

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: Codebank Limited

Stock code (ordinary shares): 8162

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 20th December, 2001

A. General

Place of incorporation	:	Hong Kong
Date of initial listing on GEM	:	21st December, 2001
Name of Sponsor(s)	:	Deloitte & Touche Corporate Finance Ltd
Names of directors: <i>(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)</i>	:	Executive Director: Yu Hang Chung, Herman Suen Kwok Kin Kam Chun Ying, Francis Cheng Yu Hong Non-Executive Director: Woo Chia-Wei Choy Mun Kei Independent Non-Executive Director: Lau Wah Sum Cheung Chun Ying, Victor

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 <i>of the Company</i>	:	Name	Interest (%)
		Super Code Limited (Note)	31.04%
		HyComm Wireless Limited	10.10%

Note:

Super Code Limited is beneficially owned as to 72.02% by Mr. Yu Hang Chung, Herman, as to 4.23% by Mr. Kam Chun Ying, Francis, as to 8.22% by Mr. Ng Wing Hong, as to 4.11% by Mr. Suen Kwok Kin, as to 8.81% by Digikap Asia Limited and as to 2.61% by Ms. Lam Ching Shan.

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 : 31st December

Registered address : Unit 2801-2805
28th Floor, Island Place Tower
Island Place
510 King's Road
North Point
Hong Kong

Web-site address (if applicable) : www.code-bank.com

Share registrar : Standard Registrars Limited
5th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

Auditors : PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building
Central, Hong Kong

B. Business activities

The Group is engaged in the development and implementation of enabling technologies and products with a focus on three areas, namely, e-Education solutions, e-Business solutions and multiple access platform.

C. Ordinary shares

Number of ordinary shares in issue : 600,000,000 shares
Par value of ordinary shares in issue : HK\$0.10 per share
Board lot size (in number of shares) : 4,000
Name of other stock exchange(s) on which ordinary shares are also listed : NIL

D. Warrants : NIL

E. Other securities

Number of shares options granted and outstanding : 60,000,000

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 fully 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:

Yu Hang Chung, Herman

Suen Kwok Kin

Kam Chun Ying, Francis

Cheng Yu Hong

Woo Chia-Wei

Choy Mun Kei

Lau Wah Sum

Cheung Chun Ying, Victor