

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : *Mobile Telecom Network (Holdings) Limited*

Stock code (ordinary shares) : *8266*.....

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 of22 June 2011.....

A. General

Place of incorporation : *Cayman Islands*

Date of initial listing on GEM : 9 May 2003

Name of Sponsor(s) : N/A

Names of directors : **Executive Directors**

Dr. Chan Chung
Mr. Chan Wai Kwong, Peter
Mr. Siu King Nin, Peter
Mr. Choi Ho Yan
Mr. So Haw, Herman

Independent Non-executive Directors

Mr. Chiu Wai Piu
Mr. Cheung Kwan Hung, Anthony
Mr. Heung Chee Hang, Eric

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	Name	Number of Shares	Approximate percentage of the entire issued share capital
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<i>China Oil Resources Group Limited (Note)</i>	<i>355,571,722</i>	<i>30.21</i>
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*Note: -
China Oil Resources Group Limited, a company
incorporated in the British Virgin Islands with
limited liability, is an investment holding company
which is directly wholly owned by PetroAsian
Energy Holdings Limited, a company
incorporated in the Cayman Islands with limited
liability and whose shares are listed on the Main
Board of the Exchange (Stock code: 850).*

<i>Vodatel Information Limited (Note)</i>	<i>155,419,392</i>	<i>13.20</i>
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*Notes: -
Vodatel Information Limited is a direct and
wholly owned subsidiary of VDT Mobile Holdings
Limited which is a direct and wholly owned
subsidiary of Vodatel Holdings Limited, a direct
and wholly owned subsidiary of Vodatel Networks
Holdings Limited ("Vodatel"). Vodatel is a
company incorporated in Bermuda whose shares
are listed on GEM (Stock code: 8033).*

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 March*

Registered address : *Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands*

- Head office and principal place of business in Hong Kong : *Room 2516, 25th Floor
North Tower, Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui
Kowloon
Hong Kong*
- Web-site address (if applicable) : *http:// www.mtelnet.com*
- Share registrar : ***Principal share registrar and transfer office:***

*Bank of Butterfield International (Cayman) Ltd.
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands
British West Indies*
- : ***Hong Kong branch share registrar and transfer office:***

*Computershare Hong Kong Investor Services Limited
Rooms 1806-1807, Hopewell Centre
183 Queen's Road East
Hong Kong*
- Auditors : *Ting Ho Kwan & Chan
Certified Public Accountants
9th Floor, Tung Ning Building
249-253 Des Voeux Road Central
Hong Kong*

B. Business activities

The Group is a mobile data solutions provider engaged in the development and provision of mobile data solutions that enable mobile telecommunication operators, hardware manufacturer, information technology-related companies including software/applications developers and enterprises, such as financial institutions and media companies, to deliver data to users of various types of wireless terminals including pocket personal computers, mobile phones and personal digital assistants. The Group provides wireless data platforms and wireless solutions which are capable of leveraging existing and future telecommunication networks to deliver data via various types of wireless terminals. The Group's mobile data solutions facilitate its customers to overcome the existing technology hurdles and enable them to expand their business into the mobile data market to provide advanced telecommunication services over the wired and wireless networks.

C. Ordinary shares

Number of ordinary shares in issue	: 1,177,134,856 Shares
Par value of ordinary shares in issue	: US\$0.01 each Share
Board lot size (in number of shares)	: 16,000
Name of other stock exchange(s) on which ordinary shares are also listed	: N/A

D. Warrants

Stock code	: N/A (unlisted warrants)
Board lot size	: N/A
Expiry date	: 2 June 2014
Exercise price	: HK\$0.198 per Warrant
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	: N/A
No. of warrants outstanding	: 100,000,000
No. of shares falling to be issued upon the exercise of outstanding warrants	: 100,000,000

100,000,000 Warrants at the exercise price of HK\$0.222 per Warrant were outstanding.

As a result of completion of the Open Offer, details of which are set out in the prospectus of the Company dated 25 May 2011, the exercise price of the Warrants has been adjusted from HK\$0.222 per Warrant to HK\$0.198 per Warrant, with effect from 20 June 2011.

E. Other securities

Convertible Bonds

136,363,636 Convertible Bonds at the conversion price of HK\$0.242 per conversion Share were outstanding, entitling the holders to subscribe for 136,363,636 new Shares.

As a result of completion of the Open Offer, details of which are set out in the prospectus of the Company dated 25 May 2011, the conversion price of the Convertible Bonds has been adjusted from HK\$0.242 per conversion Share to HK\$0.216 per conversion Share, with effect from 20 June 2011.

Pre-IPO Share Option Scheme

Share options to subscribe for 300,000, 10,000 and 20,000 Shares at the respective exercise price of HK\$0.114, HK\$0.090 and HK\$0.191 per Share remain exercisable.

As a result of completion of the Open Offer, details of which are set out in the prospectus of the Company dated 25 May 2011, the number of outstanding Share Options has been adjusted from 300,000, 10,000 and 20,000 to 376,952, 12,565 and 25,130 respectively and the respective exercise price of the Share Options has also been adjusted from HK\$0.114, HK\$0.090 and HK\$0.191 to HK\$0.091, HK\$0.078 and HK\$0.152 respectively, with effect from 20 June 2011.

Share Option Scheme

Share options to subscribe for 250,000 Shares at the exercise price of HK\$0.134 per Share remain exercisable.

As a result of completion of the Open Offer, details of which are set out in the prospectus of the Company dated 25 May 2011, the number of outstanding Share Options has been adjusted from 250,000 to 314,126 and the exercise price has been adjusted from HK\$0.134 to HK\$0.107 per Share, with effect from 20 June 2011.

Other Options

Options to subscribe for 3,000,000 Shares at the exercise price of HK\$0.078 per Share remain exercisable.

The number and the exercise price of the Options were not subject to adjustment as a result of the completion of the Open Offer.

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:

Dr. Chan Chung

Mr. Chan Wai Kwong, Peter

Mr. Siu King Nin, Peter

Mr. Choi Ho Yan

Mr. So Haw, Herman

Mr. Chiu Wai Piu

Mr. Cheung Kwan Hung, Anthony

Mr. Heung Chee Hang, Eric