

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 27th April, 2004

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 7th March, 2002

Name of Sponsor : N/A

Names of directors : Executive Directors: -
(please distinguish the status of the directors -
Executive, Non-Executive or Independent
Non-Executive) Mr. Yu Lup Fat, Joseph
Mr. Yip Kwok Cheung
Mr. Wong Kai Yin, Paul
Mr. To Man Yau, Alex

Non-Executive Director: -
Mr. Lau Ho Man
Independent Non-Executive
Directors: -
Mr. Lau Chi Yiu
Mr. Wu Yao Hua, Terence

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)

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 : 31st 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 1 – 6, 8/F.,
Standard Chartered Tower,
388 Kwun Tong Road,
Kwun Tong,
Kowloon, Hong Kong.

Web-site address (if applicable) : 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. 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

Mr. Yip Kwok Cheung

Mr. Wong Kai Yin, Paul

Mr. To Man Yau, Alex

Mr. Lau Ho Man

Mr. Wu Yao Hua, Terence

Mr. Lau Chi Yiu