

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **China Vanguard Group Limited**
眾彩科技股份有限公司*

Stock code (ordinary shares) : **8156**

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. 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 1 September 2010.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 12th November 2002

Name of Sponsor(s) : N/A

* For identification purpose only

Names of directors : *Executive Directors:*
 (please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)
 Madam Cheung Kwai Lan
 Mr Chan Tung Mei
 Mr Chan Ting
 Ms Chan Siu Sarah
 Mr Lau Hin Kun

Independent non-executive Directors:
 Mr Tian He Nian
 Mr Zhang Xiu Fu
 Mr To Yan Ming Edmond

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	% shareholding
	Best Frontier Investments Limited (Note 1)	1,939,457,322	60.38%
	Madam Cheung Kwai Lan (Note 2)	1,954,007,322	60.84%
	Mr Chan Tung Mei (Note 2)	1,954,007,322	60.84%

Note 1: 1,939,457,322 Shares are owned by Best Frontier Investments Limited which is owned as to 99.89% and 0.11% by Madam Cheung Kwai Lan and Mr Chan Tung Mei respectively. Madam Cheung Kwai Lan is the wife of Mr Chan Tung Mei and so both of them are deemed to be interested in the shares.

Note 2: Madam Cheung Kwai Lan directly holds 2,070,000 Shares, and 6,240,000 Share Options of the Company. Mr Chan Tung Mei directly holds 6,240,000 Shares Options of the Company. Madam Cheung Kwai Lan and Mr Chan Tung Mei are spouse to each other. Accordingly, Madam Cheung Kwai Lan and Mr Chan Tung Mei are deemed to be interested in the shares held by each other under the Securities and Futures Ordinance in addition to the shares mentioned in Note 1.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Aptus Holdings Limited

Financial year end date : 30th June

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

Head office and principal place of business : Room 2201, 22/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Web-site address (if applicable) : www.cvg.com.hk

Share registrars : *Cayman Islands principal share registrar and transfer office:*
HSBC Trustee (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman
Cayman Islands
KY1-1106

Hong Kong branch share registrar and transfer office:
Tricor Standard Limited
26/F, Tesbury Centre
28 Queen's Road East
Hong Kong

Auditors : W.H. Tang & Partners CPA Limited
Level 7, Parkview Centre
7 Lau Li Street, Causeway Bay
Hong Kong

B. Business activities

The Group is principally engaged in (1) development and operation of technology platforms for intellectual property protection, collection of copyright (royalty/license) fees on behalf of IP owners and the provision of value-added service in the entertainment sector in the PRC via our jointly controlled entity China Culture Development Digital Technology Co., Ltd; (2) lottery-related businesses in the PRC via our subsidiary Shenzhen Bozone IT Co., Ltd; (3) distribution of natural supplementary products and food related and other operations via our non-listed subsidiaries, and (4) trading business via Aptus Holdings Limited.

C. Ordinary shares

Number of ordinary shares in issue	:	3,211,893,839 shares
Par value of ordinary shares in issue	:	HK\$0.01 per share
Board lot size (in number of shares)	:	5,000 shares per board lot
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	:	26 August 2011
Exercise price	:	HK\$0.168 per warrant
Conversion ratio (<i>Not applicable if the warrant is denominated in dollar value of conversion right</i>)	:	1.0
No. of warrants outstanding	:	40,000,000
No. of shares falling to be issued upon the exercise of outstanding warrants	:	40,000,000

E. Other securities

- Share options : Pursuant to the share option scheme adopted by the Company on 18th October 2002, the total number of options outstanding are 83,050,000.
- Convertible Notes : Convertible Notes in the sums of US\$1,850,000 and US\$2,114,000 (after partial redemption) respectively issued to Tarascon Asia Absolute Fund (Cayman) Limited and Evolution Master Fund Ltd. SPC, Segregated Portfolio M, terms of which were disclosed in the latest announcement of the Company dated 14 August 2010. The number of shares to be issued on conversion on the Maturity Date (i.e. 30 November 2012) are 27,542,727 and 31,473,148 respectively subject to currency conversion in accordance with the terms of the Convertible Notes at a strike price of HK\$0.80 per Exchange Share.

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 Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liabilities incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Cheung Kwai Lan

Chan Tung Mei

Tian He Nian
By his lawful attorney
Cheung Kwai Lan

Zhang Xiu Fu
By his lawful attorney
Cheung Kwai Lan

Chan Ting

Chan Siu Sarah

Lau Hin Kun

To Yan Ming, Edmond