

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:** \_\_\_\_\_

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:** WAC Holdings Limited

**Stock code (ordinary shares):** 8619

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 6 June 2019...

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 17 September 2018

Name of Sponsor(s): Ample Capital Limited

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

Executive directors  
Dr. CHAN Yin Nin  
Mr. KWONG Po Lam  
Ms. SU Xiaoyan

Independent non-executive directors  
Ms. CHU Moune Tsi, Stella  
Mr. CHOY Wai Shek, Raymond, MH, JP  
Mr. SZE, Kyran, MH

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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

Manning Properties Limited (" <b>Manning Properties</b> ")	471,072,000	49.1%
Dr. Chan Yin Nin (" <b>Dr. Chan</b> ") <sup>(1)</sup>	471,072,000	49.1%
Ms. Julia Gower Chan <sup>(2)</sup>	471,072,000	49.1%
Mr. Kwong Po Lam (" <b>Mr. Kwong</b> ") <sup>(1)</sup>	471,072,000	49.1%
Ms. Leung Kwai Ping <sup>(3)</sup>	471,072,000	49.1%
Ms. Zhang YanHong	91,298,000	9.5%

Note:

- (1) Manning Properties is owned as to approximately 31.8% by Mr. Kwong and approximately 68.2% by Dr. Chan, which in turn holds 49.1% of the total number of Shares in issue of the Company. As the Concerted Group, Mr. Kwong and Dr. Chan restrict their ability to exercise direct control over the Company by holding their interests through Manning Properties, a common investment holding company, and as a result Mr. Kwong and Dr. Chan are presumed to be a group of controlling shareholders pursuant to the Guidance Letter HKEx-GL89-16 issued in November 2016. Accordingly, Mr. Kwong and Dr. Chan are deemed to be interested in the 471,072,000 Shares held by Manning Properties.
- (2) Ms. Julia Gower Chan is the spouse of Dr. Chan. By virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"), Ms. Julia Gower Chan is deemed to be interested in the Shares held by Dr. Chan.
- (3) Ms. Leung Kwai Ping is the spouse of Mr. Kwong. By virtue of the SFO, Ms. Leung Kwai Ping is deemed to be interested in the Shares held by Mr. Kwong.

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:

Floor 9  
9 Wing Hong Street  
Cheung Sha Wan  
Kowloon, Hong Kong

Web-site address (if applicable):

[www.wcce.hk](http://www.wcce.hk)

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Share registrar: Cayman Islands principal share registrar and transfer office  
Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

Hong Kong Branch Share Registrar and transfer office  
Tricor Investor Services Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

Auditors: Wellink CPA Limited

**B. Business activities**

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

The principal activities of the Group are provision of comprehensive structural and geotechnical engineering consultancy services mainly in Hong Kong.

**C. Ordinary shares**

Number of ordinary shares in issue: 960,000,000

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

**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).*

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*(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).*

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 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:

Dr. CHAN Yin Nin  
Executive Director

Mr. KWONG Po Lam  
Executive Director

Ms. SU Xiaoyan  
Executive Director

Ms. CHU Moune Tsi, Stella  
Independent non-executive Director

Mr. CHOY Wai Shek, Raymond  
Independent non-executive Director

Mr. SZE, Kyran  
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.*