

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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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 "Stock 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 25 April 2014

A. General

Place of incorporation : Bermuda
Date of initial listing on GEM : 30th 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)

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	312,606,140	26.30%*
	Ocean Expert Investments Limited	312,606,140	26.30%*
	Ms. Li Xia	312,606,140	26.30%*
	Confluence Holdings Limited	148,910,166	12.53%**
	Mr. Lin Di	148,910,166	12.53%**
	Cheung Kong (Holdings) Limited	143,233,151	12.05%#
	Li Ka-Shing Unity Trustee Corporation Limited	143,233,151	12.05%#
	Li Ka-Shing Unity Trustee Company Limited	143,233,151	12.05%#
	Li Ka-Shing Unity Trustcorp Limited	143,233,151	12.05%#
	Mr. Li Ka-shing	143,233,151	12.05%#
	Flourish Zone Limited	110,303,827	9.28%***
	Mr. Chen Yin	110,303,827	9.28%***

* Sino Eminent Limited is wholly-owned by Ms. Li Xia through Ocean Expert Investments Limited. Accordingly, Ms. Li Xia is deemed to be interested in the 312,606,140 shares interested by Sino Eminent Limited. Each of Ocean Expert Investments Limited and Sino Eminent Limited is a limited liability company incorporated in the British Virgin Islands.

** Confluence Holdings Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Lin Di. Accordingly, Mr. Lin Di is deemed to be interested in the 148,910,166 shares interested by Confluence Holdings Limited.

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, being the settlor, may be regarded as a founder of each of DT1 and DT2 for the purpose of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong). Each of Mr. Li Ka-shing, TUT1, TDT1, TDT2 and CKH is deemed to be interested in the 143,233,151 shares of the Company.

*** Flourish Zone Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Chen Yin. Accordingly, Mr. Chen Yin is deemed to be interested in the 110,303,827 shares interested by Flourish Zone Limited.

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 st 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)	:	http://www.hkjewelry.net
Share registrar	:	<i>Principal share registrar and transfer office:</i> MUFG Fund Services (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 Rooms 1712-1716 17 th Floor, Hopewell Centre 183 Queen's Road East Hong Kong
Auditors	:	Grant Thornton Hong Kong Limited Level 12 28 Hennessy Road Wanchai Hong Kong

B. Business activities

The Group has two core businesses. Core business 1 is mainly the design, research and development and manufacturing of precious gem, diamond, pure gold ornaments and corporate gifts under the brand  H.K. JEWELRY, as well as sale of gold and jewellery products under the brand  H.K. JEWELRY through self-operated, jointly-owned and franchising models. Core business 2 is principally (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.

The Group has 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 from the information technology business.

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	:	1,188,460,000
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 Stock Exchange against all liability incurred and all losses suffered by the Stock Exchange in connection with or relating to the Information.

Signed:

LI Xia

LIN Di

CHEN Yin

YIP Tin Hung

LAM Tin Faat

LU Haina

FU Ping Man