

**APPENDIX 5**  
**FORMS RELATING TO LISTING**  
**FORM F**  
**THE GROWTH ENTERPRISE MARKET (GEM)**  
**COMPANY INFORMATION SHEET**

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**Company name:** iMerchants Limited

**Stock code (ordinary shares):** 8009

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 26 September 2011.

**A. General**

Place of incorporation: Hong Kong

Date of initial listing on GEM: 31 March 2000

Name of Sponsor(s): N/A

Names of directors:

*Executive Directors*  
Mr. Yau Yan Ming Raymond (*Chairman*)  
Mr. Wong Ka Chun Carson  
Mr. Zha Jian Ping (*Chief Executive Officer*)  
Ms. Qi Yue

*Independent Non-executive Directors*  
Mr. Wu Tak Lung  
Mr. Lam Tze Chung

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 and underlying shares	Approximate percentage of issued share capital
	Even Glory Holdings Limited ("Even Glory")	453,805,400	2,532,194,600 (Note 1)	2,986,000,000	16.41%
	Mr. Wang Hongjun ("Mr. Wang")	453,805,400	2,532,194,600 (Note 1)	2,986,000,000 (Note 2)	16.41%
	Bonus Raider Investments Limited ("Bonus Raider")	2,406,117,500	-	2,406,117,500	13.22%
	China Water Industry Group Limited ("China Water")	2,406,117,500	-	2,406,117,500 (Note 3)	13.22%

*Notes:*

1. These underlying shares comprised (i) the shares to be allotted and issued upon exercise of the conversion rights attaching to the convertible bonds in the outstanding principal amount of HK\$66,000,000 at a conversion price of HK\$0.04\* each; and (ii) the shares to be allotted and issued upon exercise of the conversion rights attaching to the outstanding convertible preference shares in the amount of HK\$35,287,784 at an issue price of HK\$0.04\* each.
2. These shares were registered in the name of Even Glory, a company wholly-owned by Mr. Wang. By virtue of the Securities and Futures Ordinance (the "SFO"), Mr. Wang was deemed to be interested in the shares held by Even Glory.
3. These shares were registered in the name of Bonus Raider, a wholly-owned subsidiary of China Water. By virtue of the SFO, China Water was deemed to be interested in the shares held by Bonus Raider.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	Nil
Financial year end date:	31 March
Registered address:	Room 2112, 21/F., Wing On Centre, No. 111 Connaught Road Central, Hong Kong
Head office and principal place of business:	Room 2112, 21/F., Wing On Centre, No. 111 Connaught Road Central, Hong Kong
Web-site address (if applicable):	<a href="http://www.imerchantsltd.com">http://www.imerchantsltd.com</a>
Share registrar:	Tricor Tengis Limited 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong
Auditors:	SHINEWING (HK) CPA Limited

## **B. Business activities**

The Company is an investment holding company and the Group is principally engaged in provision of management service, investment in financial and investment products as well as manufacture and trading of ceramic sewage material.

## **C. Ordinary shares**

Number of ordinary shares in issue:	18,199,080,400
Par value of ordinary shares in issue:	HK\$0.04
Board lot size (in number of shares):	25,000
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: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	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**

##### **Convertible Bond**

A 5-year zero coupon convertible bond in the aggregate principal amount of HK\$200,000,000 (“**Convertible Bond**”) was issued on 23 October 2009 as part of the consideration in relation to the very substantial acquisition as disclosed in the Company’s circular dated 31 August 2009. The Convertible Bond can be converted into shares of the Company at a conversion price of HK\$0.04\* per share, subject to adjustment, during its conversion period from 23 October 2009. As at the date hereof, the Convertible Bond in the aggregate principal amount of HK\$116,000,000 remains outstanding.

##### **Convertible Preference Shares**

A total of 14,692,389,200\* unlisted non-redeemable convertible preference shares in the aggregate principal amount of HK\$587,695,568 at an issue price of HK\$0.04\* per share, subject to adjustment, was issued on 23 October 2009 as part of the consideration in relation to the very substantial acquisition as disclosed in the Company’s circular dated 31 August 2009. As at the date hereof, the convertible preference shares in the aggregate principal amount of HK\$35,287,784 remains outstanding.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor. N/A

\* *Adjustment was made due to the subdivision of shares effective on 2 November 2009*

##### **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:

(Sd.)

\_\_\_\_\_  
Yau Yan Ming Raymond

(Sd.)

\_\_\_\_\_  
Wong Ka Chun Carson

(Sd.)

\_\_\_\_\_  
Zha Jian Ping

(Sd.)

\_\_\_\_\_  
Qi Yue

(Sd.)

\_\_\_\_\_  
Wu Tak Lung

(Sd.)

\_\_\_\_\_  
Lam Tze Chung

#### **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.*