

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

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Company name: Changhong Jiahua Holdings Limited

Stock code (ordinary shares): 8016

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 27 April 2015.

A. General

Place of incorporation: Bermuda

Date of initial listing on GEM: 24 January 2000

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:
Mr. Zhao Yong
Mr. Zhu Jianqiu
Mr. Yu Xiao
Mr. Tang Yun
Mr. Wu Xiangtao
Ms. Shi Ping

Independent Non-Executive Directors:

Mr. Jonathan Chan Ming Sun
Mr. Robert Ip Chun Chung
Mr. Sun Dongfeng
Mr. Cheng Yuk Kin

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

<u>Name</u>	<u>Number of ordinary shares</u>	<u>Nature of Interest</u>	<u>Percentage</u>
Sichuan Changhong Electric Co., Ltd. (“Sichuan Changhong”)	1,008,368,000 (Note 1) (Note 4)	Interest of controlled company and beneficial owner	69.32%
Changhong (Hong Kong) Trading Limited (“Changhong (Hong Kong) Trading”)	913,000,000 (Note 2)	Interest of controlled company and beneficial owner	62.76%
Fit Generation Holding Limited (“Fit Generation”)	897,000,000 (Note 3) (Note 5)	Beneficial owner	61.66%

Note 1: Of the 1,008,368,000 ordinary shares being interested, 95,368,000 ordinary shares are held directly, 16,000,000 ordinary shares are held through Changhong (Hong Kong) Trading, which is wholly owned by Sichuan Changhong and 897,000,000 ordinary shares are held through Fit Generation, which is wholly owned by Changhong (Hong Kong) Trading.

Note 2: Of the 913,000,000 ordinary shares being interested, 16,000,000 ordinary shares are held directly, 897,000,000 ordinary shares are held through Fit Generation.

Note 3: Fit Generation is wholly-owned by Changhong (Hong Kong) Trading, which is in turn wholly-owned by Sichuan Changhong.

Note 4: Sichuan Changhong is also interested in 1,115,868,000 non-redeemable restricted voting convertible preference shares of the Company (“Preference Shares”) which are directly held by Fit Generation.

Note 5: Fit Generation directly holds 1,115,868,000 Preference 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:

Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

Head office and principal place of business:

Unit 3701, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong

Web-site address (if applicable):

www.changhongit.com.hk

Share registrar:

Hong Kong Registrars Limited

Auditors:

SHINEWING (HK) CPA Limited

B. Business activities

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

The Company and its subsidiaries principally engage in the distribution of IT products and the provision of professional integrated IT solutions and services.

C. Ordinary shares

Number of ordinary shares in issue: 1,454,652,000

Par value of ordinary shares in issue: HKD0.025

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

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

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).

1,115,868,000 non-redeemable restricted voting convertible preference shares of the Company are in issue.

(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 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:

Zhao Yong

Zhu Jianqiu

Yu Xiao

Tang Yun

Wu Xiangtao

Shi Ping

Chan Ming Sun, Jonathan

Ip Chun Chung, Robert

Sun Dongfeng

Cheng Yuk Kin

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.*