

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: Gayety Holdings Limited

Stock code (ordinary shares): 8179

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 July 2012

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 8 July 2011

Name of Sponsor(s): Quam Capital Limited

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

Executive directors:

- Mr. Wong Kwan Mo
- Ms. Lau Lan Ying

Independent non-executive directors

- Mr. Li Fu Yeung
- Ms. Chiu Man Yee
- Mr. Ho Chun Fai

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	Approximate percentage of shareholding in the Company
<u>KMW Investments Limited</u>	<u>2,243,200,000</u>	<u>70.1%</u>
<u>Mr. Wong Kwan Mo</u>	<u>2,243,200,000</u>	<u>70.1%</u>
<u>Ms. Lau Lan Ying</u>	<u>2,243,200,000</u>	<u>70.1%</u>

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

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: Not applicable

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: Shop No. 46, Ground Floor, Ho Shun Tai Building, No. 10 Sai Ching Street, Yuen Long, New Territories, Hong Kong

Web-site address (if applicable): <http://www.gayety.com.hk>

Share registrar: Union Registrars Limited

Auditors: SHINEWING (HK) CPA Limited

B. Business activities

Operation of full-service restaurants chain and provision of food catering services.

C. Ordinary shares

Number of ordinary shares in issue: 3,200,000,000

Par value of ordinary shares in issue: HK\$0.001 per share

Board lot size (in number of shares): 8,000

Name of other stock exchange(s) on which ordinary shares are also listed: Not applicable

D. Warrants

Stock code: Not applicable

Board lot size: Not applicable

Expiry date: Not applicable

Exercise price: Not applicable

Conversion ratio: Not applicable

No. of warrants outstanding: Not applicable

No. of shares falling to be issued upon the exercise of outstanding warrants: Not applicable

E. Other securities

Details of any other securities in issue.

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

Not applicable

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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:

Mr. Wong Kwan Mo
Executive director

Ms. Lau Lan Ying
Executive director

Mr. Li Fu Yeung
Independent non-executive director

Mr. Ho Chun Fai
Independent non-executive director

Ms. Chiu Man Yee
Independent non-executive director

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.*