

## Appendix 5

### 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: Tradeeasy Holdings Limited**

**Stock code (ordinary shares): 8163**

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 29<sup>th</sup> November, 2004.

#### A. General

Place of incorporation	:	The Cayman Islands
Date of initial listing on GEM	:	7 <sup>th</sup> March, 2002
Name of Sponsor	:	N/A
Names of directors (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)	:	<u>Executive Directors:</u> - Mr. Yu Lup Fat, Joseph Mr. Yip Kwok Cheung Mr. Wong Kai Yin, Paul Mr. To Man Yau, Alex  <u>Independent Non-Executive Directors:</u> - Mr. Lau Chi Yiu Mr. Wu Yao Hua, Terence Mr. Lau Ho Man

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 :

<u>Name of substantial shareholder</u>	<u>Approximate percentage (Number) of shares</u>
Manistar Enterprises Limited	22.18% (93,364,070 shares)
CCT Telecom Holdings Limited ( <i>Note</i> )	22.18% (93,364,070 shares)
Lee Dao Bon, Barton	6.25% (26,314,938 shares)

*Note:* The interests disclosed comprises 93,364,070 shares beneficially owned by Manistar Enterprises Limited, which is a wholly-owned subsidiary of CCT Telecom Holdings 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<sup>st</sup> March

Registered address : Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

Head office and principal  
Place of business : Units 2 - 5, 19/F.,  
BEA Tower,  
Millennium Tower 5,  
418 Kwun Tong Road,  
Kwun Tong,  
Kowloon, Hong Kong.

Web-site address (if applicable) : [www.tradeeasy.com](http://www.tradeeasy.com)

Share registrar : Tengis Limited

Auditors : Ernst & Young

## **B. Business activities**

The Company (together with its subsidiaries (the “Group”)) is a trade enabler based in Hong Kong. The Group aims to provide on-line and off-line one-stop integrated marketing solutions and management automation services to assist small and medium-sized enterprises to generate and transform trade leads into transactions in a cost-effective, timely and efficient manner. While there are a range of products and services available in the market servicing the different aspects of the trade process, the Group provides a proprietary end-to-end package for small and medium-sized enterprises to navigate and facilitate the trade process using a combination of on-line and off-line services and products.

### **C. Ordinary shares**

Number of ordinary shares in issue	:	421,000,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	4,000
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**

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).*

## Share Option Scheme

The Company operates a Share Option Scheme effective on 7 March 2002 and shall be valid and effective for a period of ten years from that date, subject to earlier termination by the Company in a general meeting or by the board of directors. On 22 April 2003, the Company under the Share Option Scheme granted certain participants, other than the Company's directors and chief executives, a total number of 32,000,000 share options to subscribe for shares of HK\$0.01 each in the capital of the Company, exercisable at any time from 23 June 2003 to 22 June 2008 at an exercisable price of \$0.037 per share. Further on 6 October 2004, the Company under granted a participant a total number of 4,000,000 share options to subscribe for shares of HK\$0.01 each in the capital of the Company, exercisable at any time from 4 November 2004 to 3 November 2009 at an exercisable price of \$0.03 per share. All of the options remain outstanding as at this date of this form.

### **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 liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Mr. Yu Lup Fat, Joseph

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Mr. Yip Kwok Cheung

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Mr. Wong Kai Yin, Paul

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Mr. To Man Yau, Alex

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Mr. Lau Ho Man

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Mr. Wu Yao Hua, Terence

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Mr. Lau Chi Yiu

## 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.