

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

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**Company name** : China LotSynergy Holdings Limited

**Stock code (ordinary shares)** : 8161

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 31 January 2010.

#### **A. General**

Place of incorporation : Bermuda

Date of initial listing on GEM : 26 October 2001

Name of Sponsor(s) : N/A

Names of directors (please distinguish the status of the directors -Executive, Non-Executive or Independent Non-Executive)	:	<u>Executive Directors</u>	<u>Independent</u>
		LAU Ting CHAN Shing WU Jingwei LIAO Yuang-whang	<u>Non-Executive Directors</u> HUANG Shenglan CHAN Ming Fai CUI Shuming

Non-Executive Directors  
HOONG Cheong Thard  
Paulus Johannes Cornelis  
Aloysius KARSKENS

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	LAU Ting ( <i>Note 1</i> )	1,540,116,939 shares (20.81%)
	CHAN Shing ( <i>Note 1</i> )	1,540,116,939 shares (20.81%)
	Burbank John H. ( <i>Note 2</i> )	1,181,870,800 shares (15.97%)
	Atlantis Investment Management Limited	961,001,000 shares (12.98%)

*Notes:*

- Ms. LAU Ting and Mr. CHAN Shing directly hold 259,974,373 shares and 389,286,426 shares respectively. Ms. LAU Ting is the spouse of Mr. CHAN Shing. 147,162,496 shares in long positions and 23,093,192 shares in short positions were both held by Hang Sing Overseas Limited (“Hang Sing”) which is owned as to 51% by Orient Strength Limited, a company which is wholly-owned by Ms. LAU Ting and Mr. CHAN Shing. 137,735,546 shares were held by Strong Purpose Corporation (“Strong Purpose”), a company which is wholly-owned by Ms. LAU Ting and Mr. CHAN Shing. 580,932,594 shares were held by Glory Add Limited (“Glory Add”) which is wholly-owned by Favor King Limited, a company which is wholly-owned by Ms. LAU Ting and Mr. CHAN Shing. 1,932,312 shares were held by Burwill Holdings Limited, which was owned as to 6.62% by Hang Sing, as to 6.19% by Strong Purpose, as to 3.04% by Ms. LAU Ting, as to 3.11% by Mr. CHAN Shing and as to 37.72% by Glory Add.
- Passport Management, LLC was the investment manager of various funds. One of these funds was Passport Global Master Fund SPC Ltd for and on behalf of portfolio A - global strategy and Passport Special Opportunities Master Fund, LP. Passport Capital, LLC was the sole managing member to Passport Management, LLC and Burbank John H. was the sole managing member to Passport Capital, LLC.

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 <sup>st</sup> December
Registered address	: Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda
Head office and principal place of business	: Unit 3308, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong
Web-site address (if applicable)	: <a href="http://www.chinalotsynergy.com">www.chinalotsynergy.com</a>
Share registrar	: Butterfield Fulcrum Group (Bermuda) Limited (Principal share registrar) Computershare Hong Kong Investor Services Limited (Hong Kong branch share registrar)
Auditors	: HLB Hodgson Impey Cheng

**B. Business activities**

China LotSynergy Holdings Limited and its subsidiaries (the “Group”) is principally engaged in the business of provision of lottery systems, gaming products, terminal equipment and related technologies and marketing services to the welfare lottery market in China.

**C. Ordinary shares**

Number of ordinary shares in issue	:	7,402,164,000
Par value of ordinary shares in issue	:	HK\$0.0025
Board lot size (in number of shares)	:	4,000 shares
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 <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	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.

1. Number of shares under the share options granted and outstanding: 376,300,000 shares
2. An unsecured zero coupon convertible note due 2015 with a principal amount of HK\$550,000,000 convertible into shares of the Company at the initial conversion price of HK\$0.955 per share (subject to adjustment).

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

## 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 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:

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LAU Ting

\_\_\_\_\_  
CHAN Shing

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WU Jingwei

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LIAO Yuang-whang

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HOONG Cheong Thard

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Paulus Johannes Cornelis  
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CUI Shuming