

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: 20170220-I17007-0002

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Company name: Winning Tower Group Holdings Limited

Stock code (ordinary shares): 8362

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 29 June 2017.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 30 June 2017

Name of Sponsor(s): Kingsway Capital Limited

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

Executive Director – LAI King Wah
Executive Director – LAI Ho Yin Eldon
Executive Director – HO Timothy Kin Wah
Non-executive Director – YU Ting Hei
Non-executive Director – CHOW Kuen Chung
Non-executive Director – HO Lai Sze Jacqueline
Independent Non-executive Director – CHAU Chun Wai
Independent Non-executive Director – LO Sun Tong
Independent Non-executive Director – LAM Lai Kiu Kelvin

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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 | Number of shares of HK\$0.01 each in the Share capital of the Company ("Shares") | Approximate percentage of shareholding interests |
|---|---|---|
| Keyview Ventures Limited ("Keyview Ventures") | 1,050,000,000 (Note 1) | 75% |
| Kam Lee Investment Company Limited ("Kam Lee") | 1,050,000,000 (Note 1 and 2) | 75% |
| Mr. Lai King Wah ("Mr. KW Lai") | 1,050,000,000 (Note 1) | 75% |
| Top Ocean Investment Limited ("Top Ocean") | 1,050,000,000 (Note 1 and 2) | 75% |
| Ms. Ou Honglian ("Ms. Ou") | 1,050,000,000 (Note 1) | 75% |
| Mr. Yu Ting Hei ("Mr. Yu") | 1,050,000,000 (Note 1) | 75% |
| Ms. Li Sheung Oi ("Ms. Li") | 1,050,000,000 (Note 1) | 75% |
| Mr. Ho Timothy Kin Wah ("Mr. Timothy Ho") | 1,050,000,000 (Note 1) | 75% |
| Mr. Lai Ho Yin Eldon ("Mr. Eldon Lai") | 1,050,000,000 (Note 1) | 75% |

Notes:

- The issued share capital of Keyview Ventures is owned as to approximately 24.53% by Mr. KW Lai, as to approximately 24.53% by Top Ocean, as to approximately 23.22% by Ms. Ou, as to approximately 19.02% by Mr. Yu, as to approximately 4.75% by Ms. Li, as to approximately 2.87% by Mr. Timothy Ho and as to approximately 1.08% by Mr. Eldon Lai.
- Top Ocean is a wholly-owned subsidiary of Kam Lee.

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:

31 December

Registered address:

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

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Head office and principal place of business: [Unit 803, 8/F](#)
[Riley House](#)
[88 Lei Muk Road](#)
[Kwai Chung](#)
[New Territories](#)
[Hong Kong](#)

Web-site address (if applicable): www.wtgl.hk

Share registrar: **Principal share registrar and transfer office**
[Conyers Trust Company \(Cayman\) Limited](#)
[Cricket Square](#)
[Hutchins Drive](#)
[P.O. Box 2681](#)
[Grand Cayman KY1-1111](#)
[Cayman Islands](#)

Hong Kong branch share registrar and transfer office
[Tricor Investor Services Limited](#)
[Level 22, Hopewell Centre](#)
[183 Queen's Road East](#)
[Hong Kong](#)

Auditors: [Ernst & Young](#)

B. Business activities

The Company (together with its subsidiaries) is a food supplier focusing on processed raw and cooked food products in Hong Kong. The Company has both wholesale and retail operations.

C. Ordinary shares

Number of ordinary shares in issue: [350,000,000](#)

Par value of ordinary shares in issue: [HK\\$0.01](#)

Board lot size (in number of shares): [20,000](#)

Name of other stock exchange(s) on which ordinary shares are also listed: [N/A](#)

D. Warrants

Stock code: [N/A](#)

Board lot size: [N/A](#)

Expiry date: [N/A](#)

Exercise price: [N/A](#)

Conversion ratio: [N/A](#)
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: [N/A](#)

No. of shares falling to be issued upon the exercise of outstanding warrants: [N/A](#)

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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.

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 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:

LAI King Wah
Executive Director

LAI Ho Yin Eldon
Executive Director

HO Timothy Kin Wah
Executive Director

YU Ting Hei
Non-executive Director

CHOW Kuen Chung
Non-executive Director

HO Lai Sze Jacqueline
Non-executive Director

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CHAU Chun Wai
Independent Non-executive Director

LO Sun Tong
Independent Non-executive Director

LAM Lai Kiu Kelvin
Independent Non-executive Director

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.*