

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: **ZMAY Holdings Limited**

Stock code (ordinary shares): **8085**

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 7 December 2009

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 7 March 2002

Name of Sponsor(s): N/A

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

Executive Directors
Mr. Chu Hon Pong
Mr. Lam Wing Tai
Mr. Chui Kwong Kau

Independent Non-executive Directors

Dr. Wong Yun Kuen
Mr. Man Kwok Leung
Mr. Loke Che Chan Gilbert

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

Shareholder	No. of shares & underlying shares	Percentage of issued share capital
Mr. Chu Hon Pong (Note 1)	155,150,967	12.89%
Chinese People Holdings Company Limited ("Chinese People", Note 2)	150,000,000	12.46%

Note:

- (1) *Mr. Chu Hon Pong is an executive director of the Company and his shares are pledged to Premier Rise Investments Limited.*
- (2) *Super Win Development Limited holds 24.52% of shares in Chinese People and is a wholly owned subsidiary of Asian Allied Limited ("Asian Allied"). Mr. Mo Shikang is the beneficiary owner of Asian Allied.*

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
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business:	Unit 1206A, 12/F, West Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Web-site address (if applicable):	www.zmayholdings.com
Share registrar:	<i>Cayman Islands principal share registrar and transfer office</i> Butterfield Fund Services (Cayman) Limited Butterfield House Fort Street, P.O. Box 705 George Town Grand Cayman Cayman Islands
	<i>Hong Kong branch share registrar and transfer office</i> Tricor Standard Limited 26th Floor Tesbury Centre 28 Queen's Road East Wanchai Hong Kong
Auditors:	Pan-China (H.K.) CPA Limited, Certified Public Accountants

B. Business activities

The Group is principally engaged in the trading and sales of healthcare products in Hong Kong; and funeral and related businesses in the People's Republic of China.

C. Ordinary shares

Number of ordinary shares in issue:	1,203,786,138
Par value of ordinary shares in issue:	HK\$0.04
Board lot size (in number of shares):	4,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	8359
Board lot size:	20,000
Expiry date:	30 June 2010
Exercise price:	HK\$0.45
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	149,164,878
No. of shares falling to be issued upon the exercise of outstanding warrants:	198,886,504

E. Other securities

Share Options

Date of grant:	16/11/2007
Number of share options granted and outstanding:	90,000,000
Exercise price	HK\$1.1
Expiry date:	16/11/2010

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:

(Sd.)

Chu Hon Pong

(Sd.)

Lam Wing Tai

(Sd.)

Chui Kwong Kau

(Sd.)

Wong Yun Kuen

(Sd.)

Man Kwok Leung

(Sd.)

Loke Che Chan Gilbert

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.