

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

Case Number: 20170712-I16106-0001

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.

Unless otherwise defined herein, capitalised terms and expressions used in this form shall have the same meanings as defined in the prospectus dated 12 January 2018 issued by Tree Holdings Limited (the “**Company**”).

Company name: Tree Holdings Limited
齊家控股有限公司

Stock code (ordinary shares): 8395

This information sheet contains certain particulars concerning 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 January 2018

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 25 January 2018

Name of Sponsor(s): Oceanwide Capital Limited

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

Executive Directors
Ms. Mary Kathleen BABINGTON, alias Mary Kathleen Kate BABINGTON
Mr. TSUI Wing Tak (徐穎德)

Non-executive Directors
Mr. TONG Tang Joseph (唐登)
Ms. Nicole Lucy HASLOCK

Independent Non-Executive Directors
Mr. YEUNG Man Chung Charles (楊文忠)
Mr. TSANG Wai Yin (曾偉賢)
Mr. SIT Hoi Wah Kenneth (薛海華)

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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	Name	Number of Shares held	Approximate percentage of shareholding
	TIPTOP HONOUR LIMITED	1,104,840,000	69.8%
	Mr. TONG Tang Joseph	1,104,840,000	69.8%
	Ms. SHUM Yuet Wah Anna	1,104,840,000	69.8%

Note:

Our Company will be owned as to 69.8% by TIPTOP HONOUR LIMITED immediately after completion of the Capitalisation Issue and the Share Offer (without taking into account any of our Shares that may be allotted and issued upon exercise of the options that may be granted under the Share Option Scheme). TIPTOP HONOUR LIMITED is wholly-owned by Mr. TONG Tang Joseph, our chairman, a non-executive Director and a Controlling Shareholder. Under the SFO, Mr. TONG Tang Joseph is deemed to be interested in the same number of Shares held by TIPTOP HONOUR LIMITED.

Ms. SHUM Yuet Wah Anna is the spouse of Mr. TONG Tang Joseph. Under the SFO, Ms. SHUM Yuet Wah Anna is deemed to be interested in all our Shares in which Mr. TONG Tang Joseph is 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 March
Registered address:	P.O. Box 1350, Clifton House 75 Fort Street Grand Cayman KY1-1108 Cayman Islands
Head office and principal place of business:	28/F, Horizon Plaza 2 Lee Wing Street Ap Lei Chau, Hong Kong
Web-site address (if applicable):	www.treeholdings.com
Share registrar:	<u>Principal share registrar</u> Esteria Trust (Cayman) Limited P.O. Box 1350, Clifton House 75 Fort Street Grand Cayman KY1-1108 Cayman Islands <u>Hong Kong share registrar</u> Tricor Investor Services Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong
Auditors:	Grant Thornton Hong Kong Limited

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

The Group is principally engaged in (i) the sale and distribution of furniture and home accessories; (ii) consignment sale; (iii) the distribution and licencing of our intellectual property rights; (iv) provision of styling and consulting services; and (v) the operation of TREE Café in our Flagship Store.

C. Ordinary shares

Number of ordinary shares in issue:	1,584,000,000
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Par value of ordinary shares in issue:	HK\$0.01
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Board lot size (in number of shares):	20,000
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Name of other stock exchange(s) on which ordinary shares are also listed:	N/A
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D. Warrants

Stock code:	N/A
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Board lot size:	N/A
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Expiry date:	N/A
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Exercise price:	N/A
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Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
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No. of warrants outstanding:	N/A
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No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A
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E. Other securities

Details of any other securities in issue.

N/A

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Responsibility statement

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.

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THE STOCK EXCHANGE OF HONG KONG LIMITED

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Signed:

Ms. Mary Kathleen BABINGTON, alias
Mary Kathleen Kate BABINGTON
(Executive Director)

Mr. TSUI Wing Tak (徐穎德)
(Executive Director)

Mr. TONG Tang Joseph (唐登)
(Non-executive Director)

Ms. Nicole Lucy HASLOCK
(Non-executive Director)

Mr. YEUNG Man Chung Charles (楊文忠)
(Independent Non-executive Director)

Mr. TSANG Wai Yin (曾偉賢)
(Independent Non-executive Director)

Mr. SIT Hoi Wah Kenneth (薛海華)
(Independent Non-executive Director)

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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.*