

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: Convenience Retail Asia Limited

Stock code (ordinary shares): 08052

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 3 June 2009 -

A. *General*

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 18 January 2001

Names of directors : *Executive Directors*
Mr. Yeung Lap Bun, Richard
Mr. Li Kwok Ho, Bruno

Non-executive Directors
Dr. Fung Kwok King, Victor
Dr. Fung Kwok Lun, William
Mr. Godfrey Ernest Scotchbrook
Mr. Jeremy Paul Egerton Hobbins
Ms. Wong Yuk Nor, Louisa

Independent non-executive Directors
Dr. Ch'ien Kuo Fung, Raymond
Mr. Au Man Chung, Malcolm
Mr. Lo Kai Yiu, Anthony

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 : (note 1)

| Name | Number of Shares |
|--|------------------|
| Li & Fung (Retailing) Limited (note 2) | 373,692,000 |
| Li & Fung (1937) Limited (note 2) | 373,692,000 |
| King Lun Holdings Limited (note 3) | 373,692,000 |
| HSBC Trustee (C.I.) Limited (note 4) | 373,692,000 |
| Fung Kwok King, Victor (note 4) | 373,692,000 |
| Fung Kwok Lun, William (note 5) | 373,692,000 |

(1) This represents the number of Shares over which the shareholders, directly or indirectly, exercise control.

(2) Li & Fung (Retailing) Limited is the registered holder of the Shares, and is wholly-owned by Li & Fung (1937) Limited.

(3) Li & Fung (1937) Limited is a company wholly-owned by King Lun Holdings Limited.

(4) 50% of the issued share capital of King Lun Holdings Limited is owned by HSBC Trustee (C.I.) Limited, the trustee of a trust established for the benefit of the family members of Dr. Fung Kwok King, Victor.

(5) 50% of the issued share capital of King Lun Holdings Limited is owned by Dr. Fung Kwok Lun, William.

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

| | |
|---|---|
| Head office and principal place of business | : 12th Floor, LiFung Centre 2 On Ping Street Siu Lek Yuen Shatin New Territories Hong Kong |
| Web-site address (if applicable) | : www.cr-asia.com |
| Share registrar(s) | : <i>Principal share registrar and transfer office</i> Butterfield Fund Services (Cayman) Limited P.O. Box 705 Butterfield House 68 Fort Street Grand Cayman KY1-1107 Cayman Islands <i>Hong Kong share registrar and transfer office</i> Tricor Abacus Limited 26/F., Tesbury Centre 28 Queen's Road East Hong Kong |
| Auditors | : PricewaterhouseCoopers |

B. Business activities

Convenience Retail Asia Limited (the "Company") and its subsidiaries are principally engaged in the operations of convenience store chain and bakeries chain under the trade marks of "Circle K" and "Saint Honore" in Hong Kong and the Chinese Mainland.

As at 31 March 2009, Circle K convenience store chain comprised 289 stores in Hong Kong, 71 stores in Guangzhou, 4 stores in Shenzhen, 18 stores in Macau and 12 stores in Zhuhai. About 39%, 38% and 23% of the Circle K stores in Hong Kong were located in the New Territories, Kowloon and Hong Kong Island respectively. Circle K stores offer a broad selection of food and non-food merchandise as well as certain ancillary services designed to appeal to its customers through meeting their convenience needs.

Saint Honore Holdings Limited, a wholly owned subsidiary of the Company, is principally engaged in manufacturing, wholesaling and retailing of bakery products in Hong Kong, Macau, Guangzhou and Shenzhen. The retail chain is operating under two formats: a chain of cake shop under the trade name of Saint Honore and a chain selling bread and buns under the trade name of Bread Boutique. As at 31 March 2009, Saint Honore cake shops have a total of 102 stores with 81 stores in Hong Kong, 7 stores in Macau and 14 stores in Guangzhou. Bread Boutique has a total of 4 stores in Hong Kong.

C. Ordinary shares

| | | |
|--|---|--------------------|
| Number of ordinary shares in issue as at 31 May 2009 | : | 729,915,974 Shares |
| 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 | : | N/A |
| Expiry date | : | N/A |
| Exercise price | : | N/A |
| Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right) | : | N/A |
| No. of warrants outstanding | : | N/A |
| No. of shares falling to be issued upon the exercise of outstanding warrants | : | N/A |

E. Other securities

Share Options :

Share Option Scheme

Pursuant to the share option scheme (the “Share Option Scheme”) adopted by the Company on 6 January 2001 and as amended on 24 April 2002, the board of directors may, at its discretion, grant options to any qualifying participants (including but not limited to any employees, whether full time or part time employees including any executive or non-executive directors, of the Company or any affiliate as defined in the Share Option Scheme) entitling them to subscribe for Shares representing up to a maximum of 10% of the Shares in issue as at 6 January 2001 being 65,560,000 Shares (including Shares issued upon exercise of options granted under other schemes). Details of share options granted and outstanding as at 31 May 2009 were as follows:-

| Option period | Exercise price per Share | Share options exercised in April & May 2009 | Share options outstanding as at 31 May 2009 |
|--|-------------------------------------|--|--|
| 6 August 2005 to 5 August 2009 | HK\$2.40 | - | 68,000 |
| 6 August 2006 to 5 August 2009 | HK\$2.40 | - | 220,000 |
| 4 May 2006 to 3 May 2010 | HK\$2.86 | - | 418,000 <i>(Note a)</i> |
| 4 May 2007 to 3 May 2010 | HK\$2.86 | - | 332,000 |
| 14 September 2006 to 13 September 2010 | HK\$2.53 | - | 1,588,000 |
| 14 September 2007 to 13 September 2010 | HK\$2.53 | - | 140,000 |
| 10 March 2007 to 9 March 2011 | HK\$2.905 | - | 756,000 |
| 10 March 2008 to 9 March 2011 | HK\$2.905 | - | 470,000 |
| 29 August 2007 to 28 August 2011 | HK\$2.93 | - | 428,000 <i>(Note a)</i> |
| 29 August 2008 to 28 August 2011 | HK\$2.93 | - | 132,000 |
| 30 March 2008 to 29 March 2012 | HK\$3.00 | - | 1,114,000 |
| 30 March 2009 to 29 March 2012 | HK\$3.00 | - | 320,000 |
| 3 May 2009 to 2 May 2012 | HK\$3.39 | - | 3,340,000 <i>(Note b)</i> |
| 3 May 2010 to 2 May 2013 | HK\$3.39 | - | 3,340,000 <i>(Note b)</i> |
| 3 May 2011 to 2 May 2014 | HK\$3.39 | - | 3,340,000 <i>(Note b)</i> |
| 19 November 2009 to 18 November 2012 | HK\$3.46 | - | 524,000 |
| 19 November 2010 to 18 November 2013 | HK\$3.46 | - | 720,000 |
| 19 November 2011 to 18 November 2014 | HK\$3.46 | - | 720,000 |
| | | | ----- |
| | | | 17,970,000 |
| | | | ===== |

Notes:

- a. Share options to subscribe for a total of 14,000 Shares lapsed during the month of May 2009 following the cessation of employment of certain grantees.
- b. Share options to subscribe for a total of 2,400,000 Shares were granted to the Directors of the Company.

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 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 by Mr. Li Kwok Ho, Bruno
for himself and as the lawful attorney
of Mr. Yeung Lap Bun, Richard,
Dr. Fung Kwok King, Victor,
Dr. Fung Kwok Lun, William,
Mr. Jeremy Paul Egerton Hobbins,
Ms. Wong Yuk Nor, Louisa,
Dr. Ch’ien Kuo Fung, Raymond,
Mr. Au Man Chung, Malcolm,
Mr. Godfrey Ernest Scotchbrook,
Mr. Lo Kai Yiu, Anthony

Li Kwok Ho, Bruno