

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 24 February 2014.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 17 April 2000

Names of directors : *Executive Directors:*
(please distinguish the Clive Ng Cheang Neng (*Chairman*)
status of the directors – Liu Guang He
Executive, Stephen Shiu Junior
Non-Executive or Nelson Tong Naiyi
Independent
Non-Executive) *Independent Non-Executive Directors:*
Shi Jinsheng
Sin Hendrick
Yuen Kwok On

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		Number of	
		ordinary shares	redeemable convertible preference shares
	Legend Vantage Limited ^(Note 1)	57,874,051	-
	Li Guangrong ^(Note 1)	57,874,051	-
	Able Supreme Management Limited ^(Note 2)	45,818,745	6,388,500
	Billion Pine International Limited ^(Note 2)	45,818,745	6,388,500
	Hu Yin ^(Note 2)	45,818,745	6,388,500
	Main Wealth Enterprises Limited ^(Note 3)	74,620,421	-
	Proven Bravo Limited ^(Note 3)	74,620,421	-
	Feng Yuantao ^(Note 3)	74,620,421	-

Note 1: Legend Vantage Limited (“Legend Vantage”) held 57,874,051 ordinary shares of the Company. The entire issued share capital of Legend Vantage is beneficially wholly owned by Mr. Li Guangrong. Accordingly, he is deemed to be interested in these shares through his 100% interests in Legend Vantage.

Note 2: Able Supreme Management Limited (“Able Supreme”) held 45,818,745 ordinary shares and 6,388,500 redeemable convertible preference shares of the Company. The entire issued share capital of Able Supreme is held by Billion Pine International Limited, which in turn is beneficially wholly owned by Mr. Hu Yin. Accordingly, he is deemed to be interested in these shares through his 100% indirect interests in Able Supreme.

Note 3: Main Wealth Enterprises Limited (“Main Wealth”) held 74,620,421 ordinary shares of the Company. The entire issued share capital of Main Wealth is held by Proven Bravo Limited, which in turn is beneficially wholly owned by Mr. Feng Yuantao. Accordingly, he is deemed to be interested in these shares through his 100% indirect 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, 5th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong

Web-site address (if applicable) : 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 : 444,561,967

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")

Issue date	No. of shares issued	Subscription price US\$	(Note) Conversion price HK\$	No. of shares to be issued upon conversion
14 September 2011	<u>10,019,790</u>	2.00	0.80	<u>195,385,905</u>

Note: The conversion price was adjusted on 24 February 2014 to HK\$0.80 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.

Zero Coupon Convertible Bonds Due 2015

Issue date	Principal amount HK\$	(Note) Conversion price HK\$	No. of shares to be issued upon conversion
4 October 2010 (Tranche 1)	40,000,000	0.76	52,631,578
30 March 2011 (Tranche 2)	4,000,000	0.76	5,263,157
	<u>44,000,000</u>		<u>57,894,735</u>

Note: The conversion price was adjusted on 24 February 2014 to HK\$0.76 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\$0.76 per share which was adjusted as a result of the issue of Consideration Shares on 24 February 2014 (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.

Up to the date of this information sheet, total principal amount of HK\$206,000,000 of Convertible Bonds had been converted into 256,865,169 ordinary shares of the Company.

Unlisted Warrants

Issue date	Principal amount HK\$	Exercise price HK\$	No. of shares to be issued upon exercise
4 October 2010	<u>2,250,000</u>	1.096	<u>2,052,919</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\$1.096 per share which was adjusted as a result of the issue of placing shares on 5 December 2013.

Share Options

Date of options granted	Options exercise price HK\$	Outstanding options	Options exercisable as at 5 December 2013
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	2,321,300	2,321,300
16 March 2012	1.206	4,325,000	1,297,500
14 May 2012	1.136	980,000	294,000
		<u>9,819,387</u>	<u>6,105,887</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:

Nelson Tong Naiyi as the attorney
for all the Directors