

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims 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** : **MP Logistics International Holdings Limited**

**Stock code (ordinary shares)** : **8239**

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 27th November 2007.

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 15th November 2002

Name of Sponsor(s) : NIL

Names of directors : *Executive directors*  
(*please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive*)  
Mr. Yeung Leung Kong  
Mr. Guo Xu  
Mr. Cheung Chi Hwa, Justin  
Mr. Cheung King Shan

*Independent non-executive directors*  
Mr. Wong Ming, Kerry  
Mr. Tam Chak Chi  
Mr. Pang Hong Tao, Peter

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	:	<b>Number of shares held</b>	<b>Approximate percentage of shareholding in the Company (%)</b>
	<b>Name</b>		
	Tolmen Star Limited (the “Tolmen Star”) (Note 1)	902,000,000	38.88
	Mr. Guo Xu (Note 1)	902,000,000	38.88
	Ms. Zhou Ya Ping (Note 1)	902,000,000	38.88
	Ming Kei International Holding Company Limited (the “Ming Kei”) (Note 2)	432,000,000	18.62
	Mr. Wong Wai Sing (Note 3 and 4)	144,000,000 432,000,000	6.21 18.62
	Mr. Wong Wai Ngok (Note 5 and 6)	144,000,000 432,000,000	6.21 18.62
	Ms. Tsang Tsz Kwan (Note 7)	576,000,000	24.83
	Ms. Wong Ho Yi Chloe (Note 8)	576,000,000	24.83

*Notes:*

1. Tolmen Star is wholly owned by Mr. Guo Xu who is the spouse of Ms. Zhou Ya Ping. Accordingly, each of Mr. Guo Xu and Ms. Zhou Ya Ping is deemed to be interested in the 902,000,000 Shares in which Tolmen Star is interested.
2. Of the 432,000,000 Shares, 240,000,000 Shares refers to the Shares and 192,000,000 Shares refers to the conversion Shares assuming exercise in full the convertible bonds.
3. Of the 144,000,000 Shares, 80,000,000 Shares refers to the Shares and 64,000,000 Shares refer to the conversion Shares assuming exercise in full the convertible bonds.

4. Ming Kei is owned as to 50% by Mr. Wong Wai Sing and as to 50% by Mr. Wong Wai Ngok. Therefore Mr. Wong Wai Sing is deemed interested in the Shares of Ming Kei.
5. Of the 144,000,000 Shares, 80,000,000 Shares refers to the Shares and 64,000,000 Shares refer to the conversion Shares assuming exercise in full the convertible bonds.
6. Ming Kei is owned as to 50% by Mr. Wong Wai Sing and as to 50% by Mr. Wong Wai Ngok, therefore Mr. Wong Wai Ngok is deemed interested in the Shares of Ming Kei.
7. Ms. Tsang Tsz Kwan is the wife of Mr. Wong Wai Ngok, therefore she is deemed interested in the Shares of Mr. Wong Wai Ngok.
8. Ms. Wong Ho Yi Chloe is the daughter of Mr. Wong Wai Ngok, and she is under 18 years old, therefore she is deemed interested in the Shares of Mr. Wong Wai Ngok.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Not applicable

Financial year end date : 31st March

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

Head office and principal place : Room 3308-09  
The Centre  
99 Queen's Road Central  
Central  
Hong Kong

Web-site address (if applicable) : <http://www.irasia.com/listco/hk/mplogistics/index.htm>

Share registrar : *Principal share registrar and transfer office*  
Bank of Bermuda (Cayman) Limited  
P.O. Box 513 GT  
Strathvale House  
North Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Branch share registrar and transfer office*  
Tengis Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

Auditors : Messrs. Grant Thornton  
*Certified Public Accountants*  
13th Floor  
Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

## **B. Business activities**

The Company and its subsidiaries (the "Group") are principally engaged in coordinating various logistics services for its customers and engaged in mining, sale and distribution of coal in the People's Republic of China.

## **C. Ordinary shares**

Number of ordinary shares in issue : 2,320,000,000 shares

Par value of ordinary shares in issue : HK\$0.01 each

Board lot size (in number of shares) : 5,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

#### **D. Warrants**

Stock code	:	Not applicable
Board lot size	:	Not applicable
Expiry date	:	Not applicable
Exercise price	:	Not applicable
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	Not applicable
No. of warrants outstanding	:	Not applicable
No. of shares falling to be issued upon the exercise of outstanding warrants	:	Not applicable

#### **E. Other securities**

Number of share options granted and outstanding	:	105,000,000
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*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

#### **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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MR. YEUNG LEUNG KONG

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MR. GUO XU

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MR. CHEUNG CHI HWA, JUSTIN

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MR. CHEUNG KING SHAN

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MR. PANG HONG TAO, PETER

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MR. WONG MING, KERRY

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MR. TAM CHAK CHI