

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims 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** : **PALMPAY CHINA (HOLDINGS) LIMITED**

---

**Stock code (ordinary shares)** : **8047**

---

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 6th July 2011

#### A. General

|                                                                                                                                         |   |                                                                                                           |
|-----------------------------------------------------------------------------------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------|
| Place of incorporation                                                                                                                  | : | Bermuda                                                                                                   |
| Date of initial listing on GEM                                                                                                          | : | 1st November, 2001                                                                                        |
| Name of Sponsor(s)                                                                                                                      | : | NIL                                                                                                       |
| Names of directors<br>(please distinguish the status<br>of the directors – Executive,<br>Non-Executive or<br>Independent Non-Executive) | : | <i>Executive directors</i><br>Mr. YUAN Shengjun<br>Mr. CHAN Francis Ping Kuen<br>Mr. CHAN Hin Wing, James |

*Independent non-executive directors*

Mr. KWOK Chi Sun, Vincent

Mr. YEUNG Kam Yan

Mr. CHEUNG Chi Hwa, Justin

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<br>of HK\$0.05 each in<br>the share capital of<br>the Company ("Shares") | Approximate<br>percentage<br>of issued<br>share capital |
|----------------------------------------------|-------------------------------------------------------------------------------------------|---------------------------------------------------------|
| Starryland Profits Limited ( <i>Note 1</i> ) | 123,452,341                                                                               | 19.67%                                                  |
| Lau Kim Hung, Jack ( <i>Note 1</i> )         | 123,452,341                                                                               | 19.67%                                                  |
|                                              | 2,241,600                                                                                 | 0.36%                                                   |
|                                              | 240,000                                                                                   | 0.04%                                                   |
| Chan Yiu Kan, Katie ( <i>Note 1</i> )        | 125,693,941                                                                               | 20.03%                                                  |
|                                              | 240,000                                                                                   | 0.04%                                                   |

*Note:*

1. Starryland Profits Limited, a company incorporated in the British Virgin Islands, is wholly and beneficially owned by Mr. Lau Kim Hung, Jack ("Mr. Lau"). Mr. Lau is deemed to be interested in 123,452,341 shares held by Starryland Profits Limited. In addition, by virtue of being the spouse of Ms. Chan Yiu Kan Katie, he is also deemed to be interested in 240,000 shares held by Ms. Chan Yiu Kan Katie.

Ms. Chan Yiu Kan Katie, being the spouse of Mr. Lau, is deemed to be interested in 123,452,341 shares held by Starryland Profits Limited and 2,241,600 shares held by Mr. Lau.

Name(s) of company(ies) listed  
on GEM or the Main Board of the  
Stock Exchange within the same  
group as the Company : Not applicable

Financial year end date : 31st March

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

|                                             |   |                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Head office and principal place of business | : | Unit 1601, 16/F.,<br>Ruttonjee House, Ruttonjee Centre<br>11 Duddell Street<br>Central<br>Hong Kong                                                                                                                                                                                                                |
| Web-site address (if applicable)            | : | <a href="http://www.palmpaychina.com">www.palmpaychina.com</a>                                                                                                                                                                                                                                                     |
| Share registrar                             | : | <i>Principal share registrar and transfer office</i><br>HSBC Securities Services (Bermuda)<br>Limited<br>6 Front Street<br>Hamilton HM 11<br>Bermuda<br><br><i>Branch share registrar and transfer office</i><br>Tricor Tengis Limited<br>26th Floor, Tesbury Centre<br>28 Queen's Road East<br>Wanchai, Hong Kong |
| Auditors                                    | : | Mazars CPA Limited<br><i>Certified Public Accountants</i><br>42F., Central Plaza<br>18 Harbour Road<br>Wanchai<br>Hong Kong                                                                                                                                                                                        |

## **B. Business activities**

The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of payment gateway services and manufacturing and trading of products related to optimal optical fibers, telecommunications, electric power network systems and equipment.

**C. Ordinary shares**

|                                                                          |                      |
|--------------------------------------------------------------------------|----------------------|
| Number of ordinary shares in issue                                       | : 627,647,828 Shares |
| Par value of ordinary shares in issue                                    | : HK\$0.05 each      |
| Board lot size (in number of shares)                                     | : 5,000 Shares       |
| Name of other stock exchange(s) on which ordinary shares are also listed | : Not applicable     |

**D. Warrants**

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

**E. Other securities**

|                            | No. of Shares      | Exercise Price<br>per Share          | Exercise period                                                                      |
|----------------------------|--------------------|--------------------------------------|--------------------------------------------------------------------------------------|
| Number of share<br>options | 2,640,000          | HK\$2.1665                           | 10 years commencing from the date of grant<br>of the share options, 14 August 2007   |
|                            |                    |                                      |                                                                                      |
| Number of share<br>options | 9,360,000          | HK\$1.8875                           | 10 years commencing from the date of grant<br>of the share options, 17 December 2007 |
|                            |                    |                                      |                                                                                      |
| Number of share<br>options | 3,504,000          | HK\$1.9375                           | 10 years commencing from the date of grant<br>of the share options, 21 December 2007 |
|                            |                    |                                      |                                                                                      |
|                            | No. of<br>Warrants | Subscription<br>Price per<br>Warrant | Exercise period                                                                      |
|                            |                    |                                      |                                                                                      |
| Warrants                   | 16,000,000         | HK\$0.91                             | 36 months commencing from the date of<br>issue of the Warrants, 12 April 2010        |

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:

---

CHAN Francis Ping Kuen

---

YUAN Shengjun

---

CHAN Hin Wing, James

---

KWOK Chi Sun, Vincent

---

YEUNG Kam Yan

---

CHEUNG Chi Hwa, Justin