

**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**

**GEM**

**COMPANY INFORMATION SHEET**

**Case Number:** 20180924-I18014-0004

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:** Mindtell Technology Limited

**Stock code (ordinary shares):** 8611

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on 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 GEM 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 19 October 2018.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 22 October 2018

Name of Sponsor(s): VBG Capital Limited

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

*Executive Directors:*  
Chong Yee Ping (Chairperson)  
Liu Yan Chee James

*Non-executive Directors:*  
Siah Jiin Shyang  
Lam Pang

*Independent Non-executive Directors:*  
Chan San Ping  
Ho Suet Man Stella  
Su Chi Wen

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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\$0.01 each in the share capital of the Company (the "Shares")	Approx. % of issued Shares
Mr. Chong Yee Ping <sup>(Note)</sup>	196,560,000	50.4%
Mr. Siah Jiin Shyang <sup>(Note)</sup>	196,560,000	50.4%
Delicate Edge Limited <sup>(Note)</sup>	196,560,000	50.4%
King Nordic Limited <sup>(Note)</sup>	196,560,000	50.4%
Mr. Liu Yan Chee James	38,220,000	9.8%
Mr. Lam Pang	38,220,000	9.8%

*Note:*

Delicate Edge Limited ("Delicate Edge") is wholly and beneficially owned by Mr. Chong Yee Ping ("Mr. Chong") whereas King Nordic Limited ("King Nordic") is wholly and beneficially owned by Mr. Siah Jiin Shyang ("Mr. Siah"). Each of Delicate Edge and King Nordic held 3,600 Shares representing 36% of the total issued share capital of the Company immediately before the completion of the Share Offer and the Capitalisation Issue. Each of Delicate Edge and King Nordic holds 98,280,000 Shares representing 25.2% of the total issued share capital of the Company immediately after the completion of the Share Offer and the Capitalisation Issue (taking no account of any Shares which may be allotted and issued under any options which may be granted under the Share Option Scheme).

Mr. Chong and Mr. Siah are parties acting in concert as confirmed by them in writing. As such, each of Mr. Chong, Mr. Siah, Delicate Edge and King Nordic is deemed to be interested in 196,560,000 Shares held by Delicate Edge and King Nordic in aggregate under the SFO immediately after the completion of the Share Offer and the Capitalisation Issue (taking no account of any Shares which may be allotted and issued under any options which may be granted under the Share Option Scheme).

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:

30 November

Registered address:

Cricket Square, Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business:

27th Floor, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong

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Web-site address (if applicable): [www.mindtellttech.com](http://www.mindtellttech.com)Share registrar: **Principal share registrar and transfer office in the Cayman Islands:****Conyers Trust Company (Cayman) Limited**

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

**Branch share registrar and transfer office in Hong Kong:****Tricor Investor Services Limited**

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

Joint Auditors: Mazars CPA Limited

42/F, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

Mazars LLP

135 Cecil Street

#10-01 MYP Plaza

Singapore 069536

**B. Business activities**

The Company (together with its subsidiaries) is an IT service provider based in Malaysia, specialising in design, procurement, installation, and maintenance of customised system applications for corporate customers.

**C. Ordinary shares**Number of ordinary shares in issue: [390,000,000](#)Par value of ordinary shares in issue: [HK\\$0.01](#)Board lot size (in number of shares): [5,000](#)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: [N/A](#)  
(Not applicable if the warrant is denominated in dollar value of conversion right)No. of warrants outstanding: [N/A](#)

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No. of shares falling to be issued upon [N/A](#)  
the exercise of outstanding warrants: .....

**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:

\_\_\_\_\_  
Chong Yee Ping  
Executive Director

\_\_\_\_\_  
Liu Yan Chee James  
Executive Director

\_\_\_\_\_  
Siah Jiin Shyang  
Non-executive Director

\_\_\_\_\_  
Lam Pang  
Non-executive Director

\_\_\_\_\_  
Chan San Ping  
Independent Non-executive Director

\_\_\_\_\_  
Ho Suet Man Stella  
Independent Non-executive Director

\_\_\_\_\_  
Su Chi Wen  
Independent Non-executive Director

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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.*