

# 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 of 7 December 2012

#### **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>	355,571,722	25.93
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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 a direct and wholly owned subsidiary of  
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>	155,419,392	11.33
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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 : Suite 1006, 10<sup>th</sup> Floor  
Ocean Centre, Harbour City  
Tsim Sha Tsui  
Kowloon  
Hong Kong
- Web-site address (if applicable) : [http:// www.mtelnet.com](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*  
*17M, Hopewell Centre*  
*183 Queen's Road East*  
*Hong Kong*
- Auditors : *RSM Nelson Wheeler*  
*Certified Public Accountants*  
*29th Floor, Caroline Centre*  
*Lee Gardens Two*  
*28 Yun Ping Road*  
*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. Also, the Group is engaged in trading of electronic parts and components in relation to display modules and touch panel modules, and provides professional solution with engineering services to meet individual customer needs.*

### **C. Ordinary shares**

Number of ordinary shares in issue	: 1,371,388,373 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\$0.150 per Warrant
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	: N/A
No. of warrants outstanding	: 148,000,000
No. of shares falling to be issued upon the exercise of outstanding warrants	: 148,000,000

### **E. Other securities**

#### Convertible Bonds

Convertible Bonds in the aggregate principal amount of HK\$33,000,000 with a conversion price of HK\$0.163 per conversion Share were outstanding, entitling the holders to subscribe for 202,453,987 new Shares. The Convertible Bonds do not bear any interest and will be due on 2 June 2014.

Convertible Bonds in the aggregate principal amount of HK\$23,400,000 with a conversion price of HK\$0.25 per conversion Share were outstanding, entitling the holders to subscribe for 93,600,000 new Shares. The Convertible Bonds do not bear any interest and will be due on 10 October 2015.

#### Pre-IPO Share Option Scheme

Share options to subscribe for 376,952, 12,565 and 25,130 Shares at the respective exercise price of HK\$0.091, HK\$0.078 and HK\$0.152 per Share remain exercisable.

## Share Option Scheme

Share options to subscribe for 314,126 and 18,500,000 Shares at the respective exercise price of HK\$0.107 and HK\$0.140 per Share remain exercisable.

## Other Options

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

## **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:

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Dr. Chan Chung

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Mr. Chan Wai Kwong, Peter

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Mr. Siu King Nin, Peter

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Mr. Choi Ho Yan

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Mr. So Haw, Herman

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Mr. Chiu Wai Piu

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Mr. Cheung Kwan Hung, Anthony

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Mr. Heung Chee Hang, Eric