

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

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20161122-I16028-0003

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Company name: Zhi Sheng Group Holdings Limited (智昇集團控股有限公司)

Stock code (ordinary shares): 8370

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 January 2017.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 20 January 2017

Name of Sponsor(s): Convoy Capital Hong Kong Limited

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

- Mr. Yi Cong
- Mr. Liang Xing Jun

Non-Executive Director:

- Mr. Ma Gary Ming Fai

Independent Non-Executive Directors:

- Mr. Chan Wing Kit
- Ms. Cao Shao Mu
- Mr. Kwok Sui Hung

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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	Capacity/ Nature of interest	Number of shares of HK\$0.01 each in the Share capital of the Company ("Shares")	Percentage of shareholding interests (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme)
Sun Universal Limited	Beneficial Owner (Note 1)	245,300,400	36.62%
Mr. Ma Gary Ming Fai	Interest in controlled corporation (Note 1)	245,300,400	36.62%
Ms. Hung Fung King Margaret	Interest of spouse (Note 2)	245,300,400	36.62%
Brilliant Talent Global Limited	Beneficial owner (Note 3)	116,580,000	17.40%
Ms. Zhang Gui Hong	Interest in controlled corporation (Note 3)	116,580,000	17.40%
Mr. Yi Cong	Interest of spouse (Note 4)	116,580,000	17.40%

Note:

1. These Shares are held by Sun Universal Limited, which is owned as to 100% by Mr. Ma Gary Ming Fai. By virtue of the SFO, Mr. Ma Gary Ming Fai is deemed to be interested in the Shares held by Sun Universal Limited.
2. Ms. Hung Fung King Margaret is the spouse of Mr. Ma Gary Ming Fai. Under the SFO, Ms. Hung Fung King Margaret is deemed to be interested in all the Shares in which Mr. Ma Gary Ming Fai is interested in.
3. These Shares are held by Brilliant Talent Global Limited, which is owned as to 100% by Ms. Zhang Gui Hong. By virtue of the SFO, Ms. Zhang Gui Hong is deemed to be interested in the Shares held by Brilliant Talent Global Limited.
4. Mr. Yi Cong is the spouse of Ms. Zhang Gui Hong. Under the SFO, Mr. Yi Cong is deemed to be interested in all the Shares in which Ms. Zhang Gui Hong is interested in.

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 December

Registered address:

Clifton House, 75 Ford Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands

Head office and principal place of business:

Head office :
3/F., 222 Tianren Road, Gaoxin District, Chengdu City, Sichuan Province, PRC
Principal place of business :
Level 12, China Minmetals Tower, 79 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong

Web-site address (if applicable):

www.qtbjji.com

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Share registrar: **Principal share registrar and transfer office :**
Esteria Trust (Cayman) Limited

Hong Kong branch share registrar and transfer office :
Tricor Investor Services Limited

Auditors: BDO Limited

B. Business activities

Zhi Sheng Group Holdings Limited and its subsidiaries (collectively, the “Group”) are principally engaged in the manufacturing and sale of office furniture. The Group’s office furniture products are sold to customers in the PRC.

C. Ordinary shares

Number of ordinary shares in issue: 670,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 8,000

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

D. Warrants

Stock code: NIL

Board lot size: NIL

Expiry date: NIL

Exercise price: NIL

Conversion ratio:
(Not applicable if the warrant is denominated in dollar value of conversion right) NIL

No. of warrants outstanding: NIL

No. of shares falling to be issued upon the exercise of outstanding warrants: NIL

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

NIL

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.

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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:

Yi Cong

Liang Xing Jun

Ma Gary Ming Fai

Chan Wing Kit

Cao Shao Mu

Kwok Sui Hong

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.*