

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: N/A

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: Yin He Holdings Limited

Stock code (ordinary shares): 8260

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 21 March 2016

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 10 April 2013

Name of Sponsor(s): N/A

Names of directors: **Executive Directors:**

(please distinguish the status of the directors Mr. Lam Tsz Chung

- Executive, Non-Executive or Independent Mr. Li Si Cong

Non-Executive) Mr. Zheng Zhong Qiang

Non-executive Director:

Mr. Chang Tin Duk, Victor

Independent non-executive directors:

Mr. Lam Raymond Shiu Cheung

Mr. Wang En Ping

Dr. Cheung Wai Bun Charles, JP

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	No. of ordinary shares	Approximate percentage of issued share capital
Upmost Corporation Limited	207,200,000	20.64% (Note 1)

1. *Upmost Corporation Limited is a company incorporated in Hong Kong with limited liability, wholly and beneficially owned by Mr. Zhang Jian.*

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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: 2418A,
Wing On Centre,
111 Connaught Road
Central
Hong Kong

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

Share registrar: Principal share registrar:
Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Hong Kong branch share registrar:
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

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 (collectively, the "Group") are principally engaged in the provision of (i) staff outsourcing services, executive/staff search and other human resources support services; (ii) credit assessment, credit counselling services; (iii) entrusted loan; (iv) provision of peer-to-peer (P2P) financial intermediary services in the PRC; and (v) provision of financial advisory services in the PRC.

C. Ordinary shares

Number of ordinary shares in issue: 1,152,076,923

Par value of ordinary shares in issue: HK\$ 0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

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D. Warrants

Stock code: N/A _____

Board lot size: N/A _____

Expiry date: N/A _____

Exercise price: N/A _____

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).

67,500,000 Convertible Preference Shares

Number of share options granted and outstanding: Nil

(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 _____

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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. Lam Tsz Chung

Mr. Zheng Zhong Qiang

Mr. Li Si Cong

Mr. Chang Tin Duk Victor

Mr. Lam Raymond Shiu Cheung

Dr. Cheung Wai Bun Charles, *JP*

Mr. Wang En Ping

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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.*