wang Jiawei Ms. Lai Yuk Mui  <b>Non-Executive Director</b> Mr. Liu Runtong Mr. James Beeland Rogers Jr.  <b>Independent Non-Executive Directors</b> Professor Zhang Benzhen Mr. Li Jianxing Professor Chen Shu Wen
Name(s) of substantial shareholder(s) <i>(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company</i>	: Nil

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business : 16th Floor, CMA Building, No. 64-66 Connaught Road Central, Hong Kong

Web-site address (if applicable) : www.sinofortune.hk

Share registrar : SMP Partners (Cayman) Limited  
Royal Bank House - 3th Floor,  
24 Shedden Road, P.O. Box 1586,  
Grand Cayman, KY1-1110, Cayman Islands

Hong Kong Registrars Limited  
46th Floor, Hopewell Centre,  
183 Queen's Road East,  
Wan Chai, Hong Kong

Auditors : Cheng & Cheng Limited  
Certified Public Accountants  
10/F., Allied Kajima Building, 138 Gloucester Road,  
Wanchai, Hong Kong

***B. Business activities***

The Company and its subsidiaries are principally engaged in (i) provision of the precious metals spot trading and brokerage services in the PRC, (ii) provision of securities and futures contracts trading services in Hong Kong, (iii) trading and principal investments in the PRC and Hong Kong, (iv) research, exploration and development of the student safety network project and the electronic student card in the PRC, and (v) provision of stock information and research services through the internet network in the PRC.

***C. Ordinary shares***

Number of ordinary shares in issue : 6,498,958,120

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 6,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

***D. Warrants***

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

#### **E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

The Company operates a share option scheme under which persons working for the interest of the Group are entitled to an opportunity to obtain equity interest in the Company. On 13 April 2010, options to subscribe for an aggregate of 84,000,000 shares of the Company were granted to the Directors and certain employees of the Company. At the date hereof, options to subscribe for an aggregate of 82,840,095 shares remain outstanding. This outstanding number of shares, and the exercise price of the share options, has been adjusted with effect from 15 June 2010 as a result of completion of an open offer.

Since the share option scheme adopted by the Company on 17 December 2001 (the "Old Share Option Scheme") has expired on 16 December 2011. The Company adopted a new share option scheme on 21 June 2012 (the "New Share Option Scheme"). The outstanding options granted under the Old Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects. The provisions of the Old Share Option Scheme shall remain in full force and effect notwithstanding the expiry of the Old Share Option Scheme.

The New Share Option Scheme will remain valid for a period of 10 years commencing on 21 June 2012 and in such event, no further options will be offered but the provisions of the New Share Option Scheme shall in all other respects remain in full force and effect. At the date hereof, options to subscribe for an aggregate of 60,000,000 shares remain outstanding under New Share Option Scheme.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

#### **Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Wang Jiawei  
*Executive Director*  
By his lawful attorney  
**Lai Yuk Mui**

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Lai Yuk Mui  
*Executive Director*

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Liu Runtong  
*Non-executive Director*  
By his lawful attorney  
**Lai Yuk Mui**

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James Beeland Rogers Jr.  
*Non-executive Director*  
By his lawful attorney  
**Lai Yuk Mui**

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Zhang Benzhen  
*Independent non-executive Director*  
By his lawful attorney  
**Lai Yuk Mui**

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Li Jianxing  
*Independent non-executive Director*  
By his lawful attorney  
**Lai Yuk Mui**

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Chen Shu Wen  
*Independent non-executive Director*  
By his lawful attorney  
**Lai Yuk Mui**

#### **NOTES**

- 1 *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*