

FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name: Megalogic Technology Holdings Limited 宏創高科集團有限公司

Stock code (ordinary shares): 8242

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 21 February 2017.

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 19 January 2012

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. Zhang Qing
Dr. Sung Tak Wing Leo

Non-executive Directors
Mr. Ye Jian
Mr. Liu Kam Lung

Independent non-executive Directors
Mr. Cheung Chi Man Dennis
Mr. Chiu Yu Wang
Mr. Ko Yin Wai

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 held</u>	<u>Approximate percentage of shareholding</u>
	Mr. Ye Jian ("Mr. Ye") (Note 1)	400,800,000	28.67%
	Metro Classic Limited ("Metro Classic") (Note 1)	400,800,000	28.67%
	Mr. Lau Mo ("Mr. Lau") (Note 2)	278,000,000	19.89%
	Champsword Limited ("Champsword") (Note 2)	278,000,000	19.89%

Notes:

- Mr. Ye is the beneficial owner of all of the issued share capital of Metro Classic, and is therefore deemed to be interested in the 400,800,000 ordinary shares of the Company in which Metro Classic is beneficially interested.*
- Mr. Lau is the beneficial owner of all of the issued share capital of Champsword, and is therefore deemed to be interested in the 278,000,000 ordinary shares of the Company in which Champsword is beneficially interested.*

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:

190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands

Head office and principal place of business:

Suite 2101, 21/F.,
Chinachem Century Tower
178 Gloucester Road
Wanchai, Hong Kong

Web-site address (if applicable):

www.megalologic.com.hk

Share registrar:

Principal share registrar and transfer office:
Royal Bank of Canada Trust Company (Cayman) Limited

Hong Kong branch share registrar and transfer office :
Tricor Investor Services Limited

Auditors:

JH CPA Alliance Limited

B. Business activities

The principal business activities of the Company and its subsidiaries are: (1) the provision of integrated circuit solutions and the design, development and sales of integrated circuits; (2) money lending business in Hong Kong through the provision of unsecured and secured loans to customers, including individual and corporations under the provisions of the Money Lenders Ordinance; (3) the provision of total solutions for information security services, including security assessment, consulting, testing, monitoring and training as well as system integration services of information security business; and (4) the provision of investment and planning consulting service, real estate agent, property management services and car parking management services in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue: 1,397,782,400

Par value of ordinary shares in issue: HK\$0.10

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:
(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).

Share Options (under the share option scheme adopted on 16 May 2012)

<i>Date of options granted</i>	<i>No. of options granted</i>	<i>Exercise Price of the options granted</i>	<i>Exercise and Validity period of the Share Options</i>	<i>No. of options exercised as at 29 July 2016</i>	<i>No. of options lapsed as at 9 November 2016</i>
9 May 2016	29,030,400	HK\$0.365 per share	From 9 May 2016 to 9 November 2016	15,382,400	13,648,000

(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

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:

Zhang Qing

Sung Tak Wing Leo

Ye Jian

Liu Kam Lung

Cheung Chi Man Dennis

Chiu Yu Wang

Ko Yin Wai

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.*