

# 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** : 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 12 May 2011.

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 17 April 2000

Names of directors (please distinguish : *Executive Directors:*  
the status of the directors – Johnny Chan Kok Chung  
Executive, Non-Executive or Ulric Leung Yuk Lun  
Independent Non-Executive) Jeffrey Lau Chun Hung

*Non-Executive Director:*  
Ahmad S. Al-Khaled

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

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>Number of ordinary shares</b>
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Crosby Management Holdings Limited <sup>(1)</sup>	130,000,000
Nelson Tang Yu Ming <sup>(1)</sup>	130,000,000
Jeffrey Lau Chun Hung <sup>(1)</sup>	130,000,000
TBV Holdings Limited <sup>(2)</sup>	34,176,940

*Note 1 :* Crosby Management Holdings Limited held 130,000,000 ordinary shares of the Company. Crosby Management Holdings Limited was beneficially owned as 52% by Nelson Tang Yu Ming and 34.7% by Jeffrey Lau Chun Hung. Both of them are entitled to exercise more than 30% of the voting power at the general meetings of Crosby Management Holdings Limited and, accordingly, they are deemed to be interested in 130,000,000 ordinary shares owned by Crosby Management Holdings Limited.

*Note 2 :* TBV Holdings Limited is a company wholly-owned by the Kuwait Fund for Arab Economic Development, a development finance agency owned by the government of Kuwait.

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 : 18th Floor, Fairmont House,  
8 Cotton Tree Drive, Central, 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 : 490,597,984

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

Board lot size (in number of shares) : 2,000

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).*

### *Convertible Bonds and Unlisted Warrants*

On 24 June 2010, the Company and Emperor Securities Limited (the “Placing Agent”) entered into a placing agreement (the “Placing Agreement”) pursuant to which the Placing Agent agreed to place the new bonds with an aggregate principal amount of HK\$250 million (the “New Bonds”) in two separate tranches: (i) principal amount up to HK\$160,000,000 (“Tranche 1 New Bonds”) and (ii) principal amount up to HK\$90,000,000 (“Tranche 2 New Bonds”). The New Bonds due 2015 has five years term and provides the bondholder(s) with the right, at any time during the period commencing on and excluding the date of issue of the New Bonds up to and including the date which is seven days prior to the maturity date (i.e. the 5th anniversary from the date of issue of the New Bonds), to convert into conversion shares at the initial conversion price of HK\$0.18 per conversion share, which will be subject to the conversion price reset where at the end to 6-month period from the date of issuance and at the end of every 6-month period thereafter, the conversion price shall be adjusted to 110% of the one-month volume weighted average price with a floor of HK\$0.078 per share and provided that the conversion price shall not in any event be higher than the lower of HK\$0.18 per share and the previous adjusted conversion price reset.

Pursuant to the terms of the US\$75 million zero coupon convertible bonds due 2011 (the “Old Bonds”), the Company repurchased the Old Bonds under the Deed of Settlement dated 21 September 2010. The consideration for repurchasing all the outstanding Old Bonds comprises HK\$156 million in cash financed by the placing of Tranche 1 New Bonds, and an aggregate of 60 million unlisted warrants issued to the holders of the Old Bonds. The placing of the Tranche 1 New Bonds in the aggregate principal amount of HK\$160 million were successfully completed on 4 October 2010 in accordance with the terms and conditions of the Placing Agreement. The 60 million 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 warrant shares at an initial exercise price of HK\$0.15 per warrant share. All the outstanding Old Bonds were then cancelled in October 2010.

On 5 November 2010, 30 million warrants were exercised at a total amount of HK\$4.5 million and converted into 30 million new ordinary shares of the Company and 30 million warrants remain outstanding as of the date of this information sheet.

On 30 March 2011, the Tranche 2 New Bonds in the aggregate principal amount of HK\$90,000,000 were successfully placed and issued to the subscribers in accordance with the terms and conditions of the Placing Agreement.

In accordance with the terms and conditions of the New Bonds, the conversion price has been reset to HK\$0.17259 per share with effect from 4 April 2011.

For further details, please refer to the Company's shareholder circulars dated 26 July 2010 and 13 December 2010 respectively and announcements dated 21 September 2010, 30 March 2011 and 4 April 2011 respectively.

## Share Option Scheme

The following table sets out the detail of the share option scheme:

Date of options grant	Options granted	Options exercise price	Options lapsed since grant	Options outstanding	Options exercisable as at 12 May 2011
27 March 2002	24,824,470	HK\$0.704	(24,794,470)	30,000	30,000
18 March 2003	5,400,000	HK\$0.350	(5,400,000)	–	–
14 May 2003	1,500,000	HK\$0.350	(1,000,000)	–	–
18 June 2003	2,606,400	HK\$0.350	(2,606,400)	–	–
11 July 2003	31,200,000	HK\$0.350	(31,200,000)	–	–
1 December 2003	2,100,000	HK\$0.350	(2,100,000)	–	–
20 August 2004	1,500,000	HK\$0.350	–	–	–
24 March 2006	4,000,000	HK\$7.700	(2,000,000)	2,000,000	2,000,000
26 April 2006	18,000,000	HK\$7.700	(6,000,000)	12,000,000	12,000,000
29 January 2007	1,000,000	HK\$3.650	–	1,000,000	1,000,000
11 February 2008	11,750,000	HK\$1.800	(4,000,000)	7,750,000	7,750,000
29 December 2008	2,000,000	HK\$0.180	–	2,000,000	1,200,000
7 October 2010	18,700,000	HK\$0.158	–	18,700,000	–
	<u>124,580,870</u>		<u>(79,100,870)</u> <sup>(Note)</sup>	<u>43,480,000</u>	<u>23,980,000</u>

Note : Includes 51,856,400 of share options that have lapsed and are not available for re-use.

2,000,000 options granted under the Share Option Scheme had been exercised as at 12 May 2011.

The Company can grant a further 49,059,798 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