

**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:** China Vanguard Group Limited

**Stock code (ordinary shares):** 08156

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 19 September 2016.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 November 2002

Name of Sponsor(s): N/A

Names of directors:  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)

**Executive Directors**  
Madam CHEUNG Kwai Lan  
Mr. CHAN Ting

**Non-executive Director**  
Mr. CHAN Tung Mei

**Independent Non-executive Directors**  
Mr. TO Yan Ming Edmond  
Mr. YANG Qing Cai  
Mr. ZHANG Xiu Fu

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	<b>Shareholder Name</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
	Best Frontier Investments Limited ("Best Frontier") & its concert parties (Note 1)	1,070,481,856	33.17%
	Integrated Asset Management (Asia) Limited ("Integrated Asset") & its concert parties (Note 2)	472,723,000	14.65%

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*Notes:*

1. 1,070,481,856 shares are owned by Best Frontier which is owned as to 99.89% and 0.11% by Madam CHEUNG Kwai Lan ("Madam CHEUNG") and Mr. CHAN Tung Mei ("Mr. CHAN"), and so both of them are deemed to be interested in the Shares. In addition, Madam CHEUNG and Mr. CHAN directly hold 1,656,000 shares and 260,000 shares respectively.
2. 472,723,000 shares are held by Integrated Asset which is wholly owned by Mr. YAM Tak Cheung. A 2% coupon convertible bond in aggregate amount of HK\$89,625,000 for a term of 3 years was issued to Integrated Asset pursuant to the subscription agreement dated 13 January 2014 (the "CB"). A maximum of 150,000,000 new shares will be allotted and issued to Integrated Asset upon conversion of the CB in full and thereafter the shareholding of Integrated Asset will be increased to 19.30% of the current issued share capital of the Company and approximately 18.44% of the enlarged issued capital of the Company. The initial conversion price is HK\$0.598 per conversion share subject to adjustments.

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:

30 June

Registered address:

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

Head office and principal place of business:

Units 307-313, 3/F, Wireless Centre,  
Phase One Hong Kong Science Park,  
Pak Shek Kok, New Territories, Hong Kong

Web-site address (if applicable):

[www.cvg.com.hk](http://www.cvg.com.hk)

Share registrar:

**Principal share registrar and transfer office:**  
Esteria Trust (Cayman) Limited  
P. O. Box 1350, Clifton House, 75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

**Branch share registrar and transfer office in Hong Kong:**  
Tricor Standard Limited  
Level 22, Hopewell Centre,  
18 Queen's Road East,  
Wanchai, Hong Kong

Auditors:

Sky Base Partners CPA Limited

**B. Business activities**

*The principal activities of the Group are (i) the provision of lottery-related services; (ii) land and property development; and (iii) others.*

**C. Ordinary shares**

Number of ordinary shares in issue: 3,227,065,068

Par value of ordinary shares in issue: HK\$0.0125

Board lot size (in number of shares): 5,000

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

N/A

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**D. Warrants**

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

**E. Other securities**

**Share Options:-**

The Company conditionally adopted a share option scheme on 31 January 2013, the details of share options granted were as follows:-

<b>Date of granted</b>	<b>No. of share options granted</b>	<b>Exercise price</b>	<b>Exercisable period</b>
10 December 2013	202,100,000	HK\$0.438	1 April 2014 – 31 March 2017
13 June 2014	62,040,000	HK\$0.952	1 July 2015 – 30 Jun 2018
21 July 2015	24,220,000	HK\$1.280	1 July 2016 – 30 June 2019

**Convertible Bonds**

On 17 January 2014, the Company issued convertible bonds due on 17 January 2017 with a principal amount of HK\$89,625,000 which is having interest bearing a rate of 2% per annum. The bonds are convertible into fully paid 150,000,000 ordinary Shares with a conversion price at HK\$0.598 per conversion share.

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 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.

THE STOCK EXCHANGE OF HONG KONG LIMITED  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Signed:

.....  
**CHEUNG Kwai Lan**

.....  
**CHAN Ting**

.....  
**CHAN Tung Mei**

.....  
**TO Yan Ming Edmond**

.....  
**YANG Qing Cai**

.....  
**ZHANG Xiu Fu**

**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.*