

## 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:** Vital BioTech Holdings Limited

**Stock code (ordinary shares):** 8193

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 .....7 April 2003.....

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 7<sup>th</sup> February 2002

Name of Sponsor(s) : Core Pacific-Yamaichi Capital Limited

Continuing Sponsor : Core Pacific-Yamaichi Capital Limited

Names of directors : *Executive Directors :*

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

Mr. KO Sai Ying, Thomas (Chairman)  
Mr. AU YEUNG Ping Yuen, Terence  
Mr. LIU Jin, James  
Mr. TAO Lung

*Independent non-executive Directors :*

Mr. LUI Tin Nang  
Mr. LEE Kwong Yiu

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 of the Company	<u>Name</u>	<u>Interest (%)</u>
	Perfect Develop Holding Inc.	50.46%
	TAO Lung (note (1))	58.87%

Note:

1. The entire issued share capital of Perfect Develop Holding Inc. is owned as to 49% by Mr. TAO Lung, 33% by Mr. KO Sai Ying, Thomas, 6% by Mr. AU YEUNG Ping Yuen, Terence, and 12% by Mr. LIU Jin, James respectively.

Name(s) of company(ies) listed on GEM: or the Main Board of the Stock Exchange within the same group as the Company	: n.a
Financial year end date	: 31 <sup>st</sup> Dec
Registered address	: Century Yard Cricket Square Hutchins Drive George Town Grand Cayman Cayman Islands British West Indies
Head office and principal place of business	: 18 <sup>th</sup> Floor, CRE Building 303 Hennessy Road Wanchai Hong Kong
Web-site address (if applicable)	: <a href="http://www.vitalbiotech.com">www.vitalbiotech.com</a>
Share registrars	: Principal: Bank of Bermuda (Cayman) Limited P.O. Box 513 G.T. Floor, British America Tower Dr. Roys' Drive George Town Grand Cayman Cayman Islands British West Indies  : Hong Kong: Computershare Hong Kong Investor Services Limited Shops 1712-16, 17 <sup>th</sup> Floor, Hopewell Centre 183 Queen's Road East Hong Kong
Auditors	: PricewaterhouseCoopers

**B. Business activities**

The Group is principally engaged in the research and development, production and distribution of biopharmaceutical and conventional pharmaceutical products with a focus on downstream value adding biotechnology processing systems. The Group is a developer of protein stabilization and various drug delivery technologies which may be adapted to a wide range of applications.

### **C. Ordinary shares**

Number of ordinary shares in issue	:	1,227,347,268 shares
Par value of ordinary shares in issue	:	HK\$0.01 per share
Board lot size (in number of shares)	:	5,000 shares per board lot
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 (Not applicable if the warrant is denominated in dollar value of conversion right)	:	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**

Share options	:	49,800,000 share options granted and outstanding
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### **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:

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**Ko Sai Ying, Thomas**

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**Au Yeung Ping Yuen, Terence**

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**Liu Jin, James**

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**Tao Lung**

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**Lui Tin Nang**

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**Lee Kwong Yiu**