

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: DLC Asia Limited

Stock code (ordinary shares): 8210

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 1 June 2020

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 27 August 2018

Name of Sponsor(s): Red Sun Capital Limited

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)
Executive Directors:
Lau Ming Yeung, Lambert
Choi Man Ho
Ng Yu Fai
Shiu Kam Man

Independent Non-executive Directors:
Voon David Hian-fook
Or Kevin
Wu Ping Lam Michael David

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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 | Nature of interest | Number of shares of HK\$0.01 each in the share capital of the Company (the "Shares") and approximate percentage of issued Shares |
|---|--|--|
| Oasis Green Ventures Limited (" Oasis Green ") ^(Note 1) | Beneficial owner | 278,000,000 34.75% |
| Pacific Asset Limited (" Pacific Asset ") ^(Note 1) | Interest of controlled corporation | 278,000,000 34.75% |
| Mr. Yu Kwok Tung (" Mr. Yu ") ^(Note 1) | Interest of controlled corporation | 278,000,000 34.75% |
| | Interest of spouse ^(Note 2) | 16,000,000 2.00% |
| | | <hr/> 294,000,000 36.75% |
| Ms. Rowena Yip Shui Chi ^(Note 2) | Interest of spouse | 278,000,000 34.75% |
| | Beneficial owner | 16,000,000 2.00% |
| | | <hr/> 294,000,000 36.75% |
| Jolly Ocean Global Limited (" Jolly Ocean ") ^(Note 3) | Beneficial owner | 96,000,000 12.00% |
| Santo Global Investments Limited (" Santo ") ^(Note 3) | Interest of controlled corporation | 96,000,000 12.00% |
| Mr. Lau Ming Hong Henry (" Mr. Lau ") ^(Note 3) | Interest of controlled corporation | 96,000,000 12.00% |
| Ms. Lo Ying ^(Note 4) | Interest of spouse | 96,000,000 12.00% |
| Bank of East Asia (Trustees) Limited ^(Note 5) | Trustee | 81,000,000 10.12% |

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| | | | |
|--|------------------------------------|------------|-------|
| Mr. Ng Yu Fai ("Mr. Ng") <i>(Note 6)</i> | Interest of controlled corporation | 54,000,000 | 6.75% |
| | Beneficial owner | 14,000,000 | 1.75% |
| | | <hr/> | |
| | | 68,000,000 | 8.50% |
| Dense Jungle Limited | Beneficial owner | 54,000,000 | 6.75% |
| Mr. Choi Man Ho ("Mr. Choi") <i>(Note 7)</i> | Interest of controlled corporation | 36,000,000 | 4.50% |
| | Beneficial owner | 16,800,000 | 2.10% |
| | | <hr/> | |
| | | 52,800,000 | 6.60% |

Notes:

- Oasis Green is a company wholly-owned by Pacific Asset which is in turn wholly-owned by Mr. Yu. Accordingly, Mr. Yu is deemed to be interested in all Shares held by Oasis Green through Pacific Asset under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").
- By virtue of being the spouse of Mr. Yu, Ms. Rowena Yip Shui Chi is deemed to be interested in the Shares in which Mr. Yu is interested under Part XV of the SFO and Mr. Yu is deemed to be interested in the Shares in which Ms. Rowena Yip Shui Chi is interested under Part XV of the SFO.
- Jolly Ocean is a company wholly-owned by Santo which is in turn wholly-owned by Mr. Lau. Accordingly, Mr. Lau is deemed to be interested in all Shares held by Jolly Ocean through Santo under Part XV of the SFO.
- By virtue of being the spouse of Mr. Lau, Ms. Lo Ying is deemed to be interested in the Shares in which Mr. Lau is interested under Part XV of the SFO.
- These Shares are held by Bank of East Asia (Trustees) Limited as trustee of the share award scheme adopted by the Company on 4 April 2019. By virtue of the SFO, Bank of East Asia (Trustees) Limited is deemed to be such Shares.
- Dense Jungle Limited is wholly owned by Mr. Ng. By virtue of the SFO, Mr. Ng is deemed to be interested in these Shares held by Dense Jungle Limited.

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7. These Shares are held by Beyond Delta Limited, which is wholly owned by Mr. Ng. By virtue of the SFO, Mr. Choi is deemed to be interested in these Shares held by Beyond Delta Limited.

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
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office and principal place of business: Units 2601–3, Tai Tung Building
8 Fleming Road, Wanchai
Hong Kong

Web-site address (if applicable): <http://www.derivaasia.com>

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

Branch share registrar in Hong Kong:
Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong

Auditors: SHINEWING (HK) CPA Limited
Certified Public Accountants
43/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

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

The Company (together with its subsidiaries) is an interdealer broker in Hong Kong providing derivatives brokerage services to professional investors (as defined under Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) through our wholly-owned subsidiary, De Riva Asia Limited.

C. Ordinary shares

Number of ordinary shares in issue: 800,000,000 ordinary shares

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

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Board lot size: N/AExpiry date: N/AExercise price: N/AConversion ratio: N/A
(Not applicable if the warrant is
denominated in dollar value of
conversion right)No. of warrants outstanding: N/ANo. 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**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.

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Signed:

Mr. Lau Ming Yeung, Lambert
(Executive Director)

Mr. Choi Man Ho
(Executive Director)

Mr. Ng Yu Fai
(Executive Director)

Mr. Shiu Kam Man
(Executive Director)

Mr. Voon David Hian-fook
(Independent Non-Executive Director)

Mr. Or Kevin
(Independent Non-Executive Director)

Mr. Wu Ping Lam Michael David
(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.*