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## **SPONSOR'S INTEREST**

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### **SPONSOR'S INTEREST IN THE COMPANY**

Pacific Top, an associate of Oriental Patron nominated by Oriental Patron, will beneficially own the Remuneration Shares, being 2,025,000 Shares which represent 2.7% of the issued share capital of the Company, immediately after the completion of the Placing and Capitalisation Issue.

Oriental Patron or its associates may subscribe, as principal, for or purchase up to 1,600,000 Placing Shares under the Placing, representing approximately 5.3% of the 30,000,000 Placing Shares initially at the Placing Price offered under the Placing. No preferential treatment as to allocation and pricing of the Placing Shares shall be given to Oriental Patron or its associates who may subscribe for or purchase the Placing Shares under the Placing. Should Oriental Patron and its associates subscribe for and be allotted a total of 1,600,000 Placing Shares under the Placing, Oriental Patron and its associates will beneficially own a total of 3,625,000 Shares which represent approximately 4.8% of the issued share capital of the Company immediately after completion of the Placing and Capitalisation Issue (before the exercise of the Over-allotment Option).

### **ENTITLEMENT OF BENEFIT**

The Sponsor or its associates will receive the following upon the listing of the Company on GEM:

1. the Remuneration Shares;
2. a placing commission of 3.5% on the Placing Price of all the Placing Shares; and
3. a monthly advisory fee under a sponsor agreement dated 27th September, 1999 between the Sponsor and the Company in connection with services to be rendered by the Sponsor pursuant to Rules 6.01 and 17.81 of the GEM Listing Rules.

### **DIRECTORSHIP IN THE GROUP**

Mr. Chan Nap Kee Joseph, a director of the Sponsor was a director of Verified Solutions from 13th May, 1999 to 30th September, 1999.

For the purpose of Rule 6.36 of the GEM Listing Rules, the Sponsor confirms that, save as disclosed in this prospectus:

- (1) neither itself nor its associates (as defined in the GEM Listing Rules) have or may, as a result of the listing or transaction, have any interest in any class of securities of the Company, or any other company within the Group (including options or rights to subscribe such securities);
- (2) no director or employee of the Sponsor who is involved in providing advice to the Company has or may, as a result of the listing or transaction, have any interest in any class of securities of the Company or any other company within the Group (including options or rights to subscribe such securities);
- (3) neither itself nor its associates expect to have accrued any material benefit as a result of the successful outcome of the listing or transaction, including the repayment of material outstanding indebtedness; and
- (4) no director or employee of the Sponsor has a directorship in the Company or any other company within the Group.