

## 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** : **JINHENG AUTOMOTIVE SAFETY  
TECHNOLOGY HOLDINGS LIMITED**  
錦恆汽車安全技術控股有限公司

**Stock code (ordinary shares)** : **8293**

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 24 October 2006

#### **A. General**

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 9 December 2004

Name of Sponsor(s) : VC Capital Limited

Names of directors : Executive Directors  
(please distinguish the status  
of the directors - Executive,  
Non-Executive or Independent  
Non-Executive)  
Mr. Li Feng  
Mr. Xing Zhanwu  
Mr. Zhao Qingjie  
Mr. Yang Donglin  
Mr. Foo Tin Chung, Victor

Non-Executive Directors

Mr. Li Hong  
Mr. Zeng Qingdong

Independent Non-Executive Directors

Mr. Chan Wai Dune  
Mr. Huang Shilin  
Mr. Zhu Tong

Name(s) of substantial : Name - Applaud Group Limited  
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  
No. of ordinary shares held - 228,620,000  
Percentage shareholding - approximately 59.30%

Name(s) of company(ies) : N/A  
listed on GEM or the Main  
Board of the Stock Exchange  
within the same group as the  
Company

Financial year end date : 31st December

Registered address : Cricket Square  
Hutchins Drive,  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business	: <u>Head office and principal place of business in the PRC</u> Unit 2, Building 38, No.2 Jing Yuan North Street, Beijing Economic Technological Development Area, Beijing PRC
	<u>Principal place of business in Hong Kong</u> Unit 1203 12th Floor Crocodile House II 55 Connaught Road Central Hong Kong
Web-site address (if applicable)	: www.jinhengairbag.com
Share registrar	: <u>Cayman Islands principal share registrar and transfer office</u> Butterfield Fund Services (Cayman) Limited Butterfield House, 68 Fort Street P.O. Box 705, George Town Grand Cayman, Cayman Islands British West Indies
	<u>Hong Kong branch share registrar and transfer office</u> Computershare Hong Kong Investor Services Limited 46th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Auditors	: KPMG 8th Floor Prince's Building 10 Chater Road Central Hong Kong

## ***B. Business activities***

The Group is principally engaged in the design, research and development, manufacture and sale of automotive safety systems. Currently, the Group's major products are safety airbag systems used in automobiles.

### **C. Ordinary shares**

Number of ordinary shares in : 385,560,000  
issue

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

Board lot size (in number of : 2,000  
shares)

Name of other stock : N/A  
exchange(s) on which  
Ordinary shares are also listed

### **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 : N/A  
issued upon the exercise of  
outstanding warrants

### **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).*

#### 1) Share Options

No. of shares falling to be issued upon the exercise of options granted under the Pre-IPO  
Employee Share Option Scheme: 6,840,000 shares

#### 2) Convertible Notes

- i) On 27 April 2006, the Company entered into the subscription agreement with Value Partners Limited (“Value Partners”) pursuant to which the Company has conditionally agreed to issue, and Value Partners has conditionally agreed to subscribe or procure funds under its management to subscribe for, the convertible notes in the principal amount of HK\$46,000,000. The convertible notes may be converted into ordinary shares to be issued under the convertible notes at an initial conversion price of HK\$0.90 per share (subject to adjustments in accordance with the terms of the convertible notes) during its conversion period.

The completion of such subscription of the convertible notes had taken place on 26 May 2006 and the convertible notes had been created and issued to the noteholders.

- ii) On 21 June 2006, the Company entered into the subscription agreements separately with each of Sagemore Assets Limited (“Sagemore Assets”), Blue Water Ventures International Ltd. (“Blue Water”), and Synergy Capital Co., Ltd. (“Synergy Capital”) pursuant to which the Company has conditionally agreed to issue, and each of Sagemore Assets, Blue Water and Synergy Capital has conditionally agreed to subscribe or procure their respective nominee(s) to subscribe for, the convertible notes in the aggregate principal amount of HK\$31,000,000. The convertible notes may be converted into ordinary shares to be issued under the convertible notes at an initial conversion price of HK\$0.90 per share (subject to adjustments in accordance with the terms of the convertible notes) during their conversion period.

The completion of such subscription of the convertible notes had taken place on 14 July 2006 and the convertible notes had been created and issued to the noteholders.

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

N/A

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

N/A

### **Responsibility statement**

The directors of the Company (the “Director”) 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 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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Mr. Li Feng

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Mr. Xing Zhanwu

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Mr. Zhao Qingjie

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Mr. Yang Donglin

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Mr. Foo Tin Chung, Victor

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Mr. Li Hong

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Mr. Zeng Qingdong

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Mr. Chan Wai Dune

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Mr. Huang Shilin

.....  
Mr. Zhu Tong