

## Appendix 5

### FORMS RELATING TO LISTING

#### FORM F

#### The Growth Enterprise Market (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: 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 21 August 2015.

#### 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  
DING Pingying  
HAN Jun

*Non-Executive Directors*  
CHEN Weixi  
YIP Heon Keung

*Independent Non-Executive Directors*  
WONG Chi Yan  
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	31.46%
Mr. Chen Weixi	(1)	294,276,619	31.46%
Right Advance Management Limited	(2)	111,000,000	11.87%
Ms. Wang Li Mei	(2)	111,000,000	11.87%
Mr. Wang Leilei	(2)	111,000,000	11.87%
Will City Limited	(3)	100,000,000	10.69%
Ms. Zhang Yingnan	(3)	100,000,000	10.69%
Mr. Pei Chuang		95,000,000	10.15%

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 294,276,619 shares of the Company held by Dynamic Peak.
- Right Advance Management Limited ("Right Advance") is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, and such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance.
- Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.
- Based on 935,512,500 shares of the Company in issue as at the date of this form.

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

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 802, 8/F., Dominion Centre  
43-59 Queen's Road East  
Wanchai, Hong Kong

Web-site address (if applicable) : [www.prosten.com](http://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  
Wanchai, 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
- provision of mobile value added services.

**C. Ordinary shares**

Number of ordinary shares in issue	:	935,512,500 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 <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***

Share Options

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

A total of 2,900,000 share options were granted on 27 March 2013 at an exercise price of HK\$0.162 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 12,500 shares.

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.

## 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:

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XU Zhigang

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DING Pingying

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HAN Jun

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YIP Heon Keung

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CHEN Weixi

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WONG Chi Yan

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XU Xiaoping

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LAM Kwok Cheong