

## 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 23 June 2008.

#### 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<br>(Please distinguish the status of the directors -<br>Executive, Non-Executive or Independent<br>Non-Executive) | : | <u>Executive Directors:</u> -<br>Mr. Mak Shiu Tong, Clement<br>Mr. Tam Ngai Hung, Terry<br>Ms. Cheng Yuk Ching, Flora<br>Dr. William Donald Putt<br><br><u>Independent Non-Executive<br/>Directors:</u> -<br>Mr. Lam Kin Kau, Mark<br>Mr. Fung Hoi Wing, Henry<br>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                 | 52.96% (643,364,070 shares)                      |
| CCT Telecom Holdings Limited ( <i>Note</i> ) | 52.96% (643,364,070 shares)                      |

*Note:* The shares are held by Manistar Enterprises Limited, which is wholly owned by 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 : 20-21/F., Pan Asia Centre,  
No.137 Wai Yip Street,  
Kwun Tong,  
Kowloon, Hong Kong.

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

Share registrar : Tricor 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   | : | 1,214,749,000 |
| 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)<br>on which ordinary<br>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<br>(Not applicable if the warrant is denominated in<br>dollar value of conversion right) | : | N/A |
| No. of warrants<br>outstanding  | : | N/A |
| No. of shares falling<br>to be issued upon the<br>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 23 June 2008, details of the outstanding share options granted to the directors of the Company are as follows:

| <b>Name of Director</b> | <b>Exercise price of share options</b><br><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 | 22,500,000                  |
| Tam Ngai Hung, Terry    | 0.038   | 14 Aug 2006 to 13 Aug 2011 | 18,000,000                  |
| 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 | 5,000,000                   |
| Lam Kin Kau, Mark       | 0.038   | 14 Aug 2006 to 13 Aug 2011 | -                           |
| Fung Hoi Wing, Henry    | 0.038   | 14 Aug 2006 to 13 Aug 2011 | -                           |
| Lau Ho Wai, Lucas       | 0.038   | 14 Aug 2006 to 13 Aug 2011 | -                           |
|                         |   |                            | <u>50,500,000</u>           |

## **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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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