

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

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:** Jia Group Holdings Limited 佳民集團有限公司

**Stock code (ordinary shares):** 8519

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 06/02/2018.

**A. General**

**Place of incorporation:** Cayman Islands

**Date of initial listing on GEM:** 08/02/2018

**Name of Sponsor(s):** Innovax Capital Limited

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

Ms. Wong Pui Yain (Executive Director)  
Ms. Wan Suet Yee Cherry (Executive Director)  
Mr. Devin Nijanthan Chanmugam (Independent Non-Executive Director)  
Mr. Leung Yuk Lun Ulric (Independent Non-Executive Director)  
Mr. Wee Keng Hiong Tony (Independent Non-Executive Director)

**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</i>	<i>Number of Shares immediately following the completion of the Capitalisation Issue and the Share Offer</i>	<i>Approximate shareholding percentage in our Company immediately following completion of the Capitalisation Issue and the Share Offer</i>
<i>Ms. PY Wong</i>	<i>409,670,000</i>	<i>47.64%</i>
<i>Ms. PY Wong</i>	<i>52,040,000</i>	<i>6.05%</i>

*Notes:*

*1. 409,670,000 Shares will be held by Giant Mind, which will be solely owned by Ms. PY Wong upon completion of the Share Offer and the said repurchase by Giant Mind referred to in the section headed "Relationship with the Controlling Shareholders — Our Controlling Shareholders" in the prospectus of the Company dated 29 January 2018, and 52,040,000 Shares by Ms. PY Wong in her personal capacity.*

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: P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands

Head office and principal place of business: Office No.5 on 22nd Floor, Universal Trade Centre, No.3 Arbuthnot Road, Central, Hong Kong

Web-site address (if applicable): www.jiagroup.co

Share registrar: (Principal ) Estera Trust (Cayman) Limited  
(Hong Kong) Tricor Investor Services Limited

Auditors: Deloitte Touche Tohmatsu

### **B. Business activities**

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

The Company, together with its subsidiaries, is a well-established restaurant group in Hong Kong with award-winning restaurants serving a variety of cuisines including Chinese, Spanish, Thai, British, Italy and Southern Californian dishes under different brands and themes.

### **C. Ordinary shares**

Number of ordinary shares in issue: 860,000,000

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

Board lot size (in number of shares): 10,000

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: 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**

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).*

*(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).*

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

N/A

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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:

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Wong Pui Yain

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Wan Suet Yee Cherry

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Devin Nijanthan Chanmugam

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Leung Yuk Lun Ulric

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Wee Keng Hiong Tony

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