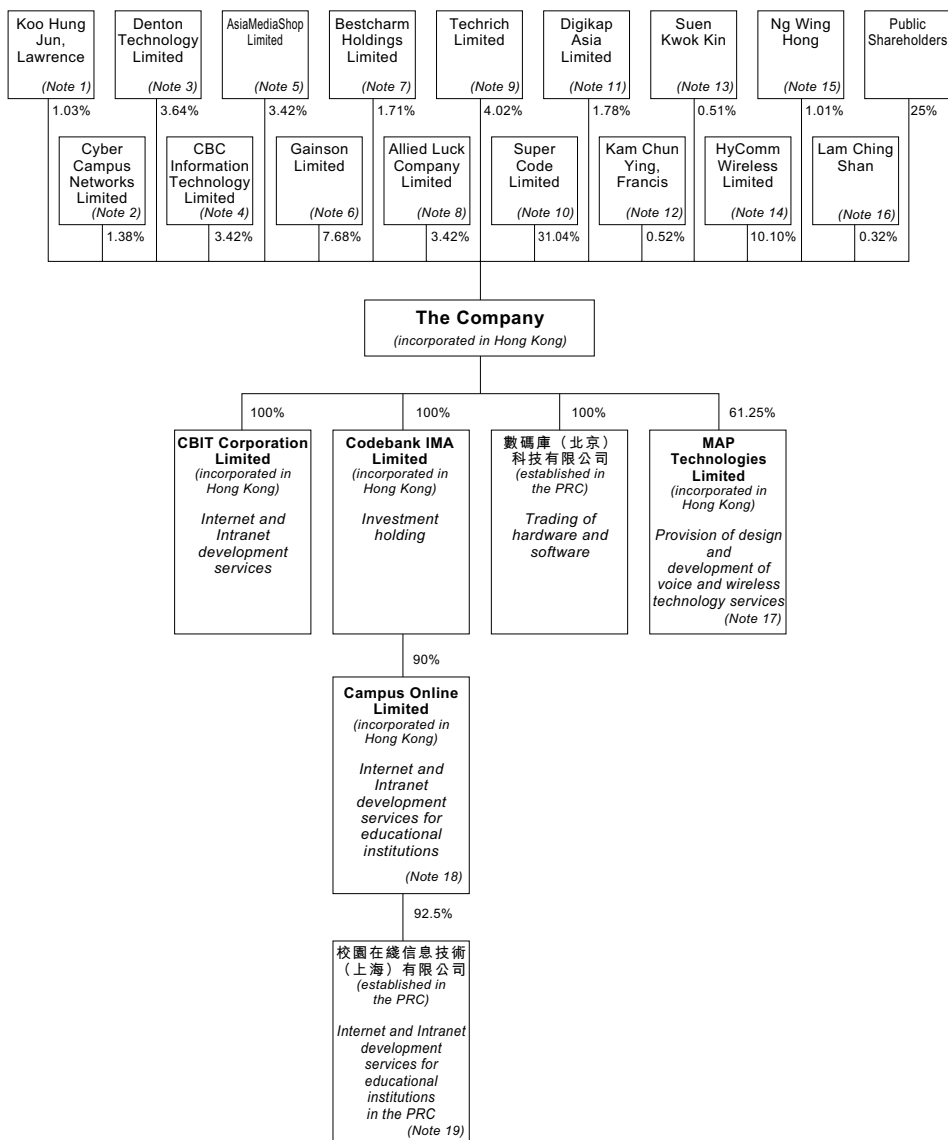


# GROUP AND ORGANISATION STRUCTURE

The Company was established on 23rd July, 1999.

The following chart illustrates the corporate structure of the Group immediately following completion of the Placing and the Capitalisation Issue (assuming the Over-allotment Option and the options granted or to be granted under the Pre-IPO Share Option Plan and the Share Option Scheme are not exercised) and the principal business activities of the members of the Group:



**Notes:**

- On 19th July, 2001, Mr. Koo Hung Jun, Lawrence, acquired 58,160 Shares from Denton Technology Limited for cash in consideration of HK\$1,250,000 for investment purposes. Mr. Koo Hung Jun, Lawrence is an investment banker and an Independent Third Party who does not have any management role in the Group.
- Cyber Campus Networks Limited, a company owned as to 50% by Mr. Ng Hoi Kam, as to 12.5% by Mr. Li Chun Wan and as to 37.5% by Ms. Lam Ching Shan, was allotted and issued 78,009 Shares on 17th July, 2001 as part consideration for its transfer of 5,000,000 shares in COL to the Company. Cyber Campus Networks Limited is an investment holding company. Both Mr. Ng Hoi Kam and Mr. Li Chun Wan are Independent Third Parties who do not have any management role in the Group. Ms. Lam Ching Shan is a member of senior management of the Group and is also an Initial Management Shareholder.

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## GROUP AND ORGANISATION STRUCTURE

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3. On 16th March, 2001, Denton Technology Limited acquired 263,409 Class A shares of HK\$0.10 each in the Company from Mr. Yu Hang Chung, Herman for cash at a consideration of HK\$7,500,000 for investment purposes. Denton Technology Limited is an investment holding company. The entire issued share capital of Denton Technology Limited is owned by Mr. Fung Wai, an Independent Third Party who does not have any management role in the Group.
4. CBC Information Technology Limited subscribed for 193,072 Class A shares of HK\$0.10 each in the Company, for investment purpose, for cash at a consideration of HK\$6,500,000 and such shares were allotted and issued to CBC Information Technology Limited on 1st March, 2001. CBC Information Technology Limited is an investment holding company. CBC Information Technology Limited is owned as to 40% by Mr. Chan Wing Nga and as to 60% by Techbase Investment Limited, a company wholly owned by Mr. Tsang Cheuk Lau, all being Independent Third Parties and none of which has any management role in the Group.
5. AsiaMediaShop Limited subscribed for 193,072 Class A shares of HK\$0.10 each in the Company, for investment purpose, for cash at a consideration of HK\$6,500,000 and such shares were allotted and issued to AsiaMediaShop Limited on 28th February, 2001. Asia MediaShop Limited is an investment holding company. The entire issued share capital of AsiaMediaShop Limited is owned by Mr. Tang Chi Wang, Marco, an Independent Third Party who does not have any management role in the Group.
6. Gainson Limited acquired 433,383 Shares from One Trend Net Holdings Limited on 29th November, 2001. Gainson Limited acquired 433,383 Shares from One Trend Net Holdings Limited at a consideration of HK\$43,338.30 on 30th November, 2001, which together with an additional consideration of HK\$22,956,661.70 payable on the day after all the conditions for the listing of the Company have been satisfied (which is expected to be on 21st December, 2001), amounts to an aggregate consideration of HK\$23,000,000. Gainson Limited is an investment holding company, the entire issued share capital of which is held directly by Mr. Fung Wing Cheung, Tony, an Independent Third Party.
7. Bestcharm Holdings Limited subscribed for 81,498 Class A shares of HK\$0.10 each in the Company, for investment purpose, for cash at a consideration of HK\$3,250,000 and such shares were allotted and issued to Bestcharm Holdings Limited on 5th January, 2001. Bestcharm Holdings Limited is an investment holding company. The entire issued share capital of Bestcharm Holdings Limited is owned as to 50% by Ms. Lam Sze Chau and as to 50% by Mr. Chiu Ping Chau, both being Independent Third Parties and none of which has any management role in the Group. Mr. Lam Sze Chau is the sole beneficial owner of CBH Limited, which holds 7.5% interest in Campus Online Shanghai, a subsidiary of the Company. On 28th February, 2001, a further 15,038 Class A shares of HK\$0.10 each in the Company were allotted and issued to Bestcharm Holdings Limited credited as fully paid so as to maintain its then existing shareholding interest in the Company at 2.475% on a fully diluted basis.
8. Allied Luck Company Limited subscribed for 162,995 Class A shares of HK\$0.10 each in the Company, for investment purpose, for cash at a consideration of HK\$6,500,000 and such shares were allotted and issued to Allied Luck Company Limited on 22nd December, 2000. Allied Luck Company Limited is an investment holding company. The entire issued share capital of Allied Luck Company Limited is owned as to 50% by Mr. Li Ting Wa and as to 50% by Mr. Lee Ting Wah, both being Independent Third Parties and none of which has any management role in the Group. On 28th February, 2001, a further 30,077 Class A shares of HK\$0.10 each in the Company were allotted and issued to Allied Luck Company Limited credited as fully paid so as to maintain its then shareholding interest in the Company at 4.95% on a fully diluted basis.
9. Techrich Limited acquired 50,000 Class A shares of HK\$1.00 each in the Company from Mr. Yu Hang Chung, Herman for cash at par on 25th February, 2000 for investment purposes. Techrich Limited is an investment holding company. The entire issued share capital of Techrich Limited is owned as to 80% by Ms. Leung Marsar, as to 19.98% by Ms. Choong Florence Mei Fong and as to 0.02% by Mr. Joseph Doo, all being Independent Third Parties and none of which has any management role in the Group. On 8th June, 2000 and 7th September, 2000 respectively, 22,500 and 23,612 Class A shares of HK\$0.10 each in the Company were transferred by Techrich Limited to HyComm. On 26th March, 2001, 226,944 Class A shares of HK\$0.10 each in the Company were transferred by Techrich Limited to Mr. Yu Hang Chung, Herman for cash at a consideration of HK\$300,000.

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## GROUP AND ORGANISATION STRUCTURE

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10. On 21st July, 2001, Super Code Limited acquired 1,533,698, 84,510, 164,634, 82,316, 176,270 and 52,470 Shares from Mr. Yu Hang Chung, Herman, Mr. Kam Chun Ying, Francis, Mr. Ng Wing Hong, Mr. Suen Kwok Kin, Digikap Asia Limited and Ms. Lam Ching Shan respectively in consideration for the allotment and issue of 7,325, 404, 786, 393, 842 and 250 shares in Super Code Limited to such parties respectively. On 31st July, 2001, Super Code Limited acquired 11,792, 22,972, 11,486, 24,596 and 7,321 Shares from Mr. Kam Chun Ying, Francis, Mr. Ng Wing Hong, Mr. Suen Kwok Kin, Digikap Asia Limited and Ms. Lam Ching Shan respectively in consideration for the allotment and issue of 26, 50, 25, 54, 16 shares in Super Code Limited to such parties respectively credited as fully paid.

Super Code Limited is an investment holding company held as to 7,325, 836, 430, 418, 266 and 896 shares by Mr. Yu Hang Chung, Herman, Mr. Ng Wing Hong, Mr. Kam Chun Ying, Francis, Mr. Suen Kwok Kin, Ms. Lam Ching Shan and Digikap Asia Limited respectively. Such shares represent approximately 72.02%, 8.22%, 4.23%, 4.11%, 2.61% and 8.81% of the entire issued share capital of Super Code Limited held by each of them respectively. Mr. Yu Hang Chung, Herman, Mr. Kam Chung Ying, Francis and Mr. Suen Kwok Kin are executive Directors. Mr. Ng Wing Hong and Ms. Lam Ching Shan are members of the senior management of the Group. Digikap Asia Limited is a company wholly owned by Mr. Cheng Yu Hong, an executive Director.

11. On 17th January, 2001, 262,067 Class A shares of HK\$0.10 each in the Company were allotted and issued to Digikap Asia Limited deemed fully paid in return for consultancy services provided by Digikap Asia Limited to the Group. Digikap Asia Limited subscribed for 39,005 Class A shares of HK\$0.10 each in the Company for a consideration HK\$1,000,000 on 1st March, 2001. On 21st July, 2001, Digikap Asia Limited transferred 176,270 Shares to Super Code Limited in consideration of the allotment and issue of 842 shares in Super Code Limited to Digikap Asia Limited credited as fully paid. On 31st July, 2001, Digikap Asia Limited transferred 24,596 Shares to Super Code Limited in consideration of the allotment and issue of 54 shares in Super Code Limited to Digikap Asia Limited credited as fully paid. Digikap Asia Limited is engaged in the provision of consultancy services and is a company wholly owned by Mr. Cheng Yu Hong, an executive Director.
12. Mr. Kam Chun Ying, Francis, an executive Director, acquired 12,500 Class A shares of HK\$1.00 each in the Company on 9th September, 1999 for cash at par from Mr. Yu Hang Chung, Herman. On 8th June, 2000 and 7th September, 2000 respectively, Mr. Kam Chun Ying, Francis transferred 5,625 and 5,904 Class A shares of HK\$0.10 in the Company to HyComm. On 19th July, 2001, 12,174 Shares were allotted and issued to Mr. Kam Chun Ying, Francis credited as fully paid as consideration for the capitalisation of a shareholders' loan provided by Mr. Kam Chun Ying, Francis to the Company in the amount of HK\$340,156.10. On 21st July, 2001, Mr. Kam Chun Ying, Francis transferred 84,510 Shares to Super Code Limited in consideration of the allotment and issue of 404 shares in Super Code Limited to Mr. Kam Chun Ying, Francis credited as fully paid. On 31st July, 2001, Mr. Kam Chun Ying, Francis transferred 11,792 Shares to Super Code Limited in consideration of the allotment and issue of 26 shares in Super Code Limited to Mr. Kam Chun Ying, Francis credited as fully paid.
13. Mr. Suen Kwok Kin, an executive Director, acquired 12,500 Class A shares of HK\$1.00 each in the Company for cash at par from Mr. Yu Hang Chung, Herman on 25th February, 2000. On 8th June, 2000 and 7th September, 2000 respectively, Mr. Suen Kwok Kin transferred 5,625 and 5,904 Class A shares of HK\$0.10 each in the Company to HyComm. On 19th July, 2001, 8,912 Shares were allotted and issued to Mr. Suen Kwok Kin credited as fully paid as consideration for the capitalisation of a shareholder's loan provided by Mr. Suen Kwok Kin to the Company in the amount of HK\$249,000. On 21st July, 2001, Mr. Suen Kwok Kin transferred 82,316 Shares to Super Code Limited in consideration of the allotment and issue of 393 shares in Super Code Limited to Mr. Suen Kwok Kin credited as fully paid. On 31st July, 2001, Mr. Suen Kwok Kin transferred 11,486 Shares to Super Code Limited in consideration of the allotment and issue of 25 shares in Super Code Limited to Mr. Suen Kwok Kin credited as fully paid.

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## GROUP AND ORGANISATION STRUCTURE

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14. HyComm acquired 67,500, 5,625, 11,250, 5,625 and 22,500 Class A shares of \$0.10 each in the Company from Mr. Yu Hang Chung, Herman, Mr. Kam Chun Ying, Francis, Mr. Ng Wing Hong, Mr. Suen Kwok Kin and Techrich Limited respectively in consideration of the allotment and issue of 15,325,000 shares in HyComm at HK\$2.50 per share credited as fully paid on 8th June, 2000. On 8th June, 2000, HyComm subscribed for 123,626 Class A shares of HK\$0.10 each in the Company in consideration of the allotment and issue of 15,325,000 shares in HyComm at HK\$2.50 per share to the Company, credited as fully paid. On 7th September, 2000, HyComm acquired 70,837, 5,904, 11,806, 5,904 and 23,612 Class A shares of HK\$0.10 each in the Company from Mr. Yu Hang Chung, Herman, Mr. Kam Chun Ying, Francis, Mr. Ng Wing Hong, Mr. Suen Kwok Kin and Techrich Limited respectively in consideration of the allotment and issue of 15,325,000 shares in HyComm at HK\$2.50 per share credited as fully paid. On 7th September, 2000, HyComm subscribed for 143,980 Class A shares of HK\$0.10 each in the Company in consideration of the allotment and issue of 15,325,000 shares in HyComm at HK\$2.50 per share credited as fully paid. On 19th July, 2001, 71,582 Shares were allotted and issued to HyComm credited as fully paid as consideration for the capitalisation of a shareholders' loan provided by HyComm to the Company in the amount of HK\$2,000,000. HyComm has one representative who will be a non-executive Director on or before the Listing Date.
15. On 25th February, 2000, Mr. Ng Wing Hong, a member of the senior management of the Group, acquired 25,000 Class A shares of HK\$1.00 each in the Company from Mr. Yu Hang Chung, Herman for cash at par. On 8th June, 2000 and 7th September, 2000 respectively, 11,250 and 11,806 Class A shares of HK\$0.10 each in the Company were transferred to HyComm. On 19th July, 2001, 17,824 Shares were allotted and issued to Mr. Ng Wing Hong deemed fully paid as consideration for the capitalisation of a shareholders' loan provided by Mr. Ng Wing Hong to the Company in the amount of HK\$498,000. On 21st July, 2001, Mr. Ng Wing Hong transferred 164,634 Shares to Super Code Limited in consideration of the allotment and issue of 786 shares in Super Code Limited to Mr. Ng Wing Hong credited as fully paid. On 31st July, 2001, Mr. Ng Wing Hong transferred 22,972 Shares to Super Code Limited in consideration of the allotment and issue of 50 shares in Super Code Limited to Mr. Ng Wing Hong credited as fully paid.
16. Ms. Lam Ching Shan, a member of the senior management of the Group, subscribed for 78,009 Shares at par for cash on 9th July, 2001. On 21st July, 2001, 52,470 Shares were transferred to Super Code Limited in consideration of the allotment and issue of 250 shares in Super Code Limited to Ms. Lam Ching Shan deemed fully paid. On 31st July, 2001, Ms. Lam Ching Shan transferred 7,321 Shares to Super Code Limited in consideration of the allotment and issue of 16 shares in Super Code Limited to Ms. Lam Ching Shan credited as fully paid.
17. MAP is held as to 61.25% by the Company, as to 12.5% by HTC Partners, L. P., an Independent Third Party, and as to 26.25% by iAssociates Limited. iAssociates Limited is beneficially held as to 33.33% by Mr. Lo Hoi Keung, as to 33.33% by Mr. Chan Kwok Wai Andrew and 33.33% by Mr. So Wan, a business consultant of the Group. Mr. Lo Hoi Keung and Mr. Chan Kwok Wai Andrew are members of the senior management of the Group.
18. COL is held as to 90% by the Company and as to 10% by Cyber Campus Networks Limited, which is beneficially owned as to 50% by Mr. Ng Hoi Kam, as to 37.5% by Ms. Lam Ching Shan and as to 12.5% by Mr. Li Chun Wan. Cyber Campus Networks Limited and Ms. Lam Ching Shan are Initial Management Shareholders.
19. Campus Online Shanghai is held as to 92.5% by COL, a subsidiary of the Company, and as to 7.5% by CBH Limited, which is beneficially owned by Mr. Lam Sze Chau, a business consultant of the Group, who is beneficially interested in 50% of the issued share capital of Bestcharm Holdings Limited.