

Appendix 5

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: INTERNATIONAL CAPITAL NETWORK HOLDINGS LIMITED

Stock code (ordinary shares) : 8004

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 4th June, 2002

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 30th November, 2001

Name of Sponsor(s) : Celestial Capital Limited

Names of directors:

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

: **Executive Directors**

Mr. HUI Chuen Kin, Daniel
(Chairman and Managing Director)
Mr. LUI Bing Kin, Michael
(Vice Chairman and Joint Managing Director)

Independent Non-Executive Director

Mr. WONG Wai Ho
Ms. TSUI Hung Nui

Names(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 :

<u>Name of Substantial Shareholders</u>	<u>Type of Securities</u>	<u>Number of Shares</u>	<u>Approximate Percentage of Shareholding</u>
International Capital Network Investor Limited ^(Note 1)	Ordinary Share	126,256,800	39.46%
Dynasty Nation Group Limited ^(Note 1)	Ordinary Share	126,256,800	39.46%
Mr. HUI Chuen Kin, Daniel ^(Note 1)	Ordinary Share	126,256,800	39.46%
International Technology Capital Limited ^(Note 2)	Ordinary Share	77,846,400	24.33%
Ms. CHU Oi Wan, Cecilia ^(Note 2)	Ordinary Share	77,846,400	24.33%

Notes :

1. The entire issued share capital of International Capital Network Investor Limited is beneficially owned as to 76.34% by Dynasty Nation Group Limited and as to 23.66% by International Capital Partners Limited. Dynasty Nation Group Limited is a company wholly and beneficially owned by Mr. Hui Chuen Kin, Daniel. Accordingly, each of Dynasty Nation Group Limited and Mr. Hui Chuen Kin, Daniel are deemed to be interested in the 126,256,800 Shares held by International Capital Network Investor Limited.
2. International Technology Capital Limited is a company wholly and beneficially owned by Ms. CHU Oi Wan, Cecilia. Accordingly, Ms. CHU Oi Wan Cecilia has a deemed interest in the 77,846,400 Shares held by International Technology Capital Limited.

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 July

Registered address :

Ugland House, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies

Head office and principal place of business :

Room 4003, Two Exchange Square, 8 Connaught Place, Central, Hong Kong

Web-site address (if applicable) :

www.hkicn.com

Share registrar :

Principal share registrar
Bank of Butterfield International (Cayman) Ltd.

Branch share registrar:
Standard Registrars Limited

Auditors :

Deloitte Touche Tohmatsu
Certified Public Accountants

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (together referred to as the “Group”) are principally engaged in the provision of business development and corporate advisory services in Hong Kong to companies focusing on the SMEs with significant growth potential. The Group advises its clients on the formulation of business development strategies, performance improvement, corporate reorganisations, pre-IPO corporate management and other corporate finance advisory works and issues. The Group also assists its clients in the evaluation of possible market opportunities and on their business expansion.

C. Ordinary shares

Number of ordinary shares in issue	:	320,000,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	4,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

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

Details of any other securities in issue.

(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).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

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

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:

.....
Mr. HUI Chuen Kin, Daniel

.....
Mr. LUI Bing Kin, Michael

.....
Mr. WONG Wai Ho

.....
Ms. TSUI Hung Nui