

# 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:** Chengdu Top Sci-Tech Company Limited  
成都托普科技股份有限公司

**Stock code (H shares):** 8135

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 13 September 2004.

#### A. General

Place of incorporation : the People's Republic of China

Date of initial listing on GEM : 30 March 2001

Name of Sponsor(s) : N/A

Names of directors : *Executive Directors*  
(Please distinguish the status of the directors –  
Executive, Non-Executive  
or Independent Non-  
Executive)

Li Zheng Bin (李正彬)  
Long Ji Gang (龍繼剛)  
Chen Wei Xin (陳維信)  
Chen Bao Yu (陳寶玉)

*Non-executive Directors*  
Xu Jian Ping (許建平)

*Independent non-executive Directors*  
Yang Ji Ke (楊紀珂)  
Wang Ming Dong (王明東)  
Xiao Bin (肖彬)

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 shares and other securities of the Company	Name	Percentage of shareholding
	Sichhuan Topsoft Investment Company Limited	41.95% (Note 1)
	Sichuan Top Sci-Tech Development Company	22.70% (Note 2)

Note 1: Sichuan Topsoft Investment Company Limited directly holds 40.38 per cent of the entire issued share capital of the Company whereas Sichuan Top Computer Company Limited, its 82 per cent subsidiary holds 1.92 per cent of the entire issued share capital of the Company.

Note 2: Sichuan Top Sci-Tech Development Company directly holds 5.77 per cent of the entire issued share capital of the Company and through its subsidiaries and associated company, i.e. Chengdu Tuoan Sci-Tech Information Company Limited, Chengdu Top Information Network Engineering Company Limited, Sichuan Topsoft Investment Company Limited and Sichuan Top Computer Company Limited, holds an aggregate of indirect interest of 16.93 per cent of the entire issued share capital of the Company.

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

Financial year end date : 31 December

Registered address : Top Technology City  
Tu Qiao Industrial Development Zone  
Jin Niu District  
Chengdu  
PRC

Head office and principal place of business : *Head office and principal place of business in the PRC*  
Top Technology City  
Tu Qiao Industrial Development Zone  
Jin Niu District  
Chengdu  
PRC

*Principal place of business in Hong Kong*  
1/F., 119 Waterloo Road  
Kowloon Tong  
Kowloon  
Hong Kong

Web-site address (if applicable) : [www.topsci-tech.com](http://www.topsci-tech.com)

Share registrar : Hong Kong Registrars Limited  
46/F., Hopewell Centre,  
183 Queen's Road East, Wan Chai,  
Hong Kong

Auditors : RSM Nelson Wheeler  
*Certified Public Accountants*  
7<sup>th</sup> Floor, Allied Kajima Building,  
138 Gloucester Road,  
Wan Chai, Hong Kong

## **B. Business activities**

The Company and its subsidiaries (the "Group") is one of the major IT solutions providers to Government-Related Entities in the PRC and is principally engaged in the following businesses:

- provision of system solution services and other value added services, such as technology consultancy, after-sales support, installation of proprietary IT solutions into Contract Materials and training services, etc.;
- research, development, production and distribution of core IT solutions for government administration systems; and
- purchases for and on behalf of the customers contract materials which are to be used in conjunction with the IT solution projects and sales of IT related products to customers.

The software systems developed by the Group are module-based, which allow them to be more easily customised to match the needs of different users and to be more easily adapted as their needs change.

## **C. Shares**

Number of Domestic Shares in issue : 507,000,000

Number of H Shares in issue : 169,000,000 H Shares

Par value of H Shares in issue : RMB0.10

Board lot size (in number of shares) : 5,000 H Shares

Name of other stock exchange(s) on which 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	:	N/A
Number of warrant outstanding	:	N/A
Number of shares falling to be issued upon the exercise of outstanding warrant	:	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).*

N/A

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

N/A

#### **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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Li Zheng Bin

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Long Ji Gang

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Chen Wei Xin

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Chen Bao Yu

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Xu Jian Ping

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Yang Ji Ke

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Wang Ming Dong

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Xiao Bin