

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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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 10 December 2009.

A. General

Place of incorporation	:	The Cayman Islands
Date of initial listing on GEM	:	7 th March, 2002
Name of Sponsor(s)	:	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 Mr. Ma Hang Kon, Louis 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 shareholders</u>	<u>Approximate percentage (Number) of shares</u>
Merdeka Commodities Limited (“MCL”)	16.59% (800,000,000 shares)
Merdeka Finance Group Limited (<i>Note 1</i>)	16.59% (800,000,000 shares)
Lai Wing Hung (<i>Notes 1 and 2</i>)	18.14% (875,000,000 shares)
Manistar Enterprises Limited	42.13% (2,031,764,070 shares)
CCT Telecom Securities Group Limited (<i>Note 3</i>)	42.13% (2,031,764,070 shares)
CCT Telecom Holdings Limited (<i>Note 3</i>)	42.13% (2,031,764,070 shares)
Mak Shiu Tong, Clement (<i>Note 4</i>)	42.53% (2,051,108,070 shares)

Notes:

1. The 800,000,000 shares of the Company are held by MCL, a subsidiary of Merdeka Finance Group Limited which is deemed to be interested in such shares of the Company under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) as it is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through its shareholdings of 70% of the total issued share capital in MCL.
2. Of the shareholdings in which Mr. Lai Wing Hung is interested, 800,000,000 shares of the Company are held by MCL. Mr. Lai Wing Hung is deemed to be interested in such shares of the Company under the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of MCL through his 15% personal shareholdings in MCL and through his 100% shareholdings in Merdeka Finance Group Limited, which in turn holds 70% shareholdings in MCL. The remaining 75,000,000 shares of the Company are beneficially owned by Mr. Lai Wing Hung personally.
3. The shares of the Company are held by Manistar Enterprises Limited, which is wholly-owned by CCT Telecom Securities Group Limited which in turn is a wholly-owned subsidiary of CCT Telecom Holdings Limited.
4. Of the shareholdings in which Mr. Mak Shiu Tong, Clement is interested, 2,031,764,070 shares of the Company are beneficially held by Manistar Enterprises Limited. Mr. Mak Shiu Tong, Clement is deemed to be interested in such shares of the Company under the SFO 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 through his interest in the shareholdings of 45.11% of the total issued share capital in CCT Telecom Holdings Limited. The remaining 19,344,000 shares of the Company are beneficially owned by Mr. Mak Shiu Tong, Clement personally.

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 December

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 : 18/F., CCT Telecom Building
11 Wo Shing Street
Fotan, Shatin, New Territories
Hong Kong

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

Share registrar : *Principal share registrar and transfer office*
Butterfield Fulcrum Group
(Cayman) Limited
Butterfield House
68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands
British West Indies

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

Auditors : Ernst & Young

B. Business activities

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

C. Ordinary shares

Number of ordinary shares in issue	:	4,823,149,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	40,000
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.

As at 10 December 2009, details of the outstanding share options granted to the directors of the Company and other eligible participants under the share option scheme of the Company are as follows:

1. 50,500,000 share options with the exercise price of HK\$0.038 per share granted to the directors of the Company.
2. 10,000,000 share options with the exercise price of HK\$0.195 per share granted to a director of the Company.
3. 8,000,000 share options with the exercise price of HK\$0.116 per share granted to an eligible participant.
4. 200,000,000 share options with the exercise price of HK\$0.160 per share granted to the directors of the Company and other eligible participants.

Convertible Bonds

As at 10 December 2009, there is outstanding principal amount of HK\$554,880,000 of the zero coupon convertible bonds due 2011 with conversion price of HK\$0.10 per share which are convertible into a maximum of 5,548,800,000 shares of the Company upon full conversion of the convertible bonds.

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. Mak Shiu Tong, Clement

Mr. Tam Ngai Hung, Terry

Mr. Ma Hang Kon, Louis

Ms. Cheng Yuk Ching, Flora

Dr. William Donald Putt

Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas