

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: **Kinetana International Biotech Pharma Limited**
健諾國際生化科技藥業有限公司

Stock code (ordinary shares): **8031**

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 10 October 2002.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 3 June 2002

Name of Sponsor(s) : AMS Corporate Finance Limited

Names of directors : *Executive directors*

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

Dr. Yun Kau TAM
Mr. Patrick Chiu Kit YOUNG

Non-executive directors

Dr. Antoine A. Noujaim
Mr. Chiu Kang LEE
Mr. David Shong-Tak TAM

Independent non-executive directors

Mr. Mo Po CHAN
Dr. Albert Wai-Kit CHAN

Name(s) of substantial shareholders(s) : 943788 Alberta Ltd. – approximately 22.83% (*Note 1*)
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in : Dr. Yun Kau TAM – approximately 27.07% (*Note 2*)
the ordinary shares and other securities of the : Dr. Nuzhat TAM-ZAMAN – approximately 27.07% (*Note 2*)
Company

Notes:

1. 943788 Alberta Ltd. is wholly-owned by Dr. Yun Kau Tam.
2. The shareholding of Dr. Yun Kau Tam includes the shareholding in the Company through 943788 Alberta Ltd. Dr. Nuzhat Tam-Zaman is the wife of Dr. Yun Kau Tam and is deemed to be interested in such shareholding.

Name(s) of company(ies) listed on GEM or the : Nil
Main Board of the Stock Exchange within the
same group as the Company

Financial year end date : 28 / 29 February

Registered address : Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

Head office and principal place of business : 108 Advanced Technology Centre
9650-20th Avenue N.W.
Edmonton, Alberta
Canada T6N 1G1

Principal place of business in Hong Kong : Rooms 101-103
Hong Kong Institute of Biotechnology
2 Biotechnology Avenue
Shatin, New Territories
Hong Kong

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

Share registrar : Principal share registrar –
Bank of Butterfield International (Cayman) Ltd.
Butterfield House
68 Fort Street
P.O. Box 705
George Town
Grand Cayman
Cayman Islands

Hong Kong branch share registrar –
Tengis Limited
4th Floor, Hutchison House
10 Harcourt Road
Central, Hong Kong

Auditors : Ernst & Young
15th Floor, Hutchison House
10 Harcourt House
Central
Hong Kong

B. Business activities

Founded in 1987 by Dr. Yun Kau TAM, the President and Chief Executive Officer, the Company and its subsidiaries (collectively, the “Group”) have a mission to accelerate the discovery and development of synthetic drugs and natural products, including traditional Chinese medicine (“TCM”). The core competence of the Group is pharmacokinetics / pharmacodynamics and its principal technological innovation is its “simulated biological dissolution and absorption system”, or the SimBioDAS[®] technology, which was initially co-invented by Dr. Yun Kau TAM and Dr. Keith Edward Anderson. The emerging SimBioDAS[®] technology is an *in vitro* screening system which uses normal human cell lines and is intended for predicting the intestinal absorption of compounds in humans effectively with consistent results.

A US patent was issued for the SimBioDAS[®] technology on 8 February 2000.

The SimBioDAS[®] technology is also expected to be adapted to test the absorption of ingredients in TCM in humans and to effectively isolate the active ingredients in natural herbal products.

The Group is headquartered in Edmonton, Alberta, Canada and has operation in Hong Kong. The Group’s operation in Canada is expected to focus on the development and provision of drug screening services using the SimBioDAS[®] technology and the development and formulation of western herbal products. In Hong Kong, the Group’s operation is expected to be related to the development and formulation of TCM-related products using the SimBioDAS[®] or related technology.

C. Ordinary shares

Number of ordinary shares in issue	: 520,000,000
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

Warrants (the “Warrants”) to subscribe for an aggregate of 527,000 common shares of Kinetana Group Inc. (“KGI”), a subsidiary of the Company, were granted in 1999. Pursuant to a share exchange offer made on 5 November 2001 by the Company (as supplemented by two letters on 27 February 2002 and 28 March 2002 respectively) and accepted by the relevant parties (the “Exchange Agreement”), the Warrants if exercised in full will result in the issue of 12,888,744 shares of the Company. Each Warrant entitles its holder to subscribe for one common share of KGI at an exercise price of CAN\$3.10 each, representing an effective price of approximately HK\$0.63 per share of the

Company pursuant to the Exchange Agreement.

E. Other securities *(Terms used hereunder are as defined in the prospectus of the Company dated 22 May 2002)*

KGI Pre-IPO Share Option Scheme

- Options to subscribe for a total of 689,000 common shares of KGI at an exercise price of CAN\$0.50 each (equivalent to approximately HK\$2.50) have been granted under a share option plan of KGI to certain directors of the Company and certain employees of the Group. As at the date hereof, options to subscribe for a total of 50,000 common shares of KGI have lapsed. Exercise in full of the outstanding options will result in the issue of 15,627,906 shares of the Company pursuant to the Exchange Agreement at an effective price of approximately HK\$0.10 each.

KIBP Pre-IPO Share Option Scheme

- Options to subscribe for a total of 41,686,645 shares of the Company, excluding the options to subscribe for a total of 7,337,046 shares which have lapsed as at the date hereof, at HK\$0.325 each (except for 1,589,692 options at an exercise price of approximately HK\$0.16 each) have been granted under the pre-IPO share option scheme adopted by the Company on 7 May 2002 to the directors of the Company and the employees and an adviser of the Group.

Anderson Option

- Option to subscribe for 20,000 common shares of KGI at CAN\$0.50 each (equivalent to approximately HK\$2.50) has been granted to Dr. Anderson. Pursuant to an exchange agreement between the relevant parties, exercise in full of such option will result in the issue of 489,136 shares of the Company at an effective price of approximately HK\$0.10 each.

Buret Option and Buret Allotment

- Conditional option to subscribe for up to 142,857 common shares of KGI at CAN\$0.70 each (equivalent to approximately HK\$3.50) has been granted to Dr. Buret and Dr. Buret is further entitled to be allotted and issued at no further consideration 42,858 common shares of KGI pursuant to a cell line license agreement dated 12 July 2001. Pursuant to an exchange agreement between the relevant parties, exercise in full of such option will result in the issue of 3,493,828 shares of the Company at an effective price of approximately HK\$0.14 each and allotment in full of the 42,858 common shares of KGI will result in the issue of 1,048,170 shares of the Company.

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:

Dr. Yun Kau TAM
For and on behalf of the board of directors of the
Company