

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 1 December 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 Non-Executive)	:	<i>Executive Directors</i> LI Xia (李霞) LIN Di (林迪) CHEN Yin (陳寅) <i>Independent Non-Executive Directors</i> LAM Tin Faat (林天發) LU Haina (陸海娜) Na Xin (那昕)

	Name	Number of Shares	Approximate percentage of holding
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:	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%***
	Alps Mountain Agent Limited	71,969,151	6.06%#
iBusiness Corporation Limited	67,264,000	5.66%#	

* 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 as they together hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited (“CKH”). CKH is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Alps Mountain Agent Limited (“Alps”) and iBusiness Corporation Limited (“iBusiness”).

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-thirds 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 when performing its functions as trustee and 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.

By virtue of the SFO, each of Mr. Li Ka-shing, being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, TUT1, TDT1, TDT2 and CKH is deemed to be interested in the 143,233,151 shares of the Company of which 71,969,151 shares are held by Alps and 67,264,000 shares are held by iBusiness.

*** 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 : Nil
on GEM or the Main Board of
the Stock Exchange within
the same group as
the Company

Financial year end date : 31st December

Registered address : Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and : Rm A&B, 17th Floor
principal place of business Fortune House
61 Connaught Road Central
Central, Hong Kong

Web-site address (if applicable) : <http://www.hkjewelry.net>

Share registrar : *Principal share registrar and transfer office:*
MUFG Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Rooms 1712-1716
17th 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 **HK** H.K. JEWELRY, as well as sale of gold and jewellery products under the brand **HK** 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 **HK** 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

LAM Tin Faat

LU Haina

NA Xin