

## 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 14th March 2005.

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 26th February 2003

Name of Sponsor(s) : Celestial Capital Limited

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

Li Shui (executive director)  
Lee You (executive director)  
Yoshitaka Kitao (non-executive director)  
Yu Kam Kee, Lawrence (non-executive director)  
Mak Tak Cheong, Edmund (independent non-executive director)  
Che King Lun, Frankly (independent non-executive director)  
Ho Hou Chiu, William (independent non-executive director)

Name(s) of substantial shareholder(s): Mr. Li Shui – direct interest, 2,560,000 shares (Note 1)  
(as such term is defined in Mr. Li Shui – corporate interest, 51,456,000 shares (Note 1)  
rule 1.01 of the GEM Listing Ms. Li So Kuen – deemed interest of 54,016,000 shares (Note 2)  
Rules) and their respective Artfolio Corporation – direct interest, 27,955,200 shares (Note 3)  
interests in the ordinary shares Softbank Finance Corporation (“SBF”):  
and other securities of the Company - direct interest, 10,316,800 shares (Note 3)  
- indirect interest, 27,955,200 shares (Note 3)

Note 1: The aggregate interests of Mr Li in the Company is 54,016,000 shares. Corporate interest is held by Best Perfect International Limited, a BVI company owned by Mr. Li Shui and Mr. Lee You as to 91.2% and 8.8%, respectively.

Note 2: Ms. Li So Kuen is deemed to be interested in the shares in which Mr. Li Shui, her spouse who is a director of the Company, is interested.

Note 3: The aggregate interests of SBF in the Company is 38,272,000 shares. Artfolio is beneficially owned as to 84.02% by SBF, accordingly, SBF shall be deemed to be interested in the same block of shares held by Artfolio under the SFO.

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) : <http://www.laifai.com.hk>

Share registrar : Tengis Limited (branch share registrar)  
Bank of Butterfield International (Cayman) Ltd.  
(principal share registrar)

Auditors : Albert Lam & Co. CPA

## **B. Business activities**

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

### **C. Ordinary shares**

Number of ordinary shares in issue	:	128,945,000
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. As at the date hereof, 3,305,000 Shares of the pre-IPO share options were lapsed and 945,000 shares were exercised by some of the eligible participants under the pre-IPO share option scheme.
- The Company also on 5th 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 option 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:

\_\_\_\_\_  
LI SHUI

\_\_\_\_\_  
LEE YOU

\_\_\_\_\_  
YOSHITAKA KITAO

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

\_\_\_\_\_  
CHE KING LUN, FRANKLY

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

\_\_\_\_\_  
HO HOU CHIU, WILLIAM