

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.



Codebank Limited

數碼庫有限公司

(incorporated in Hong Kong with limited liability)

CLARIFICATION ANNOUNCEMENT

This announcement is to clarify the recent articles in relation to the Company.

Trading in the Shares was suspended on 14 May 2002 and will remain suspended pending the completion of the investigation as stated in the announcement of the Company dated 28 May 2002 and the release of the first quarter results of the Company and its subsidiaries for the three months ended 31 March 2002.

The directors (the "Directors") of Codebank Limited (the "Company") have noted the recent press articles regarding speculations on other potential investors of the Company and the proposed acquisition by Polywise Limited, a wholly owned subsidiary of renren Holdings Limited.

The Directors of the Company hereby confirm that the Company has received investment proposals from an investment consortium and an investment holding company involving a cash injection as capital contribution ranging from HK\$15 million to HK\$25 million into the Company by way of subscription for new shares in the Company. Dilution ranges from 54% to 61%. The Company is currently seriously negotiating with the afore-mentioned potential investors on such proposals. Further announcements will be made as soon as possible.

In response to the Conditional Partial Cash Offers ("Partial Offers") proposed by Emperor Capital Limited on behalf of Polywise Limited, the Directors has appointed Centurion Corporate Finance Limited ("CCFL") as independent financial adviser to advise the Directors of the Company. The despatch of the Offeree Document is expected to be issued on or before 2 August 2002. Shareholders should note that the Partial Offers may or may not become unconditional. Further announcements will be made as soon as possible and shareholders are recommended to wait for the Offeree Document and consider such information carefully before tendering any acceptance.

Trading in the Shares was suspended on 14 May 2002 and will remain suspended pending the completion of the investigation as stated in the announcement of the Company dated 28 May 2002 and the release of the first quarter results of the Company and its subsidiaries for the three months ended 31 March 2002.

By order of the Board
Codebank Limited
Cheng Yu Hong
Director

Hong Kong, 30 July 2002

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Codebank Limited. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page on the GEM website for at least seven days from its date of publication.