
APPENDIX V PRINCIPAL TERMS OF THE ADDITIONAL CONVERTIBLE NOTE

The principal terms of the Additional Convertible Note are as follows:

Issuer:	The Company
Principal amount:	HK\$47,220,278
Conversion rights:	The Additional Convertible Note or any part thereof is convertible into Shares at the option of the holder thereof at any time during the period commencing from the date which is 9 months after the Listing Date and up to and including the Maturity Date (as defined below).
Conversion price:	HK\$363.23 per Share, subject to adjustment for, amongst other things, subdivision or consolidation of Shares, bonus issue or rights issue of Shares or other dilutive events. The Additional Convertible Note is convertible into Shares which will represent approximately 4.56 per cent. of the enlarged issued share capital of the Company immediately following completion of the Share Offer and the Capitalisation Issue assuming the Over-allotment Option is not exercised, and approximately 4.36 per cent. as enlarged by the Shares issued pursuant to the full conversion of the Additional Convertible Note.
Maturity date (the "Maturity Date"):	31st May, 2002
Redemption:	The Additional Convertible Note (to the extent not previously converted or redeemed) will be redeemed by the Company on the Maturity Date at redemption amounts equal to 125 per cent. of the principal amount. If the Company fails to redeem the Additional Convertible Note (to the extent not previously converted) on the Maturity Date, the Company shall pay interest to the holder thereof at the rate of 15 per cent. per annum from the Maturity Date up to the date of repayment.
Form:	The Additional Convertible Note will be in registered form.
Status of the Additional Convertible Note:	Direct, unsecured and unsubordinated obligations of the Company and ranking pari passu with all other present and future direct, unsecured and unsubordinated obligations of the Company.

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Listing and transferability: The Additional Convertible Note will not be listed on any stock exchange. The Additional Convertible Note is freely transferable to third parties provided that such transfer is made on or after the first anniversary of issue in accordance with, inter alia, any applicable requirements of the Stock Exchange, the GEM Listing Rules, and applicable laws and regulations. Application has been made for the listing of, and permission to deal in, the Shares fallen to be issued upon conversion of the Additional Convertible Note on GEM.

Governing Law: Hong Kong laws