

## 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 disclaims 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 12 November 2010.

#### 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  
LI Luyi

*Non-Executive Directors*  
MAH Yong Sun  
CHEN Xiaoxin

*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)	122,597,702	16.22%
Century Technology Holding (PTC) Limited	(2)	114,851,701	15.19%
Bakersfield Global (PTC) Corporation	(3)	59,085,216	7.81%
Ace Central Group (PTC) Limited (as trustee of The New Millennium Trust)	(4)	181,682,918	24.03%
Mr. Yip Heon Ping	(1), (4) & (5)	187,982,918	24.86%
Mr. Yip Heon Keung	(4) & (6)	186,982,918	24.73%
Mr. Yip Seng Mun	(2), (3), (4) & (7)	301,095,619	39.82%
Right Advance Management Limited	(8)	150,000,000	19.84%
Ms. Wang Li Mei	(8)	150,000,000	19.84%
Mr. Wang Leilei	(8)	150,000,000	19.84%
Will City Limited	(9)	100,000,000	13.23%
Mr. Zhang Yingnan	(9)	100,000,000	13.23%

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 181,682,918 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 181,682,918 shares of the Company as one of the discretionary objects of The New Millennium Trust. In addition, he is also entitled to his share options to subscribe for 6,300,000 shares of the Company.
- By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 181,682,918 shares of the Company as the sole shareholder of Ace Central. In addition, he is also entitled to his share options to subscribe for 5,300,000 shares of the Company.

7. By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 181,682,918 shares of the Company as the founder of The New Millennium Trust, 114,851,701 shares of the Company held by Century and personally interested in 561,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 4,000,000 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, 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 756,055,000 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 : Unit A3, 11/F., Bank of East Asia Harbour View Centre  
56 Gloucester Road  
Wanchai, Hong Kong

Web-site address (if applicable) : [www.prosten.com](http://www.prosten.com)

Share registrar : *Principal share registrar and transfer office:*  
Butterfield Fulcrum Group (Cayman) Limited  
Butterfield House, 68 Fort Street  
P.O. Box 609  
Grand Cayman KY1-1107  
Cayman Islands

*Hong Kong branch share registrar and transfer office:*  
Tricor Tengis Limited  
26/F., Tesbury Centre  
28 Queen’s Road East  
Wanchai, Hong Kong

Auditors : Ernst & Young  
*Certified Public Accountants*  
18<sup>th</sup> Floor, Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

**B. Business activities**

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

- provision of solution integration services;
- provision of mobile search services; and
- provision of mobile value added services.

**C. Ordinary shares**

Number of ordinary shares in issue : 756,055,000 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 old share option scheme adopted by the Company and became effective on 28 March 2000 (the “Old Scheme”) :

A total of 35,895,000 share options were re-granted on 22 August 2001 at an exercise price of HK\$0.40 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 25,065,000 shares.

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

A total of 20,630,000 share options were granted on 22 May 2002 at an exercise price of HK\$0.26 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 250,000 shares.

A total of 6,410,000, 3,000,000 and 1,900,000 share options were granted on 26 March 2004, 24 June 2005 and 23 February 2006 respectively at an exercise price of HK\$0.10 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 2,300,000 shares.

A total of 10,980,000 share options were granted on 10 May 2006 at an exercise price of HK\$0.17 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 1,000,000 shares.

A total of 1,000,000 share options were granted on 29 June 2006 at an exercise price of HK\$0.38 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 1,000,000 shares.

A total of 20,000,000 share options were granted on 6 July 2007 at an exercise price of HK\$0.396 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 5,000,000 shares.

A total of 2,500,000 share options were granted on 2 January 2008 at an exercise price of HK\$0.60 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 2,000,000 shares.

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 9,200,000 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.

A total of 8,000,000 share options were granted on 9 February 2010 at an exercise price of HK\$0.66 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 7,490,000 shares.

A total of 500,000 share options were granted on 11 March 2010 at an exercise price of HK\$0.61 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 500,000 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:

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YIP Heon Keung

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YIP Heon Ping  
By his lawful attorney  
YIP Heon Keung

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MAH Yong Sun

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CHEN Xiaoxin

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LI Luyi

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TAM Chun Wan

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TSE Yuet Ling, Justine

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LAI May Lun