

Appendix 5
FORMS RELATING TO LISTING
FORM F
GEM COMPANY INFORMATION SHEET

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: China Primary Energy Holdings Limited

Stock Code (ordinary shares): 8117

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 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 4 March 2020.

A. General

Place of incorporation	:	Cayman Islands
Date of initial listing on GEM	:	13 December 2001
Name of sponsor(s)	:	N/A
Names of directors <i>(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)</i>	:	Executive directors Ma Zheng (Chairman) Wong Pui Yiu Non-executive directors Ji Jianghua Independent non-executive directors Chung Chin Keung Wan Tze Fan Terence Wang Xiao Bing

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	: Shareholder	Interest in number of Shares	Approximate percentage of shareholding in the Company
	Ma Zheng	371,871,632	36.32%
	Excel Sino Investments Limited (Note 1)	123,867,678 (Beneficial)	12.10%
	Tung Shing Energy Investment Limited (Note 1)	123,867,678 (Corporate)	12.10%
	Guo Xiuqin (Note 1)	123,867,678 (Corporate)	12.10%
	Ultra Vantage Holdings Limited (Note 2)	110,000,000 (Beneficial)	10.74%
	Lu Ke (Note 2)	110,000,000 (Corporate)	10.74%
	Ji Shengzhi (Note 2)	110,000,000 (Corporate)	10.74%
	Winmaxi (BVI) Company Limited (Note 3)	93,089,767 (Beneficial)	9.09%
	Winsteria (BVI) Company Limited	93,089,767 (Corporate)	9.09%
	Chogori Investment (Hong Kong) Limited (Note 3)	93,089,767 (Corporate)	9.09%
	成都萬科房地產有限公司 (Note 3)	93,089,767 (Corporate)	9.09%
	萬科企業股份有限公司 (Note 3)	93,089,767 (Corporate)	9.09%

Notes: 1. Excel Sino Investments Limited, a company incorporated in the British Virgin Islands with limited liability, is beneficially owned as to 80% by Tung Shing Energy Investment Limited, a company incorporated in the British Virgin Islands (which in turn is 100% beneficially owned by Ms. Guo Xiuqin), and as to the remaining 20% by an independent investor. Tung Shing Energy Investment Limited and Ms. Guo Xiuqin are deemed to be interested in these underlying shares under Part XV of the Securities and Futures Ordinance (the “SFO”).

2. Ultra Vantage Holdings Limited, a company incorporated in Samoa with limited liability, is jointly owned by Ms. Lu Ke and Mr. Ji Shengzhi. Ms. Lu Ke and Mr. Ji Shengzhi are deemed to be interested in these underlying shares under SFO.
3. Winmaxi (BVI) Company Limited (“Winmaxi”) is a company incorporated in the British Virgin Islands with limited liability and is a subsidiary of China Vanke Co., Ltd.# (萬科企業股份有限公司), a company listed on The Stock Exchange of Hong Kong Limited.

Winmaxi is wholly-owned by Winsteria (BVI) Company Limited, which in turn is wholly-owned by Chogori Investment (Hong Kong) Limited, which in turn is wholly-owned by 成都萬科房地產有限公司, while 成都萬科房地產有限公司 is a controlling subsidiary of 萬科企業股份有限公司.

For identification purpose only

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

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 : Suite 701, Ocean Centre, 5 Canton Road
Tsim Sha Tsui, Kowloon, Hong Kong

Web-site address : <http://china-p-energy.etnet.com.hk>
(if applicable)

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

Hong Kong branch share registrar
Tricor Tengis Limited
Level 54, Hopewell Centre, 183 Queen’s Road East
Hong Kong

Auditors : BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre, 111 Connaught Road Central
Hong Kong

B. Business Activities

China Primary Energy Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) is an investment holding company. The Group is principally engaged in transmission and distribution of natural gas, trading of electronic components and property investment.

C. Ordinary Shares

Number of ordinary shares in issue : 1,023,987,439

Par value of ordinary shares in issue : HK\$0.0625 each

Board lot size (in number of shares) : 10,000 shares

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 : 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

(a) Convertible Bonds

The Company has issued a five-year 4.5% coupon unlisted convertible bonds in principal amount of HK\$60,000,000 pursuant to the subscription agreement dated 17 February 2015 and entered into between the Company and Golden Peak Minerals Limited (as subscriber) (the “Subscription”). Details of the Subscription were stipulated in the Company’s announcement dated 17 February 2015 and 8 April 2015 and the circular dated 11 March 2015. The issue of bonds with an aggregate principal amount of HK\$60,000,000 has been completed.

(b) Share Options Scheme

The Company adopted a share option scheme on 8 May 2012, pursuant to which the options (the “Options”) have been granted:

Date of grant	:	10 April 2015
Number of Options granted	:	81,720,000
Exercise price per share	:	HK\$0.87
Exercise period of Options	:	1 April 2018 to 7 May 2022 (both days inclusive)

Among the Options granted above, 6,420,000 Options were granted to the directors of the Company, details of which are as follows:

<u>Name of Directors</u>	<u>Positions held with the Company</u>	<u>Number of Options granted</u>
Ms. Ma Zheng	Chairman & Executive Director	820,000
Mr. Wong Pui Yiu	Executive Director	3,500,000
Mr. Wan Tze Fan Terence	Independent non-executive Director	700,000
Mr. Chung Chin Keung	Independent non-executive Director	700,000
Mr. Wang Xiao Bing	Independent non-executive Director	700,000
	Total:	<u>6,420,000</u>

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.

Signed:

MA ZHENG

WONG PUI YIU

JI JIANGHUA

WAN TZE FAN TERENCE

CHUNG CHIN KEUNG

WANG XIAO BING