

**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: 20130718-F08163-0015**

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 November 2013.....

**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. Cheung Wai Yin, Wilson (*Chairman & CEO*)  
Mr. Lau Chi Yan, Pierre (*Managing Director*)

Non-Executive Directors: -  
Mr. Wong Chi Man

Independent Non-Executive Directors: -  
Ms. Yeung Mo Sheung, Ann  
Mr. Ng Kay Kwok  
Mr. Yip Kat Kong, Kenneth

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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>
Ivana Investments limited (“Ivana”)(note 1)	15.40% (52,500,000 shares)
Cheung Wai Yin, Wilson (note 1)	15.40% (52,500,000 shares)
CLC Finance Limited (“CLC”)(note 1 and 2)	11.00% (37,500,000 shares)
CL Group (Holdings) Limited (“CLGH”) (note 2 and 3)	11.00% (37,500,000 shares)
Au Suet Ming, Clarea (note 3)	11.00% (37,500,000 shares)

notes:

1. Mr. Cheung Wai Yin, Wilson 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 meeting of Ivana. Ivana has financial arrangement with CLC in which CLC has security interest over these shares.
2. CLC is wholly-owned by CLGH, which is thus interested in the respective shares.
3. Ms. Au Suet Ming, Clarea is deemed to be interested in such shares of the Company under the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at general meeting of CLGH.

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 1502  
Chinachem Century Tower  
178 Gloucester Road  
Wanchai  
Hong Kong

Web-site address (if applicable):

[www.merdeka.com.hk](http://www.merdeka.com.hk)

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Share registrar: *Principal share registrar and transfer office:*  
 Royal Bank of Canada Trust Company (Cayman) Limited  
 4<sup>th</sup> Floor, Royal Bank House  
 24 Shedden Road  
 PO Box 1586  
 Grand Cayman KY1-1110  
 Cayman Islands

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

Auditors: Elite Partners 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; (ii) the trading business; and (iii) distributorship of information technology products with technical support services.

**C. Ordinary shares**

Number of ordinary shares in issue: 340,850,215 shares

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

Board lot size (in number of shares): 10,000 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. 1,569,615 share options with the exercise price of HK\$0.86 per share granted to the directors of the Company and other eligible participants.
2. 128,333 share options with the exercise price of HK\$0.51 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\$197,880,000 of the zero coupon convertible bonds due 2011 and extended to 2014 with conversion price of HK\$4.00 per share which are convertible into a maximum of 49,470,000 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:

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Mr. Cheung Wai Yin, Wilson

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Mr. Lau Chi Yan, Pierre

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Mr. Wong Chi Man

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Mr. Ng Kay Kwok

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Mr. Yip Kat Kong, Kenneth

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Ms. Yeung Mo Sheung, Ann

**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.*