

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

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: **Chong Sing Holdings FinTech Group Limited**
中新控股科技集團有限公司

Stock code (ordinary shares): **8207**.....

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on 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 GEM of the Exchange (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 20 November 2019.

A. General

Place of incorporation: Cayman Islands.....

Date of initial listing on GEM: 19 November 2010.....

Name of Sponsor(s): China Everbright Capital Limited.....

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

Executive Director
Phang Yew Kiat (Vice-Chairman and Chief Executive Officer)
Wong Ka Bo, Jimmy

Non-executive Directors

Li Shuang
Sheng Jia

Independent Non-executive Directors

Ge Ming
Ou Minggang
Wang Songqi

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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	Capacity	No. of shares	Approximate percentage of the issued shares of the Company
	Asia FinTech Company Limited ("Asia FinTech") (formerly known as "First Pay Limited")	Beneficial owner	3,250,160,000 (L) ⁽²⁾	14.04%
	Oceanic Plus Limited	Interest in a controlled corporation	3,250,160,000 (L) ⁽²⁾	14.04%
	Mr. Zhang Zhenxin ("Mr. Zhang")	Beneficial owner	593,148,000 (L)	2.56%
		Family interest	90,000,000 (L) ⁽³⁾	0.39%
		Interest in a controlled corporation	3,250,160,000 (L) ⁽²⁾	14.04%
	Ms. Zhang Xiaomin ("Ms. Zhang")	Beneficial owner	90,000,000 (L) ⁽³⁾	0.39%
		Family interest	3,843,308,000 (L) ⁽⁴⁾	16.60%

Notes:

1. The letter "L" denotes the entity's/person's long position in the securities.
2. These shares are being held by Asia FinTech, the entire share capital of which is being held by Mr. Zhang.
3. These shares are being held by Ms. Zhang, the wife of Mr. Zhang.
4. In total of 3,843,308,000 shares, 593,148,000 shares of which are being held by Mr. Zhang and the remaining shares are being held by Asia FinTech.

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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: **Head Office and Principal Place of Business in The People's Republic of China**
Room 1927, 19/F, Jiang Nan Shipyard Building, 600 Lu Ban Road, Shanghai, The People's Republic of China, (Postal Code: 200023)

Principal Place of Business in Hong Kong
45th Floor, Office No. 45-120, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong

Web-site address (if applicable): <http://www.csfgroup.com>

Share registrar: **Principal Share Registrar and Transfer Office in Cayman Islands**
SMP Partners (Cayman) Limited
3rd Floor, Royal Bank House, 24 Shedden Road, P.O. Box 1586, Grand Cayman, KY1-1110, Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office
Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Auditors: **SHINEWING (HK) CPA Limited**
43/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong

B. Business activities

The Group specializes in the business of financing services for small and medium enterprises and individuals in the mainland China and Hong Kong. Besides offering traditional financing services such as entrusted loan service, real estate-backed loan service, micro loan service, pawn loan service and other loan service, the Group has also consummated a significant market repositioning by stepping into internet financing service.

C. Ordinary shares

Number of ordinary shares in issue: 23,141,315,580

Par value of ordinary shares in issue: HKD0.02

Board lot size (in number of shares): 4,000

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: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	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

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).*

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

N/A

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The Company adopted a share option scheme on 4 November 2010 and amended on 26 January 2016, pursuant to which, amongst others, the following options have been granted:

- | | | | |
|----|--|---|--|
| 1) | Date of grant of the Share Options | : | 11 December 2014 |
| | Number of underlying Shares comprised in outstanding Share Options granted on 11 December 2014 but not yet exercised | : | 757,714,500 |
| | Exercise Price per Share | : | HK\$0.3628 |
| | Share Option period | : | 11 December 2015 to 10 December 2024 |
| | Other conditions | : | <u>Vesting commencement date</u>
11 December 2015: one-fourth of the Share Options
11 December 2016: one-fourth of the Share Options
11 December 2017: one-fourth of the Share Options
11 December 2018: one-fourth of the Share Options |
| 2) | Date of grant of the Share Options | : | 8 June 2015 |
| | Number of underlying Shares comprised in outstanding Share Options granted on 8 June 2015 but not yet exercised | : | 77,067,500 |
| | Exercise Price per Share | : | HK\$0.426 |
| | Share Option period | : | 8 June 2016 to 7 June 2025 |
| | Other conditions | : | <u>Vesting commencement date</u>
8 June 2016: one-fourth of the Share Options
8 June 2017: one-fourth of the Share Options
8 June 2018: one-fourth of the Share Options
8 June 2019: one-fourth of the Share Options |
| 3) | Date of grant of the Share Options | : | 11 December 2015 |
| | Number of underlying Shares comprised in outstanding Share Options granted on 11 December 2015 but not yet exercised | : | 407,900,000 |
| | Exercise Price per Share | : | HK\$0.674 |
| | Share Option period | : | 11 December 2016 to 10 December 2025 |
| | Other conditions | : | <u>Vesting commencement date</u>
11 December 2016: 40% of the Share Options
11 December 2017: 30% of the Share Options
11 December 2018: 30% of the Share Options |

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- 4) Date of grant of the Share Options : 5 July 2016
- Number of underlying Shares comprised in outstanding Share Options granted on 5 July 2016 but not yet exercised : 415,755,500
- Exercise Price per Share : HK\$0.698
- Share Option period : 5 July 2017 to 4 July 2026
- Other conditions : Vesting commencement date
 4 July 2017: 40% of the Share Options
 4 July 2018: 30% of the Share Options
 4 July 2019: 30% of the Share Options
- 5) Date of grant of the Share Options : 8 November 2016
- Number of underlying Shares comprised in outstanding Share Options granted on 8 November 2016 but not yet exercised : 144,000,000
- Exercise Price per Share : HK\$0.98
- Share Option period : 8 November 2017 to 7 November 2026
- Other conditions : Vesting commencement date
 7 November 2017: 40% of the Share Options
 7 November 2018: 30% of the Share Options
 7 November 2019: 30% of the Share Options
- 6) Date of grant of the Share Options : 12 December 2016
- Number of underlying Shares comprised in outstanding Share Options granted on 12 December 2016 but not yet exercised : 258,400,000
- Exercise Price per Share : HK\$0.786
- Share Option period : 12 December 2017 to 11 December 2026
- Other conditions : Vesting commencement date
 11 December 2017: 40% of the Share Options
 11 December 2018: 30% of the Share Options
 11 December 2019: 30% of the Share Options
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- 7) Date of grant of the Share Options : 31 March 2017
- Number of underlying Shares comprised in
 outstanding Share Options granted on 31 March 2017 : 5,250,000
 but not yet exercised
- Exercise Price per Share : HK\$1.05
- Share Option period : 31 March 2018 to 30 March 2027
- Other conditions : Vesting commencement date
 30 March 2018: 40% of the Share Options
 30 March 2019: 30% of the Share Options
 30 March 2020: 30% of the Share Options
- 8) Date of grant of the Share Options : 23 March 2018
- Number of underlying Shares comprised in
 outstanding Share Options granted on 23 March 2018 : 85,700,000
 but not yet exercised
- Exercise Price per Share : HK\$0.934
- Share Option period : 23 March 2019 to 22 March 2028
- Other conditions : Vesting commencement date
 22 March 2019: 40% of the Share Options
 22 March 2020: 30% of the Share Options
 22 March 2021: 30% of the Share Options

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The Company proposed to issue 5.5% per annum bonds due 2022 with an aggregate principal amount of up to HK\$500,000,000 pursuant to a placing agreement entered into between the Company and Orient Securities (Hong Kong) Limited (as placing agent) on 11 September 2014. Details of the proposal were stipulated in the Company's announcement dated 11 September 2014. The issue of bonds with an aggregate principal amount of HK\$80,000,000 has been completed.

On 8 May 2016, the Company entered into a subscription agreement with each of Eternity Sky Investments Limited, Jiefang Media (UK) Co. Limited ("Jiefang Media"), Eastland Group (Hong Kong) Company Limited ("Eastlandd"), Xincheng Enterprises Limited, Mr. Chen Shaolin and Mr. Liu Shaolin (collectively, the "CB2 Subscribers"), pursuant to which the CB2 Subscribers had agreed to subscribe for, and the Company had conditionally agreed to issue, 7% convertible bonds due 2019 (the "Convertible Bonds 2") in an aggregate principal amount of HK\$1,000,000,000 at 100% of its principal amount convertible into 1,438,434,965 ordinary shares at an initial conversion price of HK\$0.6952 per share. An aggregate principal amount of HK\$1,000,000,000 of the Convertible Bonds 2 was issued to certain CB2 Subscribers. On 3 November 2016, the Company allotted 21,576,524 ordinary shares to one of the CB2 Subscribers as a result of the part of Convertible Bonds 2 in principal amount of HK\$15,000,000 has been exercised. On 17 November 2016, the Company allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of Convertible Bonds 2 in principal amount of HK\$35,000,000. On 21 February 2017, the Company allotted 50,345,224 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of Convertible Bonds 2 in principal amount of HK\$35,000,000. On 24 April 2017, the Company allotted 21,576,524 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$15,000,000. On 22 September 2017, the Company allotted 28,768,000 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$19,999,513.60. On 31 January 2018, the Company allotted 28,768,000 ordinary shares to one of the CB2 Subscribers as a result of the exercise of the conversion rights for part of the Convertible Bonds 2 in the principal amount of HK\$19,999,513.60. On 15 April 2019, Eastland transferred the Convertible Bonds 2 in the principal amount of HK\$30,000,000 to Depot Elite Limited with effect from 15 May 2019. As of 30 June 2019, the Company had redeemed a part of the Convertible Bonds 2 in the principal amount of HK\$9,000,000 from one of the CB2 Subscribers. On 16 July 2019, the Company further redeemed another part of the Convertible Bonds 2 in the principal amount of HK\$500,000 from the same CB2 Subscriber. This CB2 Subscriber also agreed to waive the Company to repay the remaining principal amount of HKD500,972 of the Convertible Bonds 2 on 16 July 2019 and therefore, this CB2 Subscriber no longer holds any Convertible Bonds 2. On 6 June 2019, the Company entered into a deed of amendment with Jiefang Media for the alteration of certain terms of the Convertible Bonds 2 in an aggregate principal amount of HK\$150,000,000 issued by the Company to Jiefang Media (the "Alteration"). Subject to the approval of The Stock Exchange of Hong Kong Limited and the fulfilment of other matters (the "Conditions"), the Alteration will, among others, (i) reduce the original conversion price of the Convertible Bonds 2 from HK\$0.6952 per conversion share to an initial conversion price of HK\$0.2692 per conversion Share, resulting in an increase in the number of ordinary shares to be issued by the Company from 215,765,245 to 557,206,537, (ii) increase the interest rate from 7% to 8% per annum; and (iii) change the maturity date from 8 June 2019 to 8 June 2020 (the "Convertible Bonds 5"). Please refer to the Company's announcement dated 6 June 2019 and supplemental announcement dated 17 June 2019 for details. Following the Alteration and the fulfilment of the Conditions subsequently, (i) the remaining number of new ordinary shares of the Company which might be issued pursuant to the Convertible Bonds 2 was 1,006,904,489; and (ii) the number of new ordinary shares of the Company which might be issued pursuant to the Convertible Bonds 5 was 557,206,537.

On 30 June 2016, the Company entered into subscription agreement with Cheer Hope Holdings Limited (the "CB3 Subscriber") and Central China International Investment Company Limited (the "CB4 Subscriber") respectively, pursuant to which the CB3 Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, floating rate unsecured convertible bonds due 2019 (the "Convertible Bonds 3") in an aggregate principal amount of US\$45,000,000 and pursuant to which the CB4 Subscriber had agreed to subscribe for, and the Company had conditionally agreed to issue, 7% unsecured convertible bonds due 2019 (the "Convertible Bonds 4") in an aggregate principal amount of HK\$100,000,000, both at its principal amount convertible into totaling 646,144,990 ordinary shares at an initial conversion price of HK\$0.6952 per share. An aggregate principal amount of HK\$100,000,000 of the Convertible Bonds 4 was issued to the CB4 Subscriber on 8 July 2016 and an aggregate principal amount of US\$25,000,000 and US\$20,000,000 of the Convertible Bonds 3 was issued to the CB3 Subscriber on 14 July 2016 and 4 August 2016 respectively. On 4 May 2017, the Company allotted 22,373,417 ordinary shares to the CB3 Subscriber as a result of the exercise of the conversion

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rights for part of the Convertible Bonds 3 in the principal amount of US\$2,000,000. On 27 September 2016, 11 November 2016, 16 February 2017, 25 May 2017, 10 October 2017 and 28 December 2017, the Company allotted 7,200,000, 7,196,000, 7,196,000, 7,196,000, 20,000,000 and 20,000,000 ordinary shares to CB4 Subscriber as a result of the exercise of the conversion rights for part of Convertible Bonds 4 in the principal amounts of HK\$5,005,440, HK\$5,002,659.20, HK\$5,002,659.20, HK\$5,002,659.20, HK\$13,904,000 and HK\$13,904,000, respectively. The remaining number of new shares of the Company which might be issued pursuant to (i) the Convertible Bonds 3 was 479,928,078; and the Convertible Bonds 4 was 75,055,495.

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.

THE STOCK EXCHANGE OF HONG KONG LIMITED
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Signed:

Phang Yew Kiat

Wong Ka Bo, Jimmy

Li Shuang

Sheng Jia

Ge Ming

Ou Minggang

Wang Songqi

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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.*