

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies Ordinance, the Securities (Stock Exchange Listing) Rules 1989 of Hong Kong and the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this prospectus is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this prospectus misleading; and
- (c) all opinions expressed in this prospectus have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

UNDERWRITING

This prospectus is published solely in connection with the Placing. The Placing comprises initially the New Shares and the Sale Shares at the Placing Price. The Placing is managed by Cash and fully underwritten by the Underwriters.

THE PLACING SHARES TO BE OFFERED IN HONG KONG ONLY

No action has been taken in any jurisdiction other than Hong Kong to permit any public offering of the Placing Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation.

The Placing Shares are offered solely on the basis of the information contained and representations made in this prospectus. No person is authorised in connection with the Placing to give any information or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorised by the Company, the Sponsors, the Lead Manager, the Underwriters, any of their respective directors, employees or representatives, or any other person involved in the Placing.

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

United States of America

The Placing Shares have not been and will not be registered under the US Securities Act of 1933, as amended and may not be offered or sold within the US or to, or for the account or benefit of, US persons (as defined in Regulation S) except in certain transactions exempt from the registration requirements of the Securities Act.

United Kingdom

This prospectus has not been approved by an authorised person in the United Kingdom and has not been registered with the Registrar of Companies in the United Kingdom. The Placing Shares may not be offered or sold in the United Kingdom prior to the date six months from the date on which dealings in the Shares commence on the Stock Exchange except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purpose of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Financial Services Act 1986 as amended by the Public Offers of Securities Regulations 1995 and where the applicable provisions of the Financial Services Act 1986 and the Public Offers of Securities Regulations 1995 have been complied with. In addition, no person may issue or pass on to any person in the United Kingdom any document received by it in connection with the Placing unless that person is of a kind described in Article 11(3) of the Financial Services Act 1986 (Investment Advertisements) (Exemptions) Order 1996 or is a person to whom such document may otherwise lawfully be issued or passed on.

Singapore

This prospectus has not been registered with the Registrar of Companies and Businesses in Singapore. Accordingly, this prospectus and any other document or materials in connection with the offer of the Placing Shares may not be issued, circulated or distributed in Singapore nor may any of the Placing Shares be offered for subscription or sold, directly or indirectly, nor may an invitation or offer to subscribe for or purchase any Placing Shares be made, directly or indirectly, to the public or any member of the public in Singapore other than (a) to an institutional investor or other person specified in the Companies Act, Chapter 50 of Singapore (the “Singapore Companies Act”), (b) to a sophisticated investor, and in accordance with the conditions, specified in Section 106D of the Singapore Companies Act; or (c) otherwise pursuant to, and in accordance with the conditions of, any other provision of the Singapore Companies Act. The Registrar of Companies and Businesses in Singapore takes no responsibility as to the contents of this prospectus.

Each person acquiring the Placing Shares will be required to, or is deemed by his acquisition of the Placing Shares to, confirm that he is aware of the restrictions on offers of the Placing Shares described in this prospectus.

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

Taiwan

The Placing Shares have not been and will not be registered with the SFC of Taiwan pursuant to the Taiwan Securities and Exchange Law. Accordingly, none of the Placing Shares may be offered for subscription, purchase or sold, directly or indirectly in Taiwan.

Cayman Islands

No offer of the Placing Share may be made to members of the public in the Cayman Islands.

APPLICATION FOR LISTING ON THE GEM

Application has been made to the GEM Listing Committee for the listing of and permission to deal in the Shares in issue, and the Shares to be issued pursuant to the Placing.

No part of the Shares or loan capital of the Company is listed or dealt in on any other stock exchange and at present no such listing or permission to deal is being or proposed to be sought.

COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on the GEM are expected to commence on 17th June, 2002. Shares will be traded in board lots of 4,000 each.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to granting of the listing of, and permission to deal in, the Shares in issue and the Shares to be issued as described in this prospectus on the GEM by the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the GEM or any other date HKSCC chooses. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

INFORMATION ABOUT THIS PROSPECTUS AND THE PLACING

HONG KONG BRANCH REGISTER AND STAMP DUTY

All Shares issued pursuant to applications made in the Placing will be registered on the Company's branch register of members to be maintained in Hong Kong. The Company's principal register of members will be maintained in the Cayman Islands. Only Shares registered on the Company's branch register of members maintained in Hong Kong may be traded on GEM.

Dealings in Shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty.

PROFESSIONAL TAX ADVICE RECOMMENDED

If you are unsure about the taxation implications of the subscription, purchase, holding or disposal of, dealing in, or the exercise of any rights in relation to, the Placing Shares, you should consult an expert.

The Company, the Directors, the Sponsors, the Lead Manager, the Underwriters, their respective directors, agents and advisors and any other person involved in the Placing do not accept responsibility for any tax effects on or liabilities of any person resulting from the subscription for, or purchase, holding or disposal of, or dealing in, or the exercise of any rights in relation to, the Placing Shares.

STRUCTURE OF THE PLACING

Details of the structure of the Placing are set out under "Structure of the Placing".