

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: 20180117-117067-0001

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Company name: Vistar Holdings Limited (熒德控股有限公司)

Stock code (ordinary shares): 8535

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 February 2018.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 February 2018

Name of Sponsor(s): Kingsway Capital Limited

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

Executive Directors
Mr. Poon Ken Ching Keung (潘正強先生)
Mr. Poon Ching Tong Tommy (潘正棠先生)
Mr. Ng Kwok Wai (吳國威先生)

Non-executive Director
Ms. Poon Kam Yee Odilia (潘錦儀女士)

Independent non-executive Directors
Dr. Wong Kam Din (王金殿博士)
Mr. Yung Chung Hing (翁宗興先生)
Mr. Lam Chung Wai (林仲煒先生)

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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	Capacity / Nature of interest	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Approximate percentage of issued Shares
Success Step Management Limited (<i>Notes 1 and 3</i>)	Beneficial owner	418,500,000	34.9%
	Holder of equity derivative	90,000,000	7.5%
		508,500,000	42.4%
Mr. Poon Ken Ching Keung (<i>Notes 1 and 3</i>)	Interest in a controlled corporation	508,500,000	42.4%
Ms. Deng Anna Man Li (<i>Note 3</i>)	Interest of spouse	508,500,000	42.4%
Noble Capital Concept Limited (<i>Notes 2 and 4</i>)	Beneficial owner	391,500,000	32.6%
	Holder of equity derivative	90,000,000	7.5%
		481,500,000	40.1%
Alderhill Holdings Limited (<i>Notes 2 and 4</i>)	Interest of a controlled corporation	481,500,000	40.1%
Unity Trust Limited (<i>Notes 2 and 4</i>)	Trustee of trust	481,500,000	40.1%
Mr. Poon Ching Tong Tommy (<i>Notes 2 and 4</i>)	Settlor and beneficiary of a discretionary trust	481,500,000	40.1%
Ms. Lau Sze Mun Charmaine (<i>Note 5</i>)	Interest of spouse	481,500,000	40.1%
Legend Advanced Limited (<i>Note 6</i>)	Beneficial owner	90,000,000	7.5%
Ms. Poon Kam Yee Odilia (<i>Note 6</i>)	Interest in a controlled corporation	90,000,000	7.5%
Mr. Roberts Christopher John (<i>Note 7</i>)	Interest of spouse	90,000,000	7.5%

Notes:

- (1) Mr. Poon Ken Ching Keung ("Mr. Ken Poon") holds the entire issued share capital of Success Step Management Limited ("Success Step"). Success Step, in turn, directly holds 418,500,000 Shares and is deemed to be interested as holder of equity derivative in the 90,000,000 Shares

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held by Legend Advanced Limited (“Legend Advanced”) as described in note 2 below. Accordingly, Mr. Ken Poon is deemed to be interested in the 508,500,000 Shares which Success Step is deemed to be interested in.

- (2) On 25 January 2018, Legend Advanced entered into the Deed of Undertaking in favour of Success Step and Noble Capital Concept Limited (“Noble Capital”). Accordingly, each of Success Step, Mr. Ken Poon, Noble Capital, Alderhill Holdings Limited (“Alderhill Holdings”), Unity Trust Limited (“Unity Trust”) and Mr. Poon Ching Tong Tommy (“Mr. Tommy Poon”) is deemed to be interested in the 90,000,000 Shares held by Legend Advanced.
- (3) Ms. Deng Anna Man Li is the spouse of Mr. Ken Poon. By virtue of the Securities and Futures Ordinance (“SFO”), Ms. Deng Anna Man Li is deemed to be interested in the Shares held by Mr. Ken Poon.
- (4) Unity Trust, the trustee of the Alderhill Trust, holds the entire issued share capital of Alderhill Holdings. Alderhill Holdings, in turn, holds the entire issued share capital of Noble Capital. The Alderhill Trust is a discretionary trust established by Mr. Tommy Poon (as the settlor) and the discretionary beneficiaries of which include Mr. Tommy Poon and his family members. Noble Capital, in turn, directly holds 391,500,000 Shares and is deemed to be interested as holder of equity derivative in the 90,000,000 Shares held by Legend Advanced as described in note 2 above. As such, Mr. Tommy Poon is deemed to be interested in the 481,500,000 Shares which Noble Capital is deemed to be interested in.
- (5) Ms. Lau Sze Mun Charmaine is the spouse of Mr. Tommy Poon. By virtue of the SFO, Ms. Lau Sze Mun Charmaine is deemed to be interested in the Shares held by Mr. Tommy Poon.
- (6) Ms. Poon Kam Yee Odilia (“Ms. Odilia Poon”), Mr. Ng Kwok Wai and Ms. Lee To Yin are interested in approximately 40%, 30% and 30% of the issued share capital of Legend Advanced, respectively. Legend Advanced, in turn, directly holds 90,000,000 Shares.
- (7) Mr. Roberts Christopher John is the spouse of Ms. Odilia Poon. By virtue of the SFO, Mr. Roberts Christopher John is deemed to be interested in the Shares held by Ms. Odilia Poon.

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:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

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Head office and principal place of business: [Unit 2, 13/F., Tak King Industrial Building](#)
[27 Lee Chung Street](#)
[Chai Wan](#)
[Hong Kong](#)

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

Share registrar: [Estera Trust \(Cayman\) Limited as the principal share registrar](#)
[Tricor Investor Services Limited as the Hong Kong branch share registrar](#)

Auditors: [BDO Limited](#)

B. Business activities

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

The Company and its subsidiaries are an established E&M engineering service provider in Hong Kong, specialising in installation, alteration and addition works and maintenance of fire service systems.

C. Ordinary shares

Number of ordinary shares in issue: [1,200,000,000 ordinary shares](#)

Par value of ordinary shares in issue: [HK\\$0.01](#)

Board lot size (in number of shares): [20,000](#)

Name of other stock exchange(s) on which ordinary shares are also listed: [NA](#)

D. Warrants

Stock code: [NA](#)

Board lot size: [NA](#)

Expiry date: [NA](#)

Exercise price: [NA](#)

Conversion ratio: [NA](#)

(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: [NA](#)

No. of shares falling to be issued upon the exercise of outstanding warrants: [NA](#)

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).

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

[NA](#)

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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:

 Poon Ken Ching Keung

 Poon Ching Tong Tommy

 Ng Kwok Wai

 Poon Kam Yee Odilia

 Wong Kam Din

 Yung Chung Hing

 Lam Chung 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.*