

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: CCT Resources 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 18 November 2008.

A. General

Place of incorporation	:	The Cayman Islands
Date of initial listing on GEM	:	7 th 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. Ma Hang Kon, Louis Mr. Tam Ngai Hung, Terry Mr. Chan Hoi Tung, Tony Ms. Cheng Yuk Ching, Flora 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	61.71% (1,243,364,070 shares)
CCT Telecom Holdings Limited (<i>Note 1</i>)	61.71% (1,243,364,070 shares)
Mak Shiu Tong, Clement (<i>Note 2</i>)	62.67% (1,262,708,070 shares)

Notes:

1. The shares are held by Manistar Enterprises Limited, which is wholly-owned by CCT Telecom Holdings Limited.
2. Included in the shareholdings in which Mr. Mak Shiu Tong, Clement are interested, 1,243,364,070 shares are held by Manistar Enterprises Limited and Mr. Mak Shiu Tong, Clement is deemed to be interested in such shares under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of CCT Telecom Holdings Limited. The remaining 19,344,000 shares in the Company are beneficially owned by Mr. Mak Shiu Tong, Clement.

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 : Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

Head office and principal
place of business : 1701
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Web-site address (if applicable) : www.cct-resources.com

Share registrar : Tricor Tengis Limited

Auditors : Ernst & Young

B. Business activities

The Company (together with its subsidiaries (the “Group”)) is currently engaging in the businesses of (i) the timber business and the upstream and downstream forestry business; and (ii) the trading business.

C. Ordinary shares

Number of ordinary shares in issue	:	2,014,749,000
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.

As at 18 November 2008, details of the outstanding share options granted to the directors of the Company are as follows:

Name of Director	Exercise price of share options HK\$	Exercisable period	No. of share options
Mak Shiu Tong, Clement	0.038	14 Aug 2006 to 13 Aug 2011	22,500,000
Ma Hang Kon, Louis	0.195	6 Apr 2009 to 13 Aug 2011	5,000,000
	0.195	6 Oct 2009 to 13 Aug 2011	<u>5,000,000</u>
			10,000,000
Tam Ngai Hung, Terry	0.038	14 Aug 2006 to 13 Aug 2011	18,000,000
Chan Hoi Tung, Tony	0.116	14 May 2009 to 13 Aug 2011	4,000,000
	0.116	14 Nov 2009 to 13 Aug 2011	<u>4,000,000</u>
			8,000,000
Cheng Yuk Ching, Flora	0.038	14 Aug 2006 to 13 Aug 2011	5,000,000
William Donald Putt	0.038	14 Aug 2006 to 13 Aug 2011	<u>5,000,000</u>
			<u>68,500,000</u>

Convertible Bonds

(1) MCL Convertible Bonds

In connection with the acquisition of forestry project in Indonesia, on 4 October 2007, the Company entered into an agreement (the "Initial S&P Agreement") with Merdeka Commodities Limited ("MCL") and Merdeka Timber Group Ltd. ("MTG") in relation to the acquisition by the Company of shares in MTG from MCL and the subscription of new shares in MTG. The Initial S&P Agreement was subsequently amended and revised by the supplemental agreements dated 17 October 2007, 28 February 2008 and 20 March 2008 (the Initial S&P Agreement and the subsequent supplemental agreements hereinafter

collectively referred to as the “Entire S&P Agreement”). Pursuant to the Entire S&P Agreement, the Company has agreed to issue to MCL and/or its designated nominee(s) the zero coupon convertible bonds in the aggregate principal amount of HK\$776,880,000 (the “MCL Convertible Bonds”). Details of the Entire S&P Agreement and the MCL Convertible Bonds have been set out in the Company’s circular dated 30 May 2008.

On 18 June 2008, an extraordinary general meeting was held by the Company and the Company obtained approval from its independent shareholders, among other things, the entering by the Company of the Entire S&P Agreement, the issue of the MCL Convertible Bonds and the allotment and issue of conversion shares of the Company upon the exercise of the conversion rights under the MCL Convertible Bonds subject to the conversion restrictions and the conversion lock-up provisions as set out in the principal terms of the MCL Convertible Bonds and in accordance with the terms of the Entire S&P Agreement.

Following the completion of the Entire S&P Agreement on 12 August 2008, the MCL Convertible Bonds were issued by the Company to MCL on the same date. The MCL Convertible Bonds, due on 12 August 2011, are interest-free and convertible into the shares of the Company at the conversion price of HK\$0.10 per share (subject to adjustment pursuant to the terms of the MCL Convertible Bonds).

As at 18 November 2008, based on the outstanding principal amount of HK\$756,880,000 and the conversion price of HK\$0.10 per share, the maximum number of conversion shares of the Company which may be issued upon full conversion of the MCL Convertible Bonds is 7,568,800,000 shares of the Company.

(2) Manistar Convertible Bonds

On 4 October 2007, the Company also entered into a subscription agreement (the “Manistar Initial Subscription Agreement”) with Manistar Enterprises Limited (“Manistar”), the holding company of the Company and a wholly-owned subsidiary of CCT Telecom Holdings Limited, in relation to the subscription of the zero coupon convertible bonds in the aggregate principal amount of HK\$226,200,000 by Manistar (the “Manistar Convertible Bonds”) and the issue of the Manistar Convertible Bonds by the Company to Manistar and/or its designated nominees. The Manistar Initial Subscription Agreement was subsequently amended and revised by the supplemental agreements dated 17 October 2007, 28 February 2008 and 20 March 2008 (the Manistar Initial Subscription Agreement together with the subsequent supplemental agreements hereinafter collectively referred to as the “Entire Manistar Agreement”). Under the third supplemental agreement dated 20 March 2008, the aggregate principal amount of the Manistar Convertible Bonds was amended from HK\$226,200,000 to HK\$138,840,000. Details of the Entire Manistar Agreement and the Manistar Convertible Bonds have been set out in the Company’s circular dated 30 May 2008.

On 18 June 2008, an extraordinary general meeting was held by the Company and the Company obtained approval from its independent shareholders, among other things, the entering by the Company of the Entire Manistar Agreement, the issue of the Manistar Convertible Bonds and the allotment and issue of conversion shares of the Company upon the exercise of the conversion rights under the Manistar Convertible Bonds subject to the conversion restriction as set out in the principal terms of the Manistar Convertible Bonds and in accordance with the terms of the Entire Manistar Agreement.

Following the completion of the Entire Manistar Agreement on 12 August 2008, the Manistar Convertible Bonds were issued by the Company to Manistar on the same date.

The Manistar Convertible Bonds, due on 12 August 2011, are interest-free and convertible into the shares of the Company at the conversion price of HK\$0.10 per share (subject to adjustment pursuant to the terms of the Manistar Convertible Bonds).

As at 18 November 2008, based on the outstanding principal amount of HK\$78,840,000 and the conversion price of HK\$0.10 per share, the maximum number of the conversion shares of the Company which may be issued upon full conversion of the Manistar Convertible Bonds is 788,400,000 shares of the Company.

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:

Mr. Mak Shiu Tong, Clement

Mr. Ma Hang Kon, Louis

Mr. Tam Ngai Hung, Terry

Mr. Chan Hoi Tung, Tony

Ms. Cheng Yuk Ching, Flora

Dr. William Donald Putt

Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas