

**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 Metal Resources Holdings Limited

**Stock code (ordinary shares):** 8071

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 27 November 2009

**A. General**

**Place of incorporation:** Cayman Islands

**Date of initial listing on GEM:** 2 March 2001

**Name of Sponsor(s):** Nil

**Names of directors:**  
*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*

*Executive Directors*  
 Mr. Leung Ngai Man  
 Mr. Ng Kwok Chu, Winfield  
 Ms. Wu Wei Hua

*Independent Non-executive Directors*  
 Dr. Leung Wai Cheung  
 Mr. Gao Shikui  
 Mr. Cai Wei Lun

<b>Name(s) of substantial shareholder(s):</b> (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>Shareholders</i>	<i>No. of Shares</i>	<i>Percentage of issued share capital</i>
	Mr. Leung Ngai Man	844,654,400	24.09%

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

Nil

Financial year end date:

31 December

Registered address:

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business: Unit 1006, 10<sup>th</sup> Floor  
Lippo Centre  
89 Queensway  
Hong Kong

Web-site address (if applicable):

www.cmr8071.com

Share registrar:

Principal Share Registrar  
Butterfield Fund Services (Cayman) Limited  
Butterfield House  
Fort Street, P.O. Box 705  
George Town, Grand Cayman  
Cayman Islands

Hong Kong Branch Share Registrar  
Tricor Tengis Limited  
26<sup>th</sup> Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

Auditors:

Grant Thornton

## **B. Business activities**

*The Group is principally engaged in staff secondment and system integration, trading of hardware and software, exploration, mining and refining mineral resources businesses.*

## **C. Ordinary shares**

Number of ordinary shares in issue: 3,506,430,247

Par value of ordinary shares in issue: HK\$0.001

Board lot size (in number of shares): 15,000

Name of other stock exchange(s) on which ordinary shares are also listed: Nil

## **D. Warrants (Unlisted)**

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**

##### *Convertible Bonds*

The Company issued the convertible bonds in the principal amount of HK\$1,545,740,000 on 26 August 2008 ( "Convertible Bonds" ). The details of the Convertible Bonds are contained in the circular of the Company dated 13 May 2008. As at the date of this form, HK\$95,540,000 of the Convertible Bonds remains outstanding.

##### *Share Options*

Date of grant	: 09.07.2007	22.08.2007	10.07.2008
Number of share options granted and outstanding	: 48,000,000*	41,000,000*	71,250,000*
Exercise price	: HK\$0.285*	HK\$0.406*	HK\$0.2656*
Expiry date	: 29.06.2017	29.06.2017	29.06.2017

\* The number of share options granted and outstanding and the exercise price had been adjusted as a result of the share consolidation effective on 21 October 2008.

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 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:

(Sd.) \_\_\_\_\_  
Leung Ngai Man

(Sd.) \_\_\_\_\_  
Leung Wai Cheung

(Sd.) \_\_\_\_\_  
Ng Kwok Chu, Winfield

(Sd.) \_\_\_\_\_  
Gao Shikui

(Sd.) \_\_\_\_\_  
Wu Wei Hua

(Sd.) \_\_\_\_\_  
Cai Wei Lun

#### **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.*