

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: _____

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: IMS Group Holdings Limited (英馬斯集團控股有限公司)

Stock code (ordinary shares): 8136

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 9 February 2018

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 25 January 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
Tam Yat Ming Andrew
Yeung Wun Tang Andy

Independent Non-executive Directors
Chu Yin Kam
Wilson Lee
Ha Yiu Wing

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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 of HK\$0.001 each in the share capital of the Company (the "Shares") held	Approximate percentage of shareholding in the Company
	Eight Dimensions Investment Limited "Eight Dimensions" (Note 1 and 5)	750,000,000	75.00%
	Mr. Yeung Wun Tang Andy ("Mr. Yeung") (Note 1 and 5)	750,000,000	75.00%
	Ms. Hung Ying (Note 2)	750,000,000	75.00%
	The Garage Investment Limited ("Garage Investment") (Note 3 and 5)	750,000,000	75.00%
	Mr. Tam Yat Ming Andrew ("Mr. Tam") (Note 3 and 5)	750,000,000	75.00%
	Ms. Ng Wing Sze (Note 4)	750,000,000	75.00%

Notes:

- (1) The disclosed interest represents the interest in the Company held by Eight Dimensions, which is wholly-owned by Mr. Yeung. By virtue of the Securities Futures Ordinance (the "SFO"), Mr. Yeung is deemed to be interested in the 337,500,000 Shares in which Eight Dimensions is interested.
- (2) Ms. Hung Ying is the spouse of Mr. Yeung. By virtue of the SFO, Ms. Hung Ying is deemed to be interested in the Shares in which Mr. Yeung is interested.
- (3) The disclosed interest represents the interest in the Company held by Garage Investment, which is wholly owned by Mr. Tam. By virtue of the SFO, Mr. Tam is deemed to be interested in the 412,500,000 Shares in which Garage Investment is interested.
- (4) Ms. Ng Wing Sze is the spouse of Mr. Tam. By virtue of the SFO, Ms. Ng Wing Sze is deemed to be interested in the Shares in which Mr. Tam is interested.
- (5) Pursuant to an acting in concert agreement which Garage Investment, Eight Dimensions, Mr. Tam and Mr. Yeung entered into on 25 August 2017, each of them is deemed to be interested in the entire shareholding interests of both Eight Dimensions and Garage Investment in the Company under the SFO.

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

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Financial year end date:	<u>31 March</u>
Registered address:	<u>Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands</u>
Head office and principal place of business:	<u>Room 1, 18/F, 148 Electric Road, North Point, Hong Kong</u>
Web-site address (if applicable):	<u>www.ims512.com</u>
Share registrar:	<i>Cayman Islands principal share registrar and transfer office:</i> Conyers Trust Company (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands <i>Hong Kong branch share registrar and transfer office:</i> Boardroom Share Registrars (HK) Limited 2103B, 21/F, 148 Electric Road North Point Hong Kong
Auditors:	<u>BDO Limited 25th Floor Wing On Centre 111 Connaught Road Central Hong Kong</u>

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

We are a Hong Kong-based LED lighting product and service provider, specialising in providing LED lighting products and services for retail stores of world-renowned end-user luxury brands mainly in the Asia market.

C. Ordinary shares

Number of ordinary shares in issue:	<u>1,000,000,000</u>
Par value of ordinary shares in issue:	<u>HK\$0.001</u>
Board lot size (in number of shares):	<u>10,000</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>N/A</u>

D. Warrants

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>

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Conversion ratio: N/A

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

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).

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.

Signed:

Mr. Tam Yat Ming Andrew
Executive Director

Mr. Yeung Wun Tang Andy
Executive Director

Mr. Chu Yin Kam
Independent non-executive Director

Dr. Wilson Lee
Independent non-executive Director

Mr. Ha Yiu Wing
Independent non-executive Director

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.*