

Appendix 5

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: Techwayson Holdings Limited

Stock code (ordinary shares) : 8098

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 6th February 2001

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 8th February 2001

Name of Sponsor(s) : China Everbright Capital Limited

Names of directors:

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

: Dr. Sze Kwan
(Chairman and executive director)
Mr. Lee Tiong Hock
(Executive director)
Mr. Tung Fai
(Executive director)
Lin Gongshi
(Non-executive director)
Mr. Kuang Ding Bo
(Independent non-executive director)
Mr. Chao Fu Kun
(Independent non-executive director)

Names(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 ordinary
shares and other securities of the
Company :

| <u>Name of Substantial Shareholders</u> | <u>Type of Securities</u> | <u>Number of Shares</u> | <u>Approximate Percentage of Shareholding</u> |
|--|---------------------------|-------------------------|---|
| Otto Link Technology Limited ^(Note 1) | Ordinary Share | 168,000,000 | 48 |
| Dr. Sze Kwan ^(Note 1) | Ordinary Share | 168,000,000 | 48 |
| Goldwiz Technology Limited | Ordinary Share | 61,824,000 | 17.66 |
| Goldwiz Holdings Limited ^(Note 2) | Ordinary Share | 61,824,000 | 17.66 |
| Open Mission Assets Limited ^(Note 3) | Ordinary Share | 61,824,000 | 17.66 |
| Mr. Liu Xue Lin ^(Note 4) | Ordinary Share | 61,824,000 | 17.66 |
| Mr. Siu Ting | Ordinary Share | 38,976,000 | 11.14 |

Notes :

- Otto Link Technology Limited (“Otto Link”) is an investment company owned as to 80 per cent. by Dr. Sze Kwan (“Dr. Sze”) who is the chairman of Techwayson Holdings Limited (“the Company”) and 20 per cent. by Mr. Tung Fai who is also a director of the Company.
- Goldwiz Holdings Limited is the holding company of Goldwiz Technology Limited (“Goldwiz”) which holds 100 per cent. of the issued share capital of Goldwiz and is therefore deemed to be interested in the 61,824,000 Shares held by Goldwiz.
- Open Mission Assets Limited (“Open Mission”) is deemed to be interested in the 61,824,000 Shares held by Goldwiz by virtue of its approximately 41.05% equity interest in Goldwiz Holdings Limited. Open Mission is beneficially owned as to 50% by Mr. Liu Xue Lin, 32.5% by Mr. Chim Kim Lun, Ricky, 15% by Mr. Kwok Lin through Cyber Ocean Limited and 2.5 % by Mr. Lee Tiong Hock. Messrs. Liu, Chim, Kwok and Lee are all directors of Goldwiz Holdings Limited and Mr. Lee Tiong Hock is also a director of the Company. Each of the Open Mission, Mr. Liu Xue Lin, Mr. Chim Kim Lun, Ricky, Mr. Kwok Lin and Cyber Ocean Limited is independent from the Company and not connected with any of the chief executive, directors, management shareholders or substantial shareholders of the Company and does not have any competing business with the Group.
- Mr. Liu Xue Lin is deemed to be interested in the 61,824,000 Shares held by Goldwiz by virtue of his 50% equity interest in Open Mission.

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

NIL

Financial year end date :

30 June

Registered address :

Zephyr House, Mary Street, George Town, Grand Cayman, Cayman Islands, British West Indies,

Head office and principal place of business :

Room 1810, 18th Floor, Harbour Centre, No.25 Harbour Road, Wanchai, Hong Kong

Web-site address (if applicable) :

www.techwayson.com.hk

| | | |
|-----------------|---|---|
| Share registrar | : | Principal share registrar: Bank of Butterfield International (Cayman) Ltd. |
| | | Branch share registrar: Hong Kong Registrars Limited |
| Auditors | : | Arthur Andersen & Co. and Charles Chan, Ip & Fung CPA Ltd. |

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (“the Group”) is one of the leading PC-based open platform automation and control solution, hardware and software providers in the PRC to have developed its own products. It is principally engaged in the research, design, integration and supply of automation and control systems, components, software applications, products and services for the automation of various major industries and buildings such as iron and steel industry, oil drilling and exploration, petrochemical and cement manufacturing. When the Group was established in September 1997, it was principally engaged in the integration of automation and control systems mainly using hardware and software developed by overseas manufacturers of automation and control products, and at the same time, concentrated on the research and development of automation and control hardware and software of its own. In 1999 it successfully developed its own automation and control system known as Tailored Control System (TCS) which is a PC-based open platform system, a hub linking systems for control, instrumentation and supervision of an industrial process, and can be tailor-made in accordance with the specific requirements of customers. The Group has also developed software applications and firmware which can support the operations of the CPUs deployed in controllers. The current business of the Group places strong emphasis on the sale of automation and control system hardware and system integration services. The directors of the Group intend to diversify its business focus and enter the building automation and control sector, and develop advance process control (APC) technologies in order to achieve process and quality control optimisation.

C. Ordinary shares

| | | |
|--|---|-------------|
| Number of ordinary shares in issue | : | 350,000,000 |
| Par value of ordinary shares in issue | : | HK\$0.1 |
| Board lot size (in number of shares) | : | 4,000 |
| Name of other stock exchange(s) on which ordinary 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
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : 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).

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

Number of Shares subject to the Over-allotment Option: 10,500,000

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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Dr. Sze Kwan

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Mr. Tung Fai

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Mr. Lee Tiong Hock

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Mr. Kuang Ding Bo

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Mr. Lin Gong Shi

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Mr. Chao Fu Kun

NOTES

- 1 *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*