

## 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:** Hong Kong Jewellery Holding Limited  
香港珠寶控股有限公司

**Stock code (ordinary shares):** 8048

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 21 January 2013

#### **A. General**

Place of incorporation : Bermuda  
Date of initial listing on GEM : 30<sup>th</sup> June, 2000  
Name of Sponsor(s) : N/A

Names of directors:

*(please distinguish the status of the directors -*

*Executive, Non-Executive or Independent* : *Executive Directors*  
Non-Executive) LI Xia (李霞)  
LIN Di (林迪)  
CHEN Yin (陳寅)  
YIP Tin Hung (葉天雄)  
ZEE CHAN Mei Chu, Peggy (徐陳美珠)

*Independent Non-Executive Directors*

LAM Tin Faat (林天發)  
LU Haina (陸海娜)  
FU Ping Man (傅炳文)

Name(s) of substantial shareholder(s) (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	Name	Number of Shares	Approximate percentage of holding
	Sino Eminent Limited	571,820,133	56.33%*
	Ms. Li Xia	571,820,133	56.33%*
	Cheung Kong (Holdings) Limited	143,233,151	14.11%#
	Li Ka-Shing Unity Trustee Corporation Limited	143,233,151	14.11%#
	Li Ka-Shing Unity Trustee Company Limited	143,233,151	14.11%#
	Li Ka-Shing Unity Trustcorp Limited	143,233,151	14.11%#
	Mr. Li Ka-shing	143,233,151	14.11%#

\* Sino Eminent Limited is held as to 53% by Ms. Li Xia through Ocean Expert Investments Limited, 27% by Mr. Lin Di through Confluence Holdings Limited and 20% by Mr. Chen Yin through Flourish Zone Limited. Accordingly, Ms. Li Xia is deemed to be interested in the 571,820,133 shares interested by Sino Eminent Limited. Each of Ocean Expert Investments Limited, Confluence Holdings Limited and Flourish Zone Limited is a limited liability company incorporated in the British Virgin Islands.

# Mr. Li Ka-shing is the settlor of each of The Li Ka-Shing Unity Discretionary Trust (“DT1”) and another discretionary trust (“DT2”). Each of Li Ka-Shing Unity Trustee Corporation Limited (“TDT1”, which is the trustee of DT1) and Li Ka-Shing Unity Trustcorp Limited (“TDT2”, which is the trustee of DT2) holds units in The Li Ka-Shing Unity Trust (“UT1”) but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT1 and DT2 are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children and Mr. Li Tzar Kai, Richard. Li Ka-Shing Unity Trustee Company Limited (“TUT1”) as trustee of UT1 together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited (“CKH”).

The entire issued share capital of each of TUT1, TDT1 and TDT2 are owned by Li Ka-Shing Unity Holdings Limited (“Unity Holdco”). Mr. Li Ka-shing and Mr. Li Tzar Kuoi, Victor are respectively interested in one-third and two-third of the entire issued share capital of Unity Holdco. TUT1 is only interested in the shares of CKH by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the shares of CKH independently without any reference to Unity Holdco or any of Mr. Li Ka-shing and Mr. Li Tzar Kuoi, Victor as a holder of the shares of Unity Holdco as aforesaid.

Mr. Li Ka-shing may be regarded as a founder of each of DT1 and DT2 for the purpose of the Securities and Futures Ordinance.

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


: Nil


Financial year end date

: 31<sup>st</sup> December

Registered address	:	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Head office and principal place of business	:	5/F., 663 King's Road North Point Hong Kong
Web-site address (if applicable)	:	<a href="http://www.hkjewelry.net">http://www.hkjewelry.net</a>
Share registrar	:	<i>Principal share registrar and transfer office:</i> Butterfield Fulcrum Group (Bermuda) Limited Rosebank Centre 11 Bermudiana Road Pembroke Bermuda  <i>Hong Kong branch share registrar and transfer office:</i> Computershare Hong Kong Investor Services Limited Shops 1712-1716 17 <sup>th</sup> Floor, Hopewell Centre 183 Queen's Road East Hong Kong
Auditors	:	Grant Thornton Hong Kong Limited 20 <sup>th</sup> Floor, Sunning Plaza 10 Hysan Avenue Causeway Bay Hong Kong

## **B. Business activities**

The Group has two core businesses. Core business 1 is mainly engaged in design, R&D, manufacturing and sale of precious gem, diamond, pure gold ornaments and corporate gifts branded  H.K. JEWELRY, as well as through self-operation, joint ventures and franchised operations. Core business 2 is principally engaged in (i) the development, sale and implementation of enterprise software, (ii) systems integration and resale and maintenance of IT products, all with a principal focus on providing solutions to the banking and finance sector; (iii) IT consultancy (including the provision of e-business solutions) and customised application system development, and (iv) the operation of the ASP Business through a subsidiary in which the Group owns 80.1% interest and iBusiness Corporation Limited (whose other shareholders, in turn, include CKH and Hutchison Whampoa Limited) owns the remaining 19.9% interest.

The Group launched  H.K. JEWELRY, a leading jewellery brand for its ambitious expansion to chain retail of gold and jewellery products by diversifying into the jewellery sector through asset consolidation and business restructuring.

The Group's enterprise software are capable of providing integration and interface with the legacy and operation systems of its customers, and have been sold to major banks and financial institutions in Hong Kong and elsewhere.

**C. Ordinary shares**

Number of ordinary shares in issue	:	1,015,050,000
Par value of ordinary shares in issue	:	HK\$0.10 each
Board lot size (in number of shares)	:	2,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	Not applicable

**D. Warrants**

The Company does not have warrants currently in issue.

**E. Other securities**

Save as disclosed herein, the Company does not have any other securities currently in issue, other than the ordinary shares described in C above and options to be granted to executives and/or employees under the Company's share option scheme.

**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 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:

LI Xia

CHEN Yin

YIP Tin Hung

LIN Di

ZEE CHAN Mei Chu, Peggy

LAM Tin Faat

LU Haina

FU Ping Man