

## SUBSTANTIAL AND INITIAL MANAGEMENT SHAREHOLDERS

### SUBSTANTIAL SHAREHOLDERS AND INITIAL MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, immediately after the completion of the Placing (but without taking into account any Shares which may be issued pursuant to the Over-allotment Option), the only persons directly or indirectly interested in 10% or more of the voting power at any general meeting of the Company will be as follows:

Name	Number of Shares	Percentage of voting power (%)
Easywin	420,000,000	70
Mr. Wang	420,000,000	70
Ms. Zhao	420,000,000	70

*Note:* The three references to 420,000,000 Shares relate to the same block of Shares. Such Shares are held by Easywin which is owned as to 50% by Mr. Wang and 50% by Ms. Zhao.

### RESTRICTION ON DISPOSAL OF SHARES BY INITIAL MANAGEMENT SHAREHOLDERS

Pursuant to Rule 13.16 of the GEM Listing Rules, the Company is required to procure that every Initial Management Shareholder (i) places in escrow, with an escrow agent acceptable to the Stock Exchange, the Relevant Shares for a period of two years from the Listing Date, on terms acceptable to the Stock Exchange; and (ii) undertakes to the Company and the Stock Exchange that, for a period of two years from the Listing Date, the Initial Management Shareholders will not, save under certain specified circumstances set out in Rule 13.17 of the GEM Listing Rules, dispose of (or enter into agreements to dispose of) or permit the registered holder to dispose of (or enter into any agreement to dispose of) any of their direct or indirect interest in the Relevant Shares.

An application has been made to the Stock Exchange for the granting of a waiver to the Initial Management Shareholders from strict compliance with the moratorium requirements under Rule 13.16 of the GEM Listing Rules. The Stock Exchange has granted a waiver on the following conditions:

**(i) Six-month lock-up period (from 10 May 2001 to 9 November 2001)<sup>(1)</sup>**

	Percentage shareholding held immediately after the Placing (%)
Easywin	70 <sup>(2)</sup>
Mr. Wang	70 <sup>(2)</sup>
Ms. Zhao	70 <sup>(2)</sup>

*Notes:*

- (1) All the dates shown in this table assume that dealing of the Shares commences on 10 May 2001. The figures and percentages in this table are prepared on the basis that the Over-allotment Option is not exercised.
- (2) The shareholding relates to the same block of Shares. Such Shares are held by Easywin which is owned as to 50% by Mr. Wang and 50% by Ms. Zhao.
- (3) Each of Easywin, Mr. Wang and Ms. Zhao has undertaken to the Stock Exchange and the Sponsor that it, he or she will not dispose of any of its, his or her respective direct or indirect interests in the 420,000,000 Shares during the first six months after listing of Shares on GEM.

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**(ii) Six-month lock-up period (from 10 November 2001 to 9 May 2002)**

Each of Easywin, Mr. Wang and Ms. Zhao has undertaken to the Stock Exchange and the Sponsor that it, he or she will not dispose of any of its, his or her respective direct or indirect interests in its, his or her Relevant Shares during the second six months after listing of the Shares on GEM commencing from 10 November 2001 such that they would after such disposal cease to have control over an aggregate of 35% of the issued share capital of the Company.