

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

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

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 25 June 2012.

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 7th 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)

Executive Directors: -
Mr. Ma Hang Kon, Louis

Independent Non-Executive Directors: -
Mr. Lam Kin Kau, Mark
Mr. Fung Hoi Wing, Henry
Mr. Lau Ho Wai, Lucas

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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”)	17.68% (1,277,680,000 shares)
Merdeka Finance Group Limited (Note 1)	17.68% (1,277,680,000 shares)
Ma Hang Kon, Louis (Notes 1 and 2)	17.81% (1,287,480,000 shares)
Manistar Enterprises Limited	18.42% (1,331,764,070 shares)
CCT Capital International Holdings Limited (Note 3)	18.42% (1,331,764,070 shares)
CCT Telecom Holdings Limited (Note 3)	18.42% (1,331,764,070 shares)
Mak Shiu Tong, Clement (Note 4)	18.42% (1,331,764,070 shares)

Notes:

- 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.
- Of the shareholding in which Mr. Ma Hang Kon, Louis is interested, 1,277,680,000 shares of the Company are held by MCL. Mr. Ma Hang Kon, Louis 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 9,800,000 shares of the Company are beneficially owned by Mr. Ma Hang Kon, Louis personally.
- 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.
- The interest disclosed represents 1,331,764,070 shares of the Company beneficially held by Manistar Enterprises Limited, an indirect wholly-owned subsidiary of CCT Telecom Holdings 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 controlling interest in the shareholding 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 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 1903A
The Sun's Group Center
200 Gloucester Road
Wanchai
Hong Kong

Web-site address (if applicable): www.merdeka.com.hk

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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: Crowe Horwath (HK) CPA Limited

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

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: 7,228,649,000 shares

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 40,000 shares

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: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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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).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share Option Scheme

The Company operates a share option scheme adopted on 3 May 2012 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 the date hereof, 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. 83,500,000 share options with the exercise price of HK\$0.017 per share granted to the directors of the Company and other eligible participants.

Convertible Bonds

As at the date hereof, there is outstanding principal amount of HK\$319,880,000 of the zero coupon convertible bonds due 2011 and extended to 2014 with conversion price of HK\$0.10 per share which are convertible into a maximum of 3,198,800,000 shares of the Company upon full conversion of the convertible bonds.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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:

Mr. Ma Hang Kon, Louis

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Mr. Lam Kin Kau, Mark

Mr. Fung Hoi Wing, Henry

Mr. Lau Ho Wai, Lucas

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*