

## Appendix 5

### FORMS RELATING TO LISTING

#### FORM F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim 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: Merdeka Resources Holdings Limited**  
**(formerly known as “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 1 December 2010.

#### *A. General*

Place of incorporation	:	The Cayman Islands
Date of initial listing on GEM	:	7 <sup>th</sup> 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. Ma Hang Kon, Louis Mr. Lai Wing Hung  <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”)	23.98% (1,277,680,000 shares)
Merdeka Finance Group Limited ( <i>Note 1</i> )	23.98% (1,277,680,000 shares)
Lai Wing Hung ( <i>Notes 1 and 2</i> )	25.39% (1,352,680,000 shares)
Manistar Enterprises Limited	24.99% (1,331,764,070 shares)
CCT Capital International Holdings Limited ( <i>Note 3</i> )	24.99% (1,331,764,070 shares)
CCT Telecom Holdings Limited ( <i>Note 3</i> )	24.99% (1,331,764,070 shares)
Mak Shiu Tong, Clement ( <i>Note 4</i> )	25.35% (1,351,108,070 shares)

*Notes:*

1. The 1,277,680,000 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, 1,277,680,000 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 30% 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 Capital International Holdings 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, 1,331,764,070 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 50.03% 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 : 31<sup>st</sup> 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 : Room 902, AXA Center  
151 Gloucester Road  
Wanchai  
Hong Kong

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

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	:	5,328,149,000
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 1 December 2010, 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. 8,000,000 share options with the exercise price of HK\$0.116 per share granted to an eligible participant.
3. 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 1 December 2010, there is outstanding principal amount of HK\$504,880,000 of the zero coupon convertible bonds due 2011 with conversion price of HK\$0.10 per share which are convertible into a maximum of 5,048,800,000 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 or deceptive 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:

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Mr. Ma Hang Kon, Louis

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Mr. Lai Wing Hung

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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