

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: **Prosten Health Holdings Limited**
(formerly known as Prosten Technology Holdings Limited)

Stock code (ordinary shares): **8026**

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 29 November 2016.

A General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 28 March 2000

Name of Sponsor(s) : NIL

Names of directors : *Executive Directors*
XU Zhigang
HAN Jun
SHI Liangsheng

Non-Executive Directors
CHEN Weixi
YIP Heon Keung
SONG Xuxi

Independent Non-Executive Directors
POON Yan Wai
XU Xiaoping
LAM Kwok Cheong

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	Notes	Interest in the ordinary shares or underlying shares	Percentage of the Company's issued share capital Note (4)
Dynamic Peak Limited	(1)	294,276,619	24.36%
Mr. Chen Weixi	(1)	294,276,619	24.36%
Rainbow Enterprise Holdings Co., Ltd	(2)	187,847,000	15.55%
Mr. Cheng Haiqing	(2)	187,847,000	15.55%
Glory Gate International Limited	(3)	127,582,675	10.56%
Legit Ability Limited	(3)	127,582,675	10.56%
Ms. Shen Jing	(3)	127,582,675	10.56%

Notes:

- Dynamic Peak Limited ("Dynamic Peak") is a company incorporated in the British Virgin Islands and its entire issued share capital is held as to 80% by Mr. Chen Weixi, the non-executive director of the Company and as to the remaining 20% by Mr. Xu Zhigang, the chairman of the Company. By virtue of the Securities and Futures Ordinance, Mr. Chen Weixi is deemed to be interested in consistent 294,276,619 shares of the Company held by Dynamic Peak.
- Rainbow Enterprise Holdings Co., Ltd is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Cheng Haiqing.
- Glory Gate International Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Legit Ability Limited, which is also a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned by Ms. Shen Jing.
- Based on 1,208,263,725 shares of the Company in issue as at the date of this form.

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

Financial year end date : 31 March

Registered address : Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business : Unit 905, Star House
3 Salisbury Road, Tsim Sha Tsui
Kowloon, Hong Kong

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

Share registrar : *Principal share registrar and transfer office:*
Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

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

Auditors : HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F., Gloucester Road, The Landmark
11 Pedder Street
Central, Hong Kong

B. Business activities

The Company and its subsidiaries (collectively the “Group”) is principally engaged in the following activities:

- provision of mobile search services and mobile value added services;
- trading, distribution and manufacturing of medical, pharmaceutical and healthcare food products;
- design, research, development, wholesale and retail of jewellery; and
- provision of financial services, including money lending services.

C. Ordinary shares

Number of ordinary shares in issue : 1,208,263,725 shares

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 1,000

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

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

Share Options

Under the share option scheme adopted by the Company and became effective on 10 August 2011:

A total of 28,000,000 share options were granted on 5 December 2013 at an exercise price of HK\$0.165 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 2,700,000 shares.

Convertible Securities

On 31 October 2016, the Company issued convertible note with a principal amount of HK\$35,000,000. The holder(s) of the convertible note has/have the right to convert the outstanding principal amount of the convertible note on any business day during the period commencing from the issue date of the convertible note and ending 4:00 p.m. on the date falling five (5) business days prior to the maturity date of 31 October 2017. The convertible note was fully converted into 112,903,225 shares of the Company on 29 November 2016.

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:

XU Zhigang

SHI Liangsheng

HAN Jun

YIP Heon Keung

CHEN Weixi

SONG Xuxi

POON Yan Wai

XU Xiaoping

LAM Kwok Cheong