

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5**FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET**

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim 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: Sheng Ye Capital Limited 盛業資本有限公司

Stock code (ordinary shares): 8469

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 11 July 2018

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 6 July 2017

Name of Sponsor(s): Dakin Capital Limited

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

Executive Directors

Tung Chi Fung

Chen Jen-Tse

Non-executive Director

Tung Ching Ching

Independent non-executive Directors

Hung Ka Hai Clement

Loo Yau Soon

Tsoon Wai Mun, Benjamin

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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

Name of shareholder	Capacity/ Nature of interest	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Approximate percentage of interests in the Company
Mr. Tung Chi Fung ("Mr. Tung") (Note 1)	Beneficiary of a trust and settlor of discretionary trust	555,000,000	63.18%
TMF (Cayman) Ltd. ("TMF Trust") (Note 1)	Trustee	555,000,000	63.18%
Eander Limited ("Eander") (Note 1)	Interest in a controlled corporation	555,000,000	63.18%
Wisdom Cosmos Limited ("Wisdom Cosmos") (Note 1)	Beneficial owner	555,000,000	63.18%

Note:

1. Wisdom Cosmos is the beneficial owner of 555,000,000 Shares, representing approximately 63.18% shareholding interests in the Company. The entire issued share capital of Wisdom Cosmos is owned by Eander, which is in turn wholly owned by the TMF Trust, trustee of the Pak Jeff Trust ("PJ Trust"), a trust set up by Mr. Tung. Mr. Tung and his family members are the beneficiaries of the PJ Trust. Under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), Mr. Tung, the TMF Trust and Eander are deemed to be interested in all the Shares registered in the name of Wisdom Cosmos

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:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

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Head office and principal place of business: **Headquarters and principal place of business in the PRC**
10/F
Kerry Plaza Tower 2
1-1 Zhong Xin No. 4 Road
Futian, Shenzhen 518048
PRC

Principal place of business in Hong Kong
Room 4202, 42/F, Tower 1
Lippo Centre
89 Queensway
Admiralty
Hong Kong

Web-site address (if applicable): www.shengyecapital.com

Share registrar: **Cayman Islands principal share registrar and transfer office**
Esteria Trust (Cayman) Limited
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 22 Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors: **Deloitte Touche Tohmatsu**
Certified Public Accountants
35/F, One Pacific Place
88 Queensway
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is a specialised enterprise financial services provider offering accounts receivable financing and other related solutions, mainly in the energy, construction and medical sectors in the PRC. The Group's headquarters are based in Shenzhen, the PRC.

C. Ordinary shares

Number of ordinary shares in issue: 878,484,000

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

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

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

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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 issued upon
the exercise of outstanding warrants: N/A

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).

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

On 11 September 2017, pursuant to the share option scheme of the Company adopted on 6 July 2017, a total of 12,620,000 share options to subscribe for the ordinary shares of the Company at an exercise price of HK\$4.20 per share and for a validity period of 5 years were granted to the grantees and all of the options have been accepted in accordance with the Share Option Scheme. Among the options granted, 2,000,000 options were granted to Mr. Chen Jen-Tse, an executive director of the Company. As at the date hereof, 1,000,000 options lapsed and 11,620,000 options remain exercisable.

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

N/A

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 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.

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Signed:

Tung Chi Fung

Chen Jen-Tse

Tung Ching Ching

Hung Ka Hai Clement

Twoon Wai Mun, Benjamin

Loo Yau Soon

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*