

## FORMS RELATING TO LISTING

### FORM F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims 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:** **Convenience Retail Asia Limited**

**Stock code (ordinary shares):** **08052**

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 4 December 2008 -

#### **A. General**

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 18 January 2001

Names of directors : *Executive Directors*  
Mr. Yeung Lap Bun, Richard  
Mr. Li Kwok Ho, Bruno

*Non-executive Directors*  
Dr. Fung Kwok King, Victor  
Dr. Fung Kwok Lun, William  
Mr. Godfrey Ernest Scotchbrook  
Mr. Jeremy Paul Egerton Hobbins  
Ms. Wong Yuk Nor, Louisa

*Independent non-executive Directors*  
Dr. Ch’ien Kuo Fung, Raymond  
Mr. Au Man Chung, Malcolm  
Mr. Lo Kai Yiu, Anthony

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 : (note 1)

Name	Number of Shares
Li & Fung (Retailing) Limited (note 2)	373,692,000
Li & Fung (1937) Limited (note 2)	373,692,000
King Lun Holdings Limited (note 3)	373,692,000
HSBC Trustee (C.I.) Limited (note 4)	373,692,000
Fung Kwok King, Victor (note 4)	373,692,000
Fung Kwok Lun, William (note 5)	373,692,000

(1) This represents the number of Shares over which the shareholders, directly or indirectly, exercise control.

(2) Li & Fung (Retailing) Limited is the registered holder of the Shares, and is wholly-owned by Li & Fung (1937) Limited.

(3) Li & Fung (1937) Limited is a company wholly-owned by King Lun Holdings Limited.

(4) 50% of the issued share capital of King Lun Holdings Limited is owned by HSBC Trustee (C.I.) Limited, the trustee of a trust established for the benefit of the family members of Dr. Fung Kwok King, Victor.

(5) 50% of the issued share capital of King Lun Holdings Limited is owned by Dr. Fung Kwok Lun, William.

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 December

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

Head office and principal place of business	: 12th Floor, LiFung Centre 2 On Ping Street Siu Lek Yuen Shatin New Territories Hong Kong
Web-site address (if applicable)	: <a href="http://www.cr-asia.com">www.cr-asia.com</a>
Share registrar(s)	: <i>Principal share registrar and transfer office</i> Butterfield Fund Services (Cayman) Limited P.O. Box 705 Butterfield House 68 Fort Street Grand Cayman KY1-1107 Cayman Islands  <i>Hong Kong share registrar and transfer office</i> Tricor Abacus Limited 26/F., Tesbury Centre 28 Queen's Road East Hong Kong
Auditors	: PricewaterhouseCoopers

**B. Business activities**

Convenience Retail Asia Limited (the "Company") and its subsidiaries are principally engaged in the operations of convenience store chain and bakeries chain under the trade marks of "Circle K" and "Saint Honore" in Hong Kong and the Chinese Mainland.

As at 30 September 2008, Circle K convenience store chain comprised 278 stores in Hong Kong, 76 stores in Guangzhou, 5 stores in Dongguan, 6 stores in Shenzhen, 16 stores in Macau and 12 stores in Zhuhai. About 40%, 38% and 22% of the Circle K stores in Hong Kong were located in the New Territories, Kowloon and Hong Kong Island respectively. Circle K stores offer a broad selection of food and non-food merchandise as well as certain ancillary services designed to appeal to its customers through meeting their convenience needs.

Saint Honore Holdings Limited, a wholly owned subsidiary of the Company, is principally engaged in manufacturing, wholesaling and retailing of bakery products in Hong Kong, Macau, Guangzhou and Shenzhen. The retail chain is operating under two formats: a chain of cake shop under the trade name of Saint Honore and a chain selling bread and buns under the trade name of Bread Boutique. As at 30 September 2008, Saint Honore cake shops have a total of 97 stores with 74 stores in Hong Kong, 7 stores in Macau and 16 stores in Guangzhou. Bread Boutique has a total of 11 stores in Hong Kong.

**C. Ordinary shares**

Number of ordinary shares in issue as at 30 November 2008	:	729,915,974 Shares
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	2,000
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 (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

**E. Other securities**

*Share Options :*

Share Option Scheme

Pursuant to the share option scheme (the “Share Option Scheme”) adopted by the Company on 6 January 2001 and as amended on 24 April 2002, the board of directors may, at its discretion, grant options to any qualifying participants (including but not limited to any employees, whether full time or part time employees including any executive or non-executive directors, of the Company or any affiliate as defined in the Share Option Scheme) entitling them to subscribe for Shares representing up to a maximum of 10% of the Shares in issue as at 6 January 2001 being 65,560,000 Shares (including Shares issued upon exercise of options granted under other schemes). Details of share options granted and outstanding as at 30 November 2008 were as follows:-

<b>Option period</b>	<b>Exercise price per Share</b>	<b>Share options exercised in November 2008</b>	<b>Share options outstanding as at 30 November 2008</b>
29 March 2005 to 28 March 2009	HK\$2.535	-	294,000
29 March 2006 to 28 March 2009	HK\$2.535	-	48,000
6 August 2005 to 5 August 2009	HK\$2.40	-	68,000
6 August 2006 to 5 August 2009	HK\$2.40	-	290,000
4 May 2006 to 3 May 2010	HK\$2.86	-	436,000
4 May 2007 to 3 May 2010	HK\$2.86	-	332,000
14 September 2006 to 13 September 2010	HK\$2.53	-	1,654,000
14 September 2007 to 13 September 2010	HK\$2.53	-	140,000
10 March 2007 to 9 March 2011	HK\$2.905	-	756,000
10 March 2008 to 9 March 2011	HK\$2.905	-	490,000 <i>(Note a)</i>
29 August 2007 to 28 August 2011	HK\$2.93	-	434,000
29 August 2008 to 28 August 2011	HK\$2.93	-	160,000
30 March 2008 to 29 March 2012	HK\$3.00	-	1,134,000
30 March 2009 to 29 March 2012	HK\$3.00	-	320,000
3 May 2009 to 2 May 2012	HK\$3.39	-	3,440,000 <i>(Note b)</i>
3 May 2010 to 2 May 2013	HK\$3.39	-	3,440,000 <i>(Note b)</i>
3 May 2011 to 2 May 2014	HK\$3.39	-	3,440,000 <i>(Note b)</i>
19 November 2009 to 18 November 2012	HK\$3.46	-	524,000
19 November 2010 to 18 November 2013	HK\$3.46	-	720,000
19 November 2011 to 18 November 2014	HK\$3.46	-	720,000
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			<b>18,840,000</b>
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*Notes:*

- a. Share options to subscribe for a total of 10,000 Shares lapsed during the month of November 2008 following the cessation of employment of certain grantees.
- b. Share options to subscribe for a total of 2,400,000 Shares were granted to the Directors of the Company.

## **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 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 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 by Mr. Li Kwok Ho, Bruno  
for himself and as the lawful attorney  
of Mr. Yeung Lap Bun, Richard,  
Dr. Fung Kwok King, Victor,  
Dr. Fung Kwok Lun, William,  
Mr. Jeremy Paul Egerton Hobbins,  
Ms. Wong Yuk Nor, Louisa,  
Dr. Ch’ien Kuo Fung, Raymond,  
Mr. Au Man Chung, Malcolm,  
Mr. Godfrey Ernest Scotchbrook,  
Mr. Lo Kai Yiu, Anthony

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Li Kwok Ho, Bruno