
IMPORTANT

If you are in any doubt about this prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.



CODEBANK LIMITED

數碼庫有限公司

(incorporated in Hong Kong with limited liability)

PROPOSED LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

PLACING

Number of Placing Shares : 150,000,000 Shares comprising
105,240,000 New Shares and
44,760,000 Sale Shares
(subject to Over-allotment Option)

Offer Price : HK\$0.50 per Share

Nominal Value : HK\$0.10 each

Stock Code : 8162

Sponsor

Deloitte & Touche Corporate Finance Ltd

Bookrunner and Lead Manager



KINGSTON SECURITIES LIMITED

Underwriters

Kingston Securities Limited	GC Capital (Asia) Limited
Deloitte & Touche Corporate Finance Ltd	Prudence Securities Company Limited
Hantec Securities Company Limited	Core Pacific-Yamaichi International (H.K.) Limited
Sun Hung Kai International Limited	SBI E2-Capital Securities Limited

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 38D of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company and Super Code Limited given by Kingston Securities Limited, acting as lead manager of the Placing, upon the occurrence of any of the events set out under "Grounds for termination" in the section headed "Underwriting" in this prospectus at any time prior to 5:00 p.m. on the business day immediately preceding the day on which dealings in the Shares on GEM commence. Such events include, without limitation, any change in national, regional or international financial, political, military, industrial or economic conditions or the conditions of the Hong Kong or international securities markets.

17th December, 2001