

## **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 : China Trends Holdings Limited**

**Stock code (ordinary shares): 8171**

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 9 July 2010

#### ***A. General***

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 31 July 2002

Name of Sponsor(s) : N/A

Names of directors

Executive Directors : Xiang Xin  
Yang Gaocai  
Wong Chak Keung  
Law Gerald Edwin

Non-Executive Directors : N/A

Independent Non-Executive Directors : Zhang Zhan Liang  
Lu Yuhe  
Kwok Chi Hung

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

<i>Substantial shareholders</i>	<i>Interests in issued shares of the Company</i>
Honour Sky International Limited	approximately 24.88%
Morgan Strategic Limited	approximately 18.63%

Name(s) of company(ies) listed on GEM : N/A  
or the Main Board of the Exchange  
within the same group as the Company

Financial year end date : 31 December

Registered address : Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY 1-1111  
Cayman Islands

Head office and principal place of business : 26/F, 9 Des Voeux Road West  
Sheung Wan,  
Hong Kong

Web-site address (if applicable) : www.8171.com.hk

Share Registrar

Principal share registrar and transfer office : HSBC Trustee (Cayman) Limited

Hong Kong branch share registrar and transfer office : Union Registrars Limited

Auditors : Ascenda Cachet CPA Limited

***B. Business activities***

The Group is principally engaged in sales and marketing of information technology equipment and solution. The Group is also engaged in research and development, sales and distribution of the Group's energy management contract business.

***C. Ordinary shares***

Number of ordinary shares in issue : 6,635,001,932

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 : 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 : N/A  
upon the exercise of outstanding warrants

#### ***E. Other securities***

##### Convertible Bond

Convertible bond (the “Convertible Bond”) in the principal amount of HK\$595,000,000 with no interest was issued on 30 December 2009 as part of the consideration in relation to the very substantial acquisition and connected transaction as disclosed in the circular of the Company on 26 May 2009. The Convertible Bond can be converted into shares of the Company at an initial conversion price of HK\$0.125 per share (subject to adjustment) during its conversion period of three years from 30 December 2009.

After as a result of the rights issue became unconditional on 6 July 2010, the conversion price of the Convertible Bond has been adjusted from HK\$0.125 per share to HK\$0.037 per share (subject to adjustments in accordance with the terms of the Convertible Bond). Convertible Bond in the principal amount of HK\$89,403,264 in aggregate was converted into 2,416,304,432 shares of the Company on 9 July 2010.

As at the date hereof, an aggregate principal amount of HK\$505,596,736 of the Convertible Bond remains outstanding.

## Share Options

Share options under the Share Option Scheme adopted by the Company on 6 July 2002

Date of granting	: 9 April 2008
No. of options outstanding	: 82,352,941
Subscription price	: HK\$0.0935 per share

As a result of the rights issue became unconditional on 6 July 2010, the exercise price for the share options granted on 9 April 2008 was adjusted from HK\$0.28 to HK\$0.0935 per share and the number of shares to be allotted and issued upon full exercise of the subscription rights attaching to the outstanding share options as at 6 July 2010 were also adjusted from 27,500,000 shares to 82,352,941 shares accordingly.

## **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 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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Xiang Xin

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Zhang Zhan Liang

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Yang Gaocai

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Lu Yuhe

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Wong Chak Keung

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Kwok Chi Hung

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Law Gerald Edwin

#### 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.*