

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
 (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

**Case Number:** \_\_\_\_\_

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:** SkyNet Group Limited

**Stock code (ordinary shares):** 8176

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 3 January 2017 .....

**A. General**

**Place of incorporation:** Incorporated in the Cayman Islands and continued in Bermuda

**Date of initial listing on GEM:** 19 February 2002

**Name of Sponsor(s):** N/A

**Names of directors:** *Executive Directors*  
 (please distinguish the status of the directors  
 - Executive, Non-Executive or Independent  
 Non-Executive)

Mr. Cai Zhaoyang (Chairman)  
 Mr. Chan Kin Wah Billy  
 Mr. Lee Chan Wah  
 Mr. Zhang Chong  
 Mr. Zhang Chongdi  
 Dr. Andrew Goldenberg

*Independent Non-executive Directors*  
 Mr. Chu Kin Wang Peleus  
 Mr. Tam B Ray Billy  
 Mr. Tse Joseph

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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	<i>Name of substantial shareholder</i>	<i>Number of ordinary shares and other securities of the Company</i>	<i>Approximate percentage of shareholding</i>
	<i>Xing Hang Limited (Note 1)</i>	<i>179,925,549 (Note 1)</i>	<i>39.52% (Note 1)</i>
	<i>Cai Zhaoyang (Note 1)</i>	<i>179,925,549 (Note 1)</i>	<i>39.52% (Note 1)</i>
	<i>High Aim Global Limited (Note 2)</i>	<i>56,697,946 (Note 2)</i>	<i>12.46% (Note 2)</i>
	<i>Ko Chun Shun, Johnson (Note 2)</i>	<i>56,697,946 (Note 2)</i>	<i>12.46% (Note 2)</i>

*Notes:*

- (1) *Xing Hang Limited is interested in 179,925,549 shares of the Company. Xing Hang Limited is ultimately owned as to 65% by Mr. Cai Zhaoyang and therefore Mr. Cai Zhaoyang is deemed to be interested in such shares of the Company..*
- (2) *High Aim Global Limited is interested in 26,697,946 ordinary shares and 30,000,000 convertible preferred shares (details are set out in Section E below) of the Company. Mr. Ko Chun Shun, Johnson is the legal and beneficial owner of the entire issued share capital of High Aim Global Limited. Mr. Ko Chun Shun, Johnson is deemed to be interested in such shares of the Company.*

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:

*Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda*

Head office and principal place of business:

*Unit 3811, 38/F.  
Shun Tak Centre, West Tower  
168-200 Connaught Road Central  
Hong Kong*

Web-site address (if applicable):

*www.skynetgroup.com.hk*

Share registrar:

*Hong Kong Branch Share Registrar  
Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong*

Auditors:

*PricewaterhouseCoopers*

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**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company is principally engaged in (1) high-tech robotics and light machinery engineering; (2) in-flight WLAN and WIFI engineering and services provider; and (3) developing, distributing and marketing of personal care treatments, products and services.

**C. Ordinary shares**

Number of ordinary shares in issue: 455,219,666 shares

Par value of ordinary shares in issue: HK\$0.10 each

Board lot size (in number of shares): 5,000 shares

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: 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**

1. Convertible Preferred Shares

Pursuant to the Subscription Agreement dated 17 February 2015, 30,000,000 Preferred Shares of HK\$0.10 each in the capital of the Company have been issued on 6 November 2015. Such Preferred Shares can be convertible into 30,000,000 ordinary shares of the Company.

2. Share Options

Number of share options granted and outstanding: 7,480,000

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**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:

(sd.)  
 \_\_\_\_\_  
 Mr. Cai Zhaoyang

(sd.)  
 \_\_\_\_\_  
 Mr. Chan Kin Wah Billy

(sd.)  
 \_\_\_\_\_  
 Mr. Lee Chan Wah

(sd.)  
 \_\_\_\_\_  
 Mr. Zhang Chong

(sd.)  
 \_\_\_\_\_  
 Mr. Zhang Chongdi

(sd.)  
 \_\_\_\_\_  
 Dr. Andrew Goldenberg

(sd.)  
 \_\_\_\_\_  
 Mr. Tam B Ray Billy

(sd.)  
 \_\_\_\_\_  
 Mr. Chu Kin Wang Peleus

(sd.)  
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 Mr. Tse Joseph

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*