

## 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 13 January 2009.

#### **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  
LAI Hok Lim  
LEE Chan Wah

Non-executive directors :  
Duncan CHIU

Independent non-executive directors :  
YIP Tai Him  
LAW Yiu Sang, Jacky  
CHIO Chong Meng

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 Shareholders	Number of shares interested	Approximate percentage of the Company's issued share capital (%)
	Chu Yuet Wah ( <i>note 1</i> )	110,290,281	23.95
	Ma Siu Fong ( <i>note 1</i> )	96,955,673	21.05
	Kingston Securities Limited ( <i>note 1</i> )	96,955,673	21.05

*Note:*

- Ms. Chu Yuet Wah is the beneficial owner of 210,000 shares. 13,124,608 shares are held by Best China Limited which is wholly and beneficially owned by Ms. Chu Yuet Wah. Adding the 96,955,673 shares that she is deemed to be interested through Kingston Securities Limited, which is owned as to 51% by Ms. Chu Yuet Wah and as to 41% by Ms. Ma Siu Fong. Ms. Chu Yuet Wah is deemed to be interested in 110,290,281 shares.

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:	Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong
Web-site address (if applicable):	<a href="http://www.golife.com.hk">http://www.golife.com.hk</a>
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 has resigned as the auditors of the Company on 4 December 2008 due to the restructuring of Cheung & Siu and its merger with Vision A.S. Limited. An extraordinary general meeting of the Company will be held on 19 January 2009 to approve the appointment of Vision A.S. Limited as the auditors of the Company to fill the casual vacancy following the resignation of Cheung & Siu and to hold office until the conclusion of the next annual general meeting.

## **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: 460,497,258 shares  
Par value of ordinary shares in issue: HK\$0.05  
Board lot size (in number of shares): 20,000  
Name of other stock exchange(s) on which ordinary shares are also listed: N/A

## **D. Warrants**

Stock code: N/A  
Board lot size: N/A  
Expiry date: N/A  
Exercise price: N/A  
Conversion ratio:  
(Not applicable if the warrant is  
denominated in dollar value of  
conversion right) 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**

### 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 (HK\$)</b>	<b>Balance at 13 January 2009</b>
Mr. Duncan CHIU (Executive Director)	3 July 2007	3 July 2007- 5 March 2012	1.095	198,000
Mr. GOUW Hiap Kian (Employee)	3 July 2007	3 July 2007- 5 March 2012	1.095	198,000
Mr. Richard YEN ( <i>Note 1</i> )	3 July 2007	3 July 2007- 5 March 2012	1.095	198,000
				<u>594,000</u>

*Note:*

1. Mr. Richard YEN resigned as an executive director with effect from 16 November 2008.

## 2. Convertible Bonds

- (a) On 11 June 2008, the Company issued convertible bonds in the principal amount of HK\$6,200,000 with a coupon rate of 2% per annum. Details of the transaction was set out in the Company's announcement dated 4 June 2008. As at the date hereof, HK\$3,200,000 of the convertible bonds remain outstanding.
- (b) On 16 July 2008, the Company issued convertible bonds in the principal amount of HK\$7,000,000 with a coupon rate of 2% per annum. Details of the transaction was set out in the Company's circular dated 23 June 2008. As at the date hereof, HK\$7,000,000 of the convertible bonds remain outstanding.
- (c) On 25 September 2008, the Company issued convertible bonds in the principal amount of HK\$35,000,000 with zero coupon rate. Details of the transaction was set out in the Company's circular dated 28 July 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: \_\_\_\_\_

<u>GOUW San Bo, Elizabeth</u>	<u>LAI Hok Lim</u>
<u>LEE Chan Wah</u>	<u>Duncan CHIU</u>
<u>YIP Tai Him</u>	<u>LAW Yiu Sang, Jacky</u>
<u>CHIO Chong Meng</u>	