

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

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: National Arts Group Holdings Limited

Stock code (ordinary shares): 8228

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 19 November 2022.

A. General

Place of incorporation: Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM: 17 October 2002

Name of Sponsor(s): N/A

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

Executive Directors:
Mr. Chow Kai Weng
Mr. Cheng Wang Chun
Mr. Ho Leung Ting

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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	Number of shares of HK\$0.01 each in the share capital of the Company (the "Shares")	Approximate percentage of the issued capital of the Company
Mr. Leung Ka Chun	148,092,336	14.83%
Great Success Investment Holdings Limited	166,477,367	16.67%

Notes:

1. This is calculated based on the total number of issued Shares as at 15 February 2022 (i.e. 998,864,203 Shares).

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:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:

Room E, 15th Floor, Leahander Centre, 28 Wang Wo Tsai Street, Tsuen Wan, New Territories, Hong Kong

Web-site address (if applicable):

<http://www.nationalarts.hk>

Share registrar:

Tricor Secretaries Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

Auditors:

Elite Partners CPA Limited

B. Business activities

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

The Group is principally engaged in film production and distribution, the provision of management services to artistes, event coordination, provision of travel related products and operation of film studio and hotel.

C. Ordinary shares

Number of ordinary shares in issue: 998,864,203

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

Board lot size (in number of shares): 20,000

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

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Expiry date:	<u>17 January 2024</u>
Exercise price:	<u>HK\$2.3</u>
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	<u>N/A</u>
No. of warrants outstanding:	<u>38,300,000</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>38,300,000</u>

E. Other securities

Details of any other securities in issue.

(1) Convertible bonds in the aggregate principal amount of HK\$1,244,876,198 which can be exercised from 29 June 2023 to 28 June 2025 at the exercise price of HK\$5.5 per conversion share; and (2) convertible bonds in the aggregate principal amount of HK\$25,000,000 which can be exercised at the exercise price of HK\$1.0 per conversion share.

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.

Submitted by: Cheng Wang Chun
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

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