

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 21 December 2010.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 2 March 2001

Name of Sponsor(s): Nil

Names of directors:

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

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

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	Shareholder	Interest in shares	Interest in underlying shares	Total interest in shares	% of shareholding
	Mr. Leung Ngai Man	2,540,684,400 (Note 1)	795,416,666 (Note 2)	3,336,101,066	36.83%

Notes:

1. Out of 2,540,684,400 shares, 1,474,400 shares were held by Speedy Well Investments Limited, a company wholly and beneficially owned by Mr. Leung Ngai Man.
2. Mr. Leung Ngai Man is deemed to be interested in 795,416,666 shares through its interest in the convertible bonds in the principal amount of HK\$190,900,000 issued by the Company.

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

Nil
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, 10th Floor
Tower One 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
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Auditors:

HLB Hodgson Impey Cheng

B. Business activities

The Group is principally engaged in sales of computer hardware and software; exploration of mining resources business in the People's Republic of China ("PRC"); development and provision of operation software system sector of the PRC welfare lottery market.

C. Ordinary shares

Number of ordinary shares in issue: 9,059,175,247

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

Share Options

Date of grant	:	09.07.2007	22.08.2007	10.07.2008	10.12.2009
Number of share options granted and outstanding	:	48,000,000*	41,000,000*	60,000,000*	13,000,000
Exercise price	:	HK\$0.2850*	HK\$0.4060*	HK\$0.2656*	HK\$0.1176
Expiry date	:	29.06.2017	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.

Convertible Bonds

An interest free convertible bonds in the principal amount of HK\$797.5 million ("Convertible Bonds") was issued on 27 August 2010 as part of the consideration in relation to the very substantial acquisition and connected transaction as disclosed in the Company's circular dated 30 July 2010. The Convertible Bonds can be converted into shares of the Company at an initial conversion price of HK\$0.24 per share, subject to adjustment, during its conversion period for a period of five years from 27 August 2010. As at the date hereof, HK\$190.9 million of the Convertible Bonds remain outstanding.

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 ("Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("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.)

Cai Wei Lun

(Sd.)

Wu Wei Hua

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.*