

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : CHINA NENG XIAO TECHNOLOGY (GROUP) LIMITED

Stock code (ordinary shares) : 8047

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 4 December 2012

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 1st November, 2001

Name of Sponsor(s) : NIL

Names of directors : *Executive directors*
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive) Mr. CHAN Francis Ping Kuen
Mr. CHAN Hin Wing, James

Independent non-executive directors

Mr. KWOK Chi Sun, Vincent

Mr. YEUNG Kam Yan

Mr. CHEUNG Chi Hwa, Justin

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 of HK\$0.01 each in the share capital of the Company (“Shares”)	Approximate percentage of issued share capital
Starryland Profits Limited (<i>Note 1</i>)	346,404,682	19.51%
Lau Kim Hung, Jack (<i>Note 1</i>)	346,404,682	19.51%
	4,483,200	0.25%
	1,480,000	0.08%
Chan Yiu Kan, Katie (<i>Note 1</i>)	350,887,882	19.76%
	1,480,000	0.08%
Brilliant Bloom Investments Limited (<i>Note 2</i>)	325,000,000	18.30%
Ng Yui Wah Sonny (<i>Note 2</i>)	325,000,000	18.30%

Note:

1. Starryland Profits Limited, a company incorporated in the British Virgin Islands, is wholly and beneficially owned by Mr. Lau Kim Hung, Jack (“Mr. Lau”). Mr. Lau is deemed to be interested in 346,404,682 shares held by Starryland Profits Limited. In addition, by virtue of being the spouse of Ms. Chan Yiu Kan Katie, he is also deemed to be interested in 1,480,000 shares held by Ms. Chan Yiu Kan Katie.

Ms. Chan Yiu Kan Katie, being the spouse of Mr. Lau, is deemed to be interested in 346,404,682 shares held by Starryland Profits Limited and 4,483,200 shares held by Mr. Lau.

2. Brilliant Bloom Investments Limited, a company incorporated in the British Virgin Islands, is wholly and beneficially owned by Mr. Ng Yui Wah Sonny. Mr. Ng Yui Wah Sonny is deemed to be interested in 325,000,000 shares held by Brilliant Bloom Investments 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 : 31st March

Registered address : Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business : Unit 1601, 16/F.,
Ruttonjee House, Ruttonjee Centre
11 Duddell Street
Central
Hong Kong

Web-site address (if applicable) : www.nengxiao.com.hk

Share registrar : *Principal share registrar and transfer office*
HSBC Securities Services (Bermuda)
Limited
6 Front Street
Hamilton HM 11
Bermuda

Branch share registrar and transfer office
Tricor Tengis Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

Auditors : Mazars CPA Limited
Certified Public Accountants
42F., Central Plaza
18 Harbour Road
Wanchai
Hong Kong

B. Business activities

The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of payment gateway services and manufacturing and trading of products related to optimal optical fibers, telecommunications, electric power network systems and equipment, the provision of energy management business and the provision of integrated solutions for lightning electromagnetic pulse protection engineering design, construction and technical services.

C. Ordinary shares

Number of ordinary shares in issue	: 1,775,795,656 Shares
Par value of ordinary shares in issue	: HK\$0.01 each
Board lot size (in number of shares)	: 20,000 Shares
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 <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: 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

	No. of Warrants	Subscription Price per Warrant	Exercise period
Unlisted warrants	24,636,209	HK\$0.591	36 months commencing from the date of issue of the warrants, 12 April 2010
Unlisted warrants	220,000,000	HK\$0.085	36 months commencing from the date of issue of the warrants, 26 July 2012

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 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:

CHAN Francis Ping Kuen

CHAN Hin Wing, James

KWOK Chi Sun, Vincent

YEUNG Kam Yan

CHEUNG Chi Hwa, Justin