

## FORMS RELATING TO LISTING

### FORM F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

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**Company name** : Crosby Capital Limited

**Stock code (ordinary shares)** : 8088

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 9 November 2012.

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 17 April 2000

Names of directors : *Executive Directors:*  
(please distinguish the status of the directors –  
Executive, Johnny Chan Kok Chung  
Non-Executive or Jeffrey Lau Chun Hung  
Independent Ulric Leung Yuk Lun  
Non-Executive) Douglas Craham Morin  
*Non-Executive Director:*  
Robert John Richard Owen

*Independent Non-Executive Directors:*  
David John Robinson Herratt  
Joseph Tong Tze Kay  
Daniel Yen Tzu Chen

		<b>Number of ordinary shares</b>	<b>Number of redeemable convertible preference shares</b>
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	Crosby Management Holdings Limited <sup>(Note 1)</sup>	41,092,000	5,700,000
	Nelson Tang Yu Ming <sup>(Note 1)</sup>	41,092,000	5,700,000
	Main Wealth Enterprises Limited <sup>(Note 2)</sup>	20,941,376	-
	Lau Kit Mei <sup>(Note 2)</sup>	20,941,376	-

Note 1: Crosby Management Holdings Limited held 41,092,000 ordinary shares and 5,700,000 redeemable convertible preference shares of the Company. Crosby Management Holdings Limited was beneficially owned as 96.7% by Nelson Tang Yu Ming who is entitled to exercise more than 30% of the voting power at the general meetings of Crosby Management Holdings Limited and, accordingly, he is deemed to be interested in these shares owned by Crosby Management Holdings Limited.

Note 2: Main Wealth Enterprises Limited (“Main Wealth”) held 20,941,376 ordinary shares of the Company, which is beneficially wholly owned by Ms. Lau Kit Mei. Accordingly, she is deemed to be interested in these shares through her 100% interests in Main Wealth.

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 December

Registered address : Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business : Unit 502, 5<sup>th</sup> Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong

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

Share registrar : Computershare Hong Kong Investor Services Limited

Auditors : BDO Limited

## **B. Business activities**

Crosby Capital Limited (the “Company” and, together with its subsidiaries, the “Group”) is an independent asset management group listed on the Hong Kong Stock Exchange’s GEM board (HK GEM 8088).

The Group is engaged in the businesses of asset management and direct investment.

## **C. Ordinary Shares**

Number of ordinary share in issue : 137,779,206

Par value of ordinary shares in issue : US\$0.01

Board lot size (in number of shares) : 4,000

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 (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

Details of any other securities in issue:

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

### Redeemable Convertible Preference Shares ("RCPS")

<b>Issue date</b>	<b>No. of shares issued</b>	<b>Subscription price</b> US\$	<b>(Note)</b> <b>Conversion price</b> HK\$	<b>No. of shares to be issued upon conversion</b>
14 September 2011	<u>10,019,790</u>	2.00	1.19	<u>131,351,868</u>

*Note: The conversion price was reset on 14 March 2012 at HK\$1.19 per share. An exchange rate of HK\$7.80 per US\$1 shall be used in determining the conversion amount in HK\$ terms.*

The principal terms of the RCPS are summarized as follows:-

Number of RCPS in issue	:	10,019,790
Par value of RCPS in issue	:	US\$0.01
Subscription Price	:	US\$2.00 per RCPS, of which US\$0.10 per RCPS to be paid on subscription, with the remaining balance of US\$1.90 per RCPS to be paid immediately prior to the conversion of the RCPS into ordinary shares of the Company.
Voting	:	The RCPS shall not carry any voting rights prior to conversion into ordinary shares of the Company
Dividend	:	The RCPS shall not be entitled to any dividends
Redemption	:	The RCPS are redeemable at the Redemption Amount on the Final Redemption Date.
Final Redemption Date	:	Five years from the date of issuance of the RCPS
Conversion Right	:	The RCPS may be convertible into ordinary shares of the Company at the discretion of the holders of the RCPS after the date of issue up to 7 days prior to the Final Redemption Date. The RCPS can only be converted upon full payment of the RCPS subscription price.

The full terms of the RCPS (in the form in which they were adopted at the extra-ordinary general meeting held on 12 August 2011) are available for viewing on the Company's website at [www.crosbycapitallimited.com](http://www.crosbycapitallimited.com).

Zero Coupon Convertible Bonds Due 2015

<b>Issue date</b>	<b>Principal amount HK\$</b>	<b>(Note) Conversion price HK\$</b>	<b>No. of shares to be issued upon conversion</b>
4 October 2010 (Tranche 1)	125,000,000	0.93	134,408,602
30 March 2011 (Tranche 2)	90,000,000	0.93	96,774,193
	<u>215,000,000</u>		<u>231,182,795</u>

*Note: The conversion price was reset on 4 October 2011 at HK\$0.93 per share.*

The Convertible Bonds are convertible at the option of the bondholder(s) at any time after the date of issuance i.e. 4 October 2010 up to and including the date which is seven days prior to the maturity date of 4 October 2015, into new ordinary shares of the Company at conversion price reset at HK\$0.93 per share (subject to be further reset at the end of every 6-month period). The Convertible Bonds are transferable without restriction and may be redeemed by the Company after the date of issuance at the early redemption amount. The bondholder(s) may request the Company to redeem at the early redemption amount on or after third anniversary of the date of issuance.

On 16 April 2012, principal amount of HK\$35,000,000 of Convertible Bonds had been converted into 37,634,408 ordinary shares of the Company.

Unlisted Warrants

<b>Issue date</b>	<b>Principal amount HK\$</b>	<b>Exercise price HK\$</b>	<b>No. of shares to be issued upon exercise</b>
4 October 2010	<u>2,250,000</u>	1.111	<u>2,025,202</u>

The unlisted warrants provide the warrant holder(s) with the subscription right, at any business day after the date of issue of the warrants to the fifth anniversary of the issue date (both dates inclusive), to subscribe the ordinary shares of the Company at an exercise price of HK\$1.111 per share which was adjusted as a result of the issue of rights shares on 14 September 2011.

Share Options

<b>Date of options granted</b>	<b>Options exercise price HK\$</b>	<b>Outstanding options</b>	<b>Options exercisable as at 9 November 2012</b>
24 March 2006	57.054	269,916	269,916
26 April 2006	57.054	809,756	809,756
29 January 2007	27.045	134,956	134,956
11 February 2008	13.337	708,543	708,543
29 December 2008	1.334	269,916	269,916
7 October 2010	1.171	2,523,739	1,514,243
16 March 2012	1.206	4,905,000	-
14 May 2012	1.136	980,000	-
		<u>10,601,826</u>	<u>3,707,330</u>

The Company can grant a further 12,595,400 options under the Company's Share Option Scheme pursuant to the existing mandate limit.

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed.)*

N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

## **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:

**Johnny Chan Kok Chung** as the attorney  
for all the Directors