

# 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** : *Mobile Telecom Network (Holdings) Limited*

**Stock code (ordinary shares)** : 8266

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 12 May 2005.

#### A. *General*

Place of incorporation : *Cayman Islands*

Date of initial listing on GEM : 9 May 2003

Name of Sponsor(s) : *Kingston Corporate Finance Limited*

Names of directors : **Executive Directors**

*Mr. Chan Chung*  
*Mr. Chan Wai Kwong, Peter*

#### **Non-executive Directors**

*Mr. Goh Yu Min*

#### **Independent non-executive Directors**

*Mr. Jeffery Matthew Bistrong*  
*Mr. Charles George St. John Reed*  
*Mr. Ko Tak Fai, Desmond*

Name(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	Name	Number of Shares	Approximate percentage of the entire issued share capital
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<i>Silicon Asia Limited (Note)</i>	<i>176,169,861</i>	<i>38.51</i>
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*Notes: -*

*Silicon Asia Limited, a company incorporated in the British Virgin Islands, is an investment holding company which is directly wholly owned by Mr. Chan Chung.*

<i>Vodatel Information Limited (Note)</i>	<i>79,189,081</i>	<i>17.31</i>
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*Notes: -*

*Vodatel Information Limited is a directly wholly-owned subsidiary of Vodatel Hong Kong Holdings Limited which is a direct wholly-owned subsidiary of Vodatel Holding Limited, a directly wholly-owned subsidiary of Vodatel. Vodatel is a company incorporated in Bermuda whose shares are listed on GEM (Stock code 8033).*

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

Financial year end date : *31 March*

Registered address : *Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
British West Indies*

- Head office and principal place of business in Hong Kong : *Room 3401, China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong*
- Web-site address (if applicable) : *http: [www.mtelnet.com](http://www.mtelnet.com)*
- Share registrar : ***Principal share registrar and transfer office:***  
*Bank of Butterfield International (Cayman) Ltd.  
Butterfield House  
68 Fort Street  
P.O. Box 705  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies*
- Share registrar (continued) : ***Hong Kong branch share registrar and transfer office:***  
*Computershare Hong Kong Investor Services Limited  
Rooms 1901-5, Hopewell Centre  
183 Queen's Road East  
Hong Kong*
- Auditors : *Ting Ho Kwan & Chan  
Certified Public Accountants  
9th Floor, Tung Ning Building  
249-253 Des Voeux Road Central  
Hong Kong*

## **B. Business activities**

*The Group is a mobile data solutions provider engaged in the development and provision of mobile data solutions that enable mobile telecommunication operators, hardware manufacturer, information technology-related companies including software/applications developers and enterprises, such as financial institutions and media companies, to deliver data to users of various types of wireless terminals including pocket personal computers, mobile phones and personal digital assistants. The Group provides wireless data platforms and wireless solutions which are capable of leveraging existing and future telecommunication networks to deliver data via various types of wireless terminals. The Group's mobile data solutions facilitate its customers to overcome the existing technology hurdles and enable them to expand their business into the mobile data market to provide advanced telecommunication services over the wired and wireless networks.*

**C. Ordinary shares**

Number of ordinary shares in issue : 457,426,748 Shares

Par value of ordinary shares in issue : US\$0.01 each Share

Board lot size (in number of shares) : 8,000

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**

Convertible notes issued And remain outstanding	: <i>Principal amount – HK\$3,800,000</i> <i>Interest – 1% per annum, payable in arrears on a half-year basis on 30 September and 31 March in each year</i> <i>Convertible right – right to convert the whole (but not part) of the principal amount of the note into shares in the Company</i>
Number of share options granted under the pre-IPO share option scheme and outstanding	: 1,780,000
Number of other options granted and outstanding	: 3,750,000

## 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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Mr. Chan Chung

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Mr. Chan Wai Kwong, Peter

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Mr. Goh Yu Min  
By his lawful attorney  
Mr. Chan Chung

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Mr. Charles George St. John Reed  
By his lawful attorney  
Mr. Chan Chung

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Mr. Jeffery Matthew Bistrong  
By his lawful attorney  
Mr. Chan Chung

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Mr. Ko Tak Fai, Desmond