

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 of27 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**

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, 10th 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 : N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

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:

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