

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 30 March 2010

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)	<p><i>Executive Directors</i> Mr. Chu Hon Pong Mr. Lam Wing Tai Mr. Chui Kwong Kau</p> <p><i>Independent Non-executive Directors</i> Dr. Wong Yun Kuen Mr. Man Kwok Leung Mr. Chi Chi Hung, Kenneth</p>
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	N/A
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: *Cayman Islands principal share registrar
and transfer office*
Butterfield Fulcrum Group (Cayman) Limited
Butterfield House
68 Fort Street, P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

*Hong Kong branch share registrar
and transfer office*
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: 1,731,786,138

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\$0.43
Conversion ratio:	N/A
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	
No. of warrants outstanding:	149,164,878
No. of shares falling to be issued upon the exercise of outstanding warrants:	208,137,038

E. Other securities

Details of other securities in issue.

N/A

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.)

Chi Chi Hung Kenneth

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.