

## Appendix 5

### 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: Lai Fai International Holdings Limited**

**Stock code (ordinary shares): 8183**

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 26th February, 2003.

#### A. General

Place of incorporation	:	Cayman Islands
Date of initial listing on GEM	:	26th February, 2003
Name of Sponsor(s)	:	Celestial Capital Limited and SBI E2-Capital (HK) Limited
Names of directors: (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)		Li Shui ( <i>executive director</i> ) Lee You ( <i>executive director</i> ) Yoshitaka Kitao ( <i>non-executive director</i> ) Yu Kam Kee, Lawrence ( <i>non- executive director</i> ) Ty Siao Kian, George ( <i>non-executive director</i> ) Mak Tak Cheong, Edmund ( <i>independent non-executive director</i> )

		Che King Lun, Frankly ( <i>independent non-executive director</i> )
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	:	<p>Mr. Li Shui, 46,927,872 shares (Note 1)</p> <p>Best Perfect International Limited 51,456,000 shares (Note 1)</p> <p>Softbank Corp. 28,438,372 shares (Note 2)</p> <p>Artfolio Corporation, 27,955,200 shares (Note 2)</p> <p>Softbank Investment International (Strategic) Limited, 14,028,800 shares (Note 2)</p> <p>Note 1: Best Perfect International Limited is owned by Mr. Li Shui and Mr. Lee You as to 91.2% and 8.8%, respectively.</p> <p>Note 2: Softbank Corp. is indirectly interested in 28,438,372 shares of the Company through its shareholding interests in Artfolio Corporation and Softbank Investment International (Strategic) Limited.</p>
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	:	31st December
Registered address	:	Century Yard, Cricket Square, Hutchins Drive, P. O. Box 2681GT, George Town, Grand Cayman, British West Indies
Head office and principal place of business	:	Rear Portion of Ground Floor, Grandview Garden, 71-77 Pau Chung Street, Tokwawan, Kowloon, Hong Kong
Web-site address (if applicable)	:	<a href="http://www.laifai.com.hk">http://www.laifai.com.hk</a>
Share registrar	:	Tengis Limited (branch share registrar) Bank of Butterfield International (Cayman) Ltd. (principal share registrar)
Auditors	:	Ernst & Young

## **B. Business activities**

The Company is a jewellery product retailer whose clientele is focused on inbound Japanese tourists traveling on all-inclusive travel packaged tours arranged by inbound tour operators. The Company has been designated by the inbound Japanese tour operators in Hong Kong as one of their jewellery product retailers. The Company operates an outlet in Tokwawan, Kowloon.

## **C. Ordinary shares**

Number of ordinary shares in issue	:	128,000,000
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	2,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

## **D. Warrants**

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

## **E. Other securities**

### Share options

- Pursuant to the pre-IPO share option scheme adopted by the Company on 5th February, 2003, options to subscribe for and aggregate of 8,000,000 shares of the Company at an exercise price of HK\$0.10 representing 10% of the Placing Price (as defined in the prospectus of the Company dated 11th February, 2003) have been granted by the Company to 13 eligible participants, including directors of the Company.
- The Company also on 5<sup>th</sup> February, 2003, adopted a share option scheme by which options can be granted to certain eligible participants to subscribe for the shares of the Company. As at the date hereof, no options have been granted under the aforesaid share options 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 Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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LI SHUI

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LEE YOU

\_\_\_\_\_  
LI SHUI as lawful attorney for and on behalf  
of YOSHITAKA KITAO

\_\_\_\_\_  
YU KAM KEE, LAWRENCE

\_\_\_\_\_  
LI SHUI as lawful attorney for and on behalf  
of TY SIAO KIAN, GEORGE

\_\_\_\_\_  
MAK TAK CHEONG, EDMUND

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CHE KING LUN, FRANKLY