

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: RaffAello-Astrum Financial Holdings Limited

Stock code (ordinary shares): 8333

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 18 March 2022.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 14 July 2016

Name of Sponsor(s): Messis Capital Limited

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

Executive Directors

Pan Chik (潘稷)

Tsang Kin Hung (曾建雄)

Kwan Chun Yee Hidulf (關振義)

Yu Hoi Ling (余凱玲)

Independent Non-executive Directors

Sum Loong (沈龍)

Yue Chung Sze Joyce (余頌詩)

Lau Hon Kee (劉漢基)

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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")	Number of underlying Shares held	Total	Approximate percentage of issued Shares
Mr. Pan Chik ("Mr. Pan") (Note 1)	532,685,000	8,000,000 (Note 2)	540,685,000	45.32%
Autumn Ocean Limited ("Autumn Ocean") (Note 1)	532,685,000	-	532,685,000	44.65%
Ms. Liu Ming Lai Lorna (Note 3)	532,685,000	8,000,000	540,685,000	45.32%
Mr. Tsang Kin Hung ("Mr. Tsang") (Note 4)	233,000,000	- -	233,000,000	19.53%
RaffAello Holdings Limited ("RaffAello Holdings") (Note 4)	233,000,000		233,000,000	19.53%
Ms. Qin Siu Kiu Michelle (Note 4)	233,000,000	-	233,000,000	19.53%

Notes:

1. These 532,685,000 Shares are held by Autumn Ocean which is wholly-owned by Mr. Pan and hence, Mr. Pan is deemed, or taken to be, interested in all the Shares held by Autumn Ocean for the purposes of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").
2. Mr. Pan was granted on 4 January 2021 8,000,000 share options under the share option scheme of the Company at an exercise price of HK\$0.096 per Share with the validity period from 4 January 2021 to 3 January 2026.
3. Ms. Liu Ming Lai Lorna is the spouse of Mr. Pan. She is deemed, or taken to be, interested in all Shares and underlying Shares in which Mr. Pan is interested in for the purposes of the SFO.
4. These 233,000,000 Shares are held by RaffAello Holdings which is wholly-owned by Captain Expert Limited, which in turn is owned as to 70% by Mr. Tsang and 30% by Ms. Qin Siu Kiu Michelle, who is the spouse of Mr. Tsang. Hence, Mr. Tsang and his spouse are deemed, or taken to be, interested in all the Shares held by RaffAello Holdings for the purposes of the SFO.

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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 December**

Registered address: **Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands**

Head office and principal place of business: **Head Office:**
Room 2704, 27/F
Tower 1 Admiralty Centre
18 Harcourt Road
Hong Kong

Principal place of business in Hong Kong registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong):
Room 2704, 27/F
Tower 1 Admiralty Centre
18 Harcourt Road
Hong Kong

Web-site address (if applicable): **www.astrum-capital.com/raffaello-astrum/**

Share registrar: **Principal share registrar and transfer office in the Cayman Islands:**
Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

Auditors: **HLB Hodgson Impey Cheng Limited**
31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

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B. Business activities

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

The Group is a financial services provider in Hong Kong engaging in the provision of (i) brokerage services; (ii) placing and underwriting services; (iii) corporate finance advisory services; (iv) financing services including securities and IPO financing; and (v) asset management services.

C. Ordinary shares

Number of ordinary shares in issue: 1,193,000,000

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

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).

(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).

<u>Date of grant</u>	<u>Exercise price</u>	<u>Validity period</u>	<u>Number of share options outstanding</u>
4 January 2021	HK\$0.096	4 January 2021 till 3 January 2026	72,000,000

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.

Submitted by: Pan Chik (潘稷)
(Name)

Title: Director
(Director, secretary or other duly authorised officer)

NOTE

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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.