

## APPENDIX 5

## FORMS RELATING TO LISTING

## FORM F

## THE GROWTH ENTERPRISE MARKET (GEM)

## COMPANY INFORMATION SHEET

Case Number: \_\_\_\_\_

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:** CNC Holdings Limited

**Stock code (ordinary shares):** 8356

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 29 February 2024.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 30 August 2010

Name of Sponsor(s): N/A

Names of directors: ***Executive Directors :***  
*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*  
 Dr. Jiang Yan (Chairman)  
 Dr. Li Yong Sheng (Vice Chairman and Chief Executive Officer)  
 Mr. Liu Da Yong  
 Mr. Kan Kwok Cheung

***Non-Executive Directors :***  
 Ms. Tang Li  
 Mr. Law Cheuk Hung

***Independent Non-Executive Directors :***  
 Mr. Wu Guo Ming  
 Mr. Wan Chi Keung, Aaron, *BBS, JP*  
 Mr. Chin Chi Ho Stanley  
 Mr. Kwok Man To Paul

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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	Percentage of shareholding in the Company
	Shunleetat (BVI) Limited <i>(Note 1)</i>	1,257,621,377	31.0%
	Mr. Kan Kwok Cheung <i>(Note 1)</i>	1,257,621,377	31.0%
	Note: Shunleetat (BVI) Limited is wholly and beneficially owned by Mr. Kan Kwok Cheung. Accordingly, Mr. Kan Kwok Cheung is deemed to be interested in the 1,257,621,377 shares held by Shunleetat (BVI) Limited.		

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: Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands

Head office and principal place of business: Flat 314, 3/F., Fuk Shing Commercial Building, 28 On Lok Mun Street, Fanling, New Territories.

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

Share registrar: *Principal share registrar and transfer office*  
Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111, Cayman Islands

*Hong Kong branch share registrar and transfer office*  
Tricor Investor Services Limited  
17/F, Far East Finance Centre,  
16 Harcourt Road  
Hong Kong

Auditors: HLB Hodgson Impey Cheng Limited

## **B. Business activities**

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong..

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**C. Ordinary shares**

Number of ordinary shares in issue: 4,055,349,947

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

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).  
(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).

**Convertible bonds**

On 9 December 2011, the Company issued certain convertible bonds in the aggregate principal amount of HK\$607,030,210 which are convertible into 3,097,092,906 shares at a price of HK\$0.196 (subject to pro-rata adjustments on capital structure changes), 5% per annum interest-bearing and were matured on 9 December 2014, as part of the consideration in relation to the very substantial acquisition as disclosed in the Company's circular dated 19 November 2011. The holders of the convertible bonds have the right to convert the outstanding principal amount of the convertible bonds from 9 December 2011 up to the maturity date of 9 December 2014 subject to certain restrictions on conversion.

On 9 December 2014, the Company entered into the first supplemental deed with the sole holder of the outstanding convertible bonds as at 9 December 2014, pursuant to which the maturity date of the convertible bonds will be extended for 3 years to 9 December 2017 and the interest rate of the convertible bonds will be amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017. The amendments of terms and conditions have been approved by The Stock Exchange of Hong

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Kong Limited and the shareholders of the Company. Further details were set out in the announcements of the Company dated 10 December 2014 and 21 January 2015 and the circular of the Company dated 6 January 2015.

On 13 December 2017, the Company entered into the second supplemental deed with the sole holder of the outstanding convertible bonds as at 13 December 2017, pursuant to which the maturity date of the outstanding convertible bonds will be extended to 9 December 2018. The second amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the convertible bonds were set out in the announcement of the Company dated 13 December 2017 and 6 February 2018 and the circular of the Company dated 17 January 2018.

On 9 December 2018, the Company entered into the third supplemental deed with the sole holder of the outstanding convertible notes, pursuant to which the maturity date of the convertible notes will be extended for 2 years to 9 December 2020. The third amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the convertible bonds were set out in the announcement of the Company dated 9 December 2018 and the circular of the Company dated 16 January 2019.

On 25 January 2021, the Company entered into the fourth supplemental deed with the holder of the outstanding convertible bonds, pursuant to which the maturity date of the outstanding convertible bonds was extended to 9 December 2021. The fourth amendments of terms and conditions had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the fourth amendment of terms and conditions of convertible bonds were set out in the announcement of the Company dated 25 January 2021 and the circular of the Company dated 18 May 2021.

On 5 February 2024, the Company entered into the fifth supplemental deed with the holder of the outstanding convertible bonds, pursuant to which the maturity date of the outstanding convertible bonds was extended to 9 December 2025. The interest rate of the Convertible Bonds shall be retrospectively reduced from 3% to 0.8% per annum from 10 December 2021 to 9 December 2025. The fifth amendments of terms and conditions were subject to the approval of The Stock Exchange of Hong Kong Limited and the independent shareholders of the Company.

On 5 February 2024, the Company entered into the Convertible Bonds Subscription Agreement A with the holder of the outstanding convertible bonds, pursuant to which the Company has conditionally agreed to issue, and the holder of the outstanding convertible bonds has conditionally agreed to subscribe for, the Convertible Bonds A in the principal amount of HK\$64,127,855 due on 9 December 2025 at the initial Conversion Price of HK\$0.196 per Conversion Share. The Convertible Bonds Subscription Agreement A were subject to the approval of The Stock Exchange of Hong Kong Limited and the independent shareholders of the Company.

On 5 February 2024, the Company entered into the Convertible Bonds Subscription Agreement B with the holder of the outstanding convertible bonds, pursuant to which the Company has conditionally agreed to issue, and the holder of the outstanding convertible bonds has conditionally agreed to subscribe for, the Convertible Bonds B in the principal amount of HK\$16,240,000 due on 9 December 2025 at the initial Conversion Price of HK\$0.196 per Conversion Share. The Convertible Bonds Subscription Agreement B were subject to the approval of The Stock Exchange of Hong Kong Limited and the independent shareholders of the Company.

As at the date of this Company Information Sheet, convertible bonds with principal amount of HK\$350,000,000 has been converted into 1,785,714,283 shares at the conversion price of HK\$0.196. As at the date of this Company Information Sheet, the outstanding convertible bonds amounted to HK\$257,030,210 which may be converted into 1,311,378,622 shares at the conversion price of HK\$0.196.

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.

Submitted by: Li Yong Sheng  
(Name)  
Title: Director  
(Director, secretary or other duly authorised officer)

**NOTE**

*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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*