

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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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 5 February 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*
YIP Heon Keung
YIP Heon Ping
HAN Jun

Non-Executive Director
LI Luyi

Independent Non-Executive Directors
TAM Chun Wan
TSE Yuet Ling, Justine
LAI May Lun

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 (10)
Greenford Company (PTC) Limited	(1)	121,597,702	15.27%
Century Technology Holding (PTC) Limited	(2)	114,851,701	14.43%
Bakersfield Global (PTC) Corporation	(3)	59,085,216	7.42%
Ace Central Group (PTC) Limited (as trustee of The New Millennium Trust)	(4)	180,682,918	22.70%
Mr. Yip Heon Ping	(1), (4) & (5)	187,682,918	23.58%
Mr. Yip Heon Keung	(4) & (6)	187,682,918	23.58%
Mr. Yip Seng Mun	(2), (3), (4) & (7)	300,095,619	37.70%
Right Advance Management Limited	(8)	150,000,000	18.84%
Ms. Wang Li Mei	(8)	150,000,000	18.84%
Mr. Wang Leilei	(8)	150,000,000	18.84%
Will City Limited	(9)	100,000,000	12.56%
Ms. Zhang Yingnan	(9)	100,000,000	12.56%

Notes :

- Greenford Company (PTC) Limited ("Greenford") is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, a director of the Company.
- Century Technology Holding (PTC) Limited ("Century") is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former director of the Company.
- Bakersfield Global (PTC) Corporation ("Bakersfield") is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former director of the Company.
- An aggregate of 180,682,918 shares are held through Greenford and Bakersfield as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group (PTC) Limited ("Ace Central") as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Seng Mun as the founder and Mr. Yip Heon Ping as one of the discretionary objects for the time being. Mr. Yip Heon Keung, a director of the Company, is the sole director and sole shareholder of Ace Central.
- By virtue of the Securities and Futures Ordinance ("SFO"), Mr. Yip Heon Ping is deemed to be interested in 180,682,918 shares of the Company as one of the discretionary objects of The New Millennium Trust and personally interested in 5,600,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 1,400,000 shares of the Company.
- By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 180,682,918 shares of the Company as the sole shareholder of Ace Central and personally interested in 5,600,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 1,400,000 shares of the Company.

7. By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 180,682,918 shares of the Company as the founder of The New Millennium Trust, 114,851,701 shares of the Company as the beneficial owner of Century and personally interested in 3,761,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 800,000 shares of the Company in his capacity as an employee of the Group.
8. 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.
9. Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.
10. Based on 796,105,000 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 : Unit 802, 8/F., Dominion Centre
43-59 Queen’s Road East
Wanchai, 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
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 : 796,105,000 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

1. Under the share option scheme adopted by the Company and became effective on 23 April 2002 (the “2002 Scheme”) :

A total of 14,400,000 share options were granted on 3 April 2008 at an exercise price of HK\$0.41 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 200,000 shares.

A total of 400,000 share options were granted on 3 June 2008 at an exercise price of HK\$0.417 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 200,000 shares.

2. Under the new share option scheme adopted by the Company and became effective on 10 August 2011 (the “New Scheme”) :

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 50,000 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 5,400,000 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 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:

YIP Heon Keung

YIP Heon Ping
By his lawful attorney
YIP Heon Keung

LI Luyi

HAN Jun

TSE Yuet Ling, Justine

LAI May Lun

TAM Chun Wan