

## 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 7 June 2011 -

#### A. *General*

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 18 January 2001

Names of directors : *Executive Directors*  
Mr. Richard YEUNG Lap Bun  
Mr. PAK Chi Kin

*Non-executive Directors*  
Dr. Victor FUNG Kwok King  
Dr. William FUNG Kwok Lun  
Mr. Godfrey Ernest SCOTCHBROOK  
Mr. Jeremy Paul Egerton HOBBS

*Independent non-executive Directors*  
Dr. Raymond CH’IEN Kuo Fung  
Mr. Malcolm AU Man Chung  
Mr. Anthony LO Kai Yiu

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	:	<i>(Note 1)</i> <b>Number of Shares</b>
	<b>Name</b>	
	Li & Fung (Retailing) Limited <i>(Note 2)</i>	337,792,000
	Li & Fung (1937) Limited <i>(Note 2)</i>	337,792,000
	King Lun Holdings Limited <i>(Note 3)</i>	337,792,000
	HSBC Trustee (C.I.) Limited <i>(Note 4)</i>	337,792,000
	Victor Fung Kwok King <i>(Note 4)</i>	337,792,000
	William Fung Kwok Lun <i>(Note 5)</i>	337,792,000
	Arisaig Asia Consumer Fund Limited	92,580,000
	Arisaig Partners (Mauritius) Limited <i>(Note 6)</i>	92,580,000
	Lindsay William Ernest Cooper <i>(Note 7)</i>	92,580,000

*Notes:*

- (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. Victor Fung Kwok King.
- (5) 50% of the issued share capital of King Lun Holdings Limited is owned by Dr. William Fung Kwok Lun.
- (6) These shares were held by Arisaig Asia Consumer Fund Limited of which Arisaig Partners (Mauritius) Limited is the fund manager.
- (7) These shares were held by Arisaig Asia Consumer Fund Limited of which Arisaig Partners (Mauritius) Limited is the fund manager. Arisaig Partners (Mauritius) Limited is indirectly owned as to 33.33% by Lindsay William Ernest Cooper through a chain of companies, namely, through Skye Partners Limited (directly owned as to 33.33% by Lindsay William Ernest Cooper), and in turn Skye Partners Limited wholly owns Arisaig Partners (Holdings) Ltd., which in turn wholly owns Arisaig Partners (Mauritius) Limited.

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 : 5th Floor, LiFung Tower  
888 Cheung Sha Wan Road  
Kowloon  
Hong Kong

Web-site address (if applicable) : [www.cr-asia.com](http://www.cr-asia.com)

Share registrar(s) : *Principal share registrar and transfer office*  
Butterfield Fulcrum Group (Cayman) Limited  
P.O. Box 609  
Butterfield House  
68 Fort Street  
Grand Cayman KY1-1107  
Cayman Islands

*Hong Kong share registrar and transfer office*  
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 2011, Circle K convenience store chain comprised 319 stores in Hong Kong, 67 stores in Guangzhou, 1 store in Shenzhen, 21 stores in Macau and 13 stores in Zhuhai. About 38%, 39% 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. As at 31 March 2011, Saint Honore cake shops have a total of 113 stores with 87 stores in Hong Kong, 7 stores in Macau and 19 stores in Guangzhou.

**C. Ordinary shares**

Number of ordinary shares in issue as at 31 May 2011	:	733,103,974 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 :*

##### 1. 2001 Share Option Scheme

Pursuant to the share option scheme adopted by the Company on 6 January 2001 and as amended on 24 April 2002 (the “2001 Share Option Scheme”), 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 2001 Share Option Scheme) entitling them to subscribe for Shares of the Company.

The operation of the 2001 Share Option Scheme was terminated by the Company on 10 May 2010. No further options will be granted under the 2001 Share Option Scheme but in all other respects the provisions of the 2001 Share Option Scheme shall remain in full force and effect. All options granted prior to the termination of the 2001 Share Option Scheme and not then exercised shall remain valid.

##### 2. 2010 Share Option Scheme

Pursuant to the new share option scheme adopted by the Company on 10 May 2010 (the “2010 Share Option Scheme”), 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 2010 Share Option Scheme) entitling them to subscribe for Shares of the Company.

Details of share options granted and outstanding under the 2001 Share Option Scheme and the 2010 Share Option Scheme as at 31 May 2011 were as follows:-

<b>Option period</b>	<b>Exercise price per Share (HK\$)</b>	<b>Share options exercised in May 2011</b>	<b>Share options outstanding as at 31 May 2011</b>
<u>2001 Share Option Scheme</u>			
29 August 2007 to 28 August 2011	2.93	26,000	272,000
29 August 2008 to 28 August 2011	2.93	72,000	12,000 <i>(Note a)</i>
30 March 2008 to 29 March 2012	3.00	216,000	842,000 <i>(Note a)</i>
30 March 2009 to 29 March 2012	3.00	42,000	206,000
3 May 2009 to 2 May 2012	3.39	140,000	2,660,000 <i>(Notes a &amp; b)</i>
3 May 2010 to 2 May 2013	3.39	140,000	2,940,000 <i>(Notes a &amp; b)</i>
3 May 2011 to 2 May 2014	3.39	120,000	2,960,000 <i>(Note b)</i>
19 November 2009 to 18 November 2012	3.46	-	444,000
19 November 2010 to 18 November 2013	3.46	-	620,000
19 November 2011 to 18 November 2014	3.46	-	620,000
21 December 2010 to 20 December 2014	2.04	-	340,000
21 December 2011 to 20 December 2014	2.04	-	100,000
<u>2010 Share Option Scheme</u>			
1 April 2014 to 31 March 2017	3.22	-	19,325,000 <i>(Note b)</i>
			<b>31,341,000</b>

*Notes:*

- a. Share options to subscribe for a total of 206,000 Shares lapsed during the month of May 2011 following the cessation of employment of certain grantees.
- b. Share options to subscribe for a total of 6,100,000 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 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 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. Richard Yeung Lap Bun  
for himself and as the lawful attorney  
of Dr. Victor Fung Kwok King,  
Dr. William Fung Kwok Lun,  
Mr. Jeremy Paul Egerton Hobbins,  
Dr. Raymond Ch’ien Kuo Fung,  
Mr. Malcolm Au Man Chung,  
Mr. Godfrey Ernest Scotchbrook,  
Mr. Anthony Lo Kai Yiu,  
Mr. Pak Chi Kin

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Richard Yeung Lap Bun