

## APPENDIX 5

### FORMS RELATING TO LISTING

#### FORM F

### THE GROWTH ENTERPRISE MARKET (GEM)

#### COMPANY INFORMATION SHEET

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes 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:** Golife Concepts Holdings Limited

**Stock code (ordinary shares):** 8172

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 30 October 2008.

#### **A. General**

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 26 March 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 :  
GOUW San Bo, Elizabeth  
Richard YEN

Non-executive directors :  
Duncan CHIU  
LO Mun Lam, Raymond

Independent non-executive directors :  
LUM Pak Sum  
SUM Chun Ho  
WAN Kwok Pan

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

<b>Name of Shareholders</b>	<b>Number of shares interested</b>	<b>Approximate percentage of the Company's issued share capital (%)</b>
Gouw Hiap Kian ( <i>note 1</i> )	68,732,000	24.91
Goldig Investment Group Limited ( <i>note 1</i> )	13,500,000	4.89

*Note:*

1. As at the date of this information sheet, under the Securities and Futures Ordinance ("SFO"), Goldig Investment Group Limited is deemed to be interested in 56,000,000 shares of the Company through its interest in the convertible bonds in the principal amount of HK\$7,000,000 issued by the Company. Adding the 13,500,000 shares it beneficially owns, Goldig Investments Group Limited is deemed to be interested in an aggregate of 69,500,000 shares of the Company. Goldig Investment Group Limited is a wholly owned subsidiary of Chung Chiu (PTC) Limited (formerly known as "Chung Chiu Limited"), which in turn is wholly owned by a discretionary trust. The founder of the discretionary trust is GOUW Hiap Kian, and the trustee of the discretionary trust is HSBC International Trustee Limited. In these circumstances, under the SFO, Chung Chiu (PTC) Limited, GOUW Hiap Kian and HSBC International Trustee Limited are deemed to be interested in the 69,500,000 underlying shares of the Company held by Goldig Investment Group Limited.

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:

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business:

Suite A, 15/F, Wyndham Place  
40-44 Wyndham Street,  
Central, Hong Kong

Web-site address (if applicable):

<http://www.golife.com.hk>

Share registrar:

Computershare Hong Kong Investors Services Limited  
46<sup>th</sup> Floor, Hopewell Centre  
183 Queen's Road East, Hong Kong

Auditors:

Cheung & Siu  
Certified Public Accountants (Practising)  
Room A, 15/F, Fortis Bank Tower,  
77-79 Gloucester Road,  
Wanchai, Hong Kong.

## **B. Business activities**

The group has acquired Golife (Hong Kong) Limited in July 2006. The major business of the Group is distribution of high-end apparel and accessories. Through equity interests, licensing rights or franchised distribution rights, the Group currently operates four international brands, with products spanning from apparel, accessories to jewelry and gifts.

## **C. Ordinary shares**

Number of ordinary shares in issue:	<u>275,926,613 shares</u>
Par value of ordinary shares in issue:	<u>HK\$0.05</u>
Board lot size (in number of shares):	<u>20,000</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>N/A</u>

## **D. Warrants**

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

## **E. Other securities**

### 1. Share Option Scheme

The Company adopted a Share Option Scheme (the "Scheme") on 6 March 2002. On 3 July 2007, the Company granted share options to certain of its directors and employees at a nominal consideration of HK\$1.00 for each lot of share option to subscribe for an aggregate of 2,970,000 shares under the Scheme at an exercise price of HK\$0.219 per share. Pursuant to the share consolidation which became effective from 13 August 2008, the exercise price and number of share options outstanding balance as at 13 August 2008 were adjusted accordingly from HK\$0.219 to HK\$1.095 and from 2,970,000 to 594,000 respectively. The following table disclosed particulars of share options granted by the Company under the Scheme:

	<b>Date of grant</b>	<b>Exercise period</b>	<b>Adjusted exercise price per share</b>	<b>Balance at 30 October 2008</b>
<i>Directors of the Company</i>				
Mr. Richard YEN	3 July 2007	3 July 2007-5 March 2012	1.095	198,000
Mr. Duncan CHIU	3 July 2007	3 July 2007-5 March 2012	1.095	198,000
				<hr/>
				396,000
<i>Employee of the Group</i>				
Mr. GOUW Hiap Kian	3 July 2007	3 July 2007-5 March 2012	1.095	198,000
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				594,000
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## 2. Convertible Bonds

- (a) On 30 May 2008, the Company signed a subscription agreement with JL Investments Capital Limited whereby JL Investments Capital Limited agreed to subscribe for convertible bonds in the principal amount of HK\$6,200,000 with a coupon rate of 2% per annum to be issued by the Company. Details of the transaction was set out in the Company's announcement dated 4 June 2008. The transaction was completed on 11 June 2008. As at the date hereof, HK\$3,200,000 of the convertible bonds remain outstanding.
- (b) On 30 May 2008, the Company signed a subscription agreement with Far East Holdings International Limited whereby Far East Holdings International Limited agreed to subscribe for convertible bonds in the principal amount of HK\$7,000,000 with a coupon rate of 2% per annum to be issued by the Company. Details of the transaction was set out in the Company's circular dated 23 June 2008. The transaction was completed on 16 July 2008. As at the date hereof, HK\$7,000,000 of the convertible bonds remain outstanding.
- (c) On 9 July 2008, the Company signed a subscription agreement with Goldig Investment Group Limited whereby Goldig Investment Group Limited agreed to subscribe for convertible bonds in the principal amount of HK\$35,000,000 with zero coupon rate to be issued by the Company. Details of the transaction was set out in the Company's circular dated 28 July 2008. The transaction was completed on 25 September 2008. As at the date hereof, HK\$35,000,000 of the convertible bonds remain outstanding.

### **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: \_\_\_\_\_  
GOUW San Bo, Elizabeth

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Richard YEN

\_\_\_\_\_  
Duncan CHIU

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LO Mun Lam, Raymond

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LUM Pak Sum

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SUM Chun Ho

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WAN Kwok Pan