

## 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 28<sup>th</sup> March, 2007.

#### 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. Mak Shiu Tong, Clement Mr. Tam Ngai Hung, Terry Ms. Cheng Yuk Ching, Flora Mr. Yip Kwok Cheung, Danny Dr. William Donald Putt  <u>Independent Non-Executive Directors:</u> - Mr. Lam Kin Kau, Mark Mr. Fung Hoi Wing, Henry Mr. Lau Ho Wai, Lucas
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	66.19% (643,364,070 shares)
CCT Telecom Holdings Limited ( <i>Note</i> )	66.19% (643,364,070 shares)

*Note:* The interests disclosed represents 643,364,070 shares held 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 : Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands  
British West Indies

Head office and principal place of business : Units 2, 3 & 5, 19/F.,  
BEA Tower,  
Millennium City 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 mainly located in Hong Kong and the People’s Republic of China to generate and transform trade leads into transactions in a cost-effective, timely and efficient manner. While there is 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	:	972,000,000
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 19 December 2005, an extraordinary general meeting was held by the Company and the Company obtained shareholders' approval to further grant 7,485,000 options beyond the limit under the Share Option Scheme.

On 27 July 2006, an extraordinary general meeting was held by the Company and the Company obtained shareholders' approval for grant of 117,850,000 options beyond the Scheme Mandate Limit under the Share Option Scheme and maximum entitlement of individual participants and grant of options to the directors of the Company.

Details of the outstanding share options granted to the directors of the Company on 14 August 2006 are as follows:

<b>Name of Director</b>	<b>Exercise price of share options</b> <i>HK\$</i>	<b>Exercisable period</b>	<b>No. of share options</b>
Mak Shiu Tong, Clement	0.038	14 Aug 2006 to 13 Aug 2011	45,000,000
Tam Ngai Hung, Terry	0.038	14 Aug 2006 to 13 Aug 2011	28,000,000
Cheng Yuk Ching, Flora	0.038	14 Aug 2006 to 13 Aug 2011	5,000,000
Yip Kwok Cheung, Danny	0.038	14 Aug 2006 to 13 Aug 2011	9,500,000
William Donald Putt	0.038	14 Aug 2006 to 13 Aug 2011	5,000,000
Lam Kin Kau, Mark	0.038	14 Aug 2006 to 13 Aug 2011	950,000
Fung Hoi Wing, Henry	0.038	14 Aug 2006 to 13 Aug 2011	950,000
Lau Ho Wai, Lucas	0.038	14 Aug 2006 to 13 Aug 2011	950,000
			95,350,000

Details of the outstanding share options granted to the participants, other than the Company's directors are as follows:

<b>Date of grant</b>	<b>Exercise price of share options</b> <i>HK\$</i>	<b>Exercisable period</b>	<b>No. of share options</b>
22 Apr 2003	0.037	23 Jun 2003 to 22 Jun 2008	31,000,000
6 Oct 2004	0.030	4 Nov 2004 to 3 Nov 2009	4,000,000
27 Sep 2005	0.043	26 Oct 2005 to 25 Oct 2010	6,100,000
20 Dec 2005	0.043	18 Jan 2006 to 19 Feb 2012	3,646,000
20 Dec 2005	0.043	18 Jan 2007 to 19 Feb 2012	1,981,000
14 Aug 2006	0.038	14 Aug 2006 to 13 Aug 2011	22,500,000
			69,227,000

## **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:

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Mr. Mak Shiu Tong, Clement

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Mr. Tam Ngai Hung, Terry

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Mr. Yip Kwok Cheung, Danny

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Ms. Cheng Yuk Ching, Flora

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Dr. William Donald Putt

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Mr. Lam Kin Kau, Mark

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Mr. Fung Hoi Wing, Henry

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Mr. Lau Ho Wai, Lucas