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Inworld Group Limited

活力世界控股有限公司*

(incorporated in the Cayman Islands with limited liability)

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

PLACING AND PUBLIC OFFER

Number of Shares under the Share Offer:	96,000,000 New Shares (subject to Over-allotment Option) 48,000,000 Sale Shares
Number of Placing Shares:	129,600,000 Shares (subject to Over-allotment Option and reallocation)
Number of Public Offer Shares:	14,400,000 Shares (subject to reallocation)
Offer Price:	Not more than HK\$0.40 per Offer Share payable in full on application (subject to refund)
Nominal Value:	HK\$0.01 each
Stock Code:	8100

Sponsor and Manager



SUN HUNG KAI INTERNATIONAL LIMITED

Financial adviser



International Capital Network Limited

Joint lead managers



KINGSTON SECURITIES LIMITED



LUEN FAT SECURITIES CO. LTD.



EVER-LONG SECURITIES CO. LTD.

Co-lead managers

Liu Chong Hing Bank Limited

International Capital Network Limited

Underwriters

Sun Hung Kai International Limited	AMS Corporate Finance Limited	Vermont Securities Company Limited
Emperor Securities Limited	Paul Securities Limited	Ong Asia Securities (HK) Limited
Trustful Securities Limited	Thing On Securities Limited	Sino Grade Securities Limited
Taiwan Securities (Hong Kong) Company Limited	Peace Town Securities Limited	TradingGURU.com Securities Limited
First Securities (HK) Limited	Golden Fountain Securities Limited	TIS Securities (HK) Limited
	Ever-Long Asset Management Limited	

Terms used in this announcement shall have the same meaning as defined in the prospectus of the Company dated 18th December, 2001 (the “Prospectus”).

- Application has been made to the GEM Listing Committee for the granting of the listing of, and permission to deal in, the Shares in the Company in issue and to be issued as described in the Prospectus dated and issued on Tuesday, 18th December, 2001.
- The Share Offer comprises the Public Offer of initially 14,400,000 Shares and the Placing of initially 129,600,000 Shares.
- Use a **WHITE** application form if you want the Public Offer Shares issued in your own name.
- Use a **YELLOW** application form if you want the Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your investor participant stock account or your designated CCASS participant’s stock account.

Application has been made to the GEM Listing Committee for the listing of and permission to deal in the Shares in issue and to be issued as described in the Prospectus, any Shares to be issued upon the exercise of the Over-allotment Option and of any options which have been conditionally granted under the Pre-IPO Share Option Scheme and any Shares which may fall to be issued upon the exercise of the options granted under the Company’s Share Option Scheme. Dealings in the Shares on GEM are expected to commence on Monday, 31st December, 2001. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM of the Stock Exchange as well as compliance with the stock admission requirements of Hongkong Clearing, the Shares will be accepted as eligible securities by Hongkong Clearing for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares or such other date as determined by Hongkong Clearing. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Share Offer is conditional on the fulfillment of the conditions as stated in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure of the Share Offer” of the Prospectus. If the Share Offer

does not become unconditional on or before Thursday, 17th January, 2002 and thereby lapses, all application monies received from applicants under the Share Offer will be refunded, without interest, on the terms set out in the section headed “Refund of your money” on the relevant application forms.

The Share Offer comprises the Placing of initially 129,600,000 Shares with professional, institutional and individual investors in Hong Kong and the Public Offer of initially 14,400,000 Public Offer Shares. The 14,400,000 Shares offered under the Public Offer represent 10% of the Offer Shares being offered under the Share Offer, and comprises 9,600,000 New Shares and 4,800,000 Sale Shares. The 129,600,000 Shares offered under the Placing represent 90% of the Offer Shares being offered under the Share Offer, and comprise 86,400,000 New Shares and 43,200,000 Sale Shares.

The allocation of the Offer Shares between the Placing and the Public Offer is subject to reallocation.

If the Public Offer is not fully subscribed, Sun Hung Kai (on behalf of the Underwriters) has the authority to reallocate all or any unsubscribed Public Offer Shares originally included in the Public Offer to the Placing, in such number as it deems appropriate provided that there is sufficient demand under the Placing to take up such reallocated Shares. If the Placing is not fully subscribed, Sun Hung Kai and Ever-Long Securities Co. Ltd. (on behalf of the Underwriters) have the authority to reallocate all or any unsubscribed Placing Shares originally included in the jointly Placing to the Public Offer, in such number as it deems appropriate provided that there is sufficient demand under the Public Offer to take up such reallocated Shares. Details of any reallocation of Shares between the Public Offer and the Placing will be disclosed in the results announcement, which is expected to be made on 28th December, 2001.

In connection with the Placing, the Company has granted to the Placing Underwriters the Over-allotment Option. Pursuant to the Over-allotment Option, the Company may be required to issue and allot at the Offer Price up to an aggregate of 21,600,000 additional new Shares, representing 15% of the Shares initially available under the Share Offer, solely to cover over-allocation in the Placing, if any. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 27.7% of the enlarged issued share capital of the Company immediately after completion of the Share Offer and the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, an announcement will be made on the GEM website.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related application forms. Applicants under the Public Offer who would like to be allotted Public Offer Shares in their names should complete and sign the **WHITE** application forms. Applicants under the Public Offer who would like to have the Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS investor participant stock accounts or their designated CCASS participants' stock accounts maintained in CCASS should complete and sign the **YELLOW** application forms, copies of which, together with the Prospectus required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 18th December, 2001 until 12:00 noon on Friday, 21st December, 2001 at the depository counter of Hongkong Clearing at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or the customer service centre of Hongkong Clearing at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong. **WHITE** application forms, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 18th December, 2001 until 12:00 noon on Friday, 21st December, 2001 from:

1. any **Stock Exchange** participant;
2. Sun Hung Kai International Limited, 12th Floor, One Pacific Place, 88 Queensway, Hong Kong;
3. International Capital Network Limited, Room 4003, Two Exchange Square, 8 Connaught Place, Central, Hong Kong;
4. Kingston Securities Limited, Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong;
5. Luen Fat Securities Company Limited, 23rd Floor, Euro Trade Centre, 21-23 Des Voeux Road Central, Hong Kong;
6. Ever-Long Securities Company Limited, 18th Floor, Dah Sing Life Building, 99-105 Des Voeux Road Central, Hong Kong;
7. Liu Chong Hing Bank Limited, Liu Chong Hing Bank Building, 24 Des Voeux Road Central, Hong Kong
8. AMS Corporate Finance Limited, 20th Floor, Hong Kong Diamond Exchange Building, 8-10 Duddell Street, Central, Hong Kong;

9. Vermont Securities Company Limited, Unit A, 15/F, Fortis Bank Tower, 77-79 Gloucester Road, Wanchai, Hong Kong;
10. Emperor Securities Limited, 23-24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong;
11. Paul Securities Limited, Rooms 1102-1103, 11th Floor, Haleson Building, 1 Jubilee Street, Central, Hong Kong;
12. Ong Asia Securities (HK) Limited, 12th Floor, Entertainment Building, 30 Queen's Road Central, Hong Kong;
13. Trustful Securities Limited, 6/F, Plaza 2000, 2-4 Russell Street, Causeway Bay, Hong Kong;
14. Thing On Securities Limited, Room 1503-05, World-wide House, 19 Des Voeux Road Central, Hong Kong;
15. Sino Grade Securities Limited, Room 604, Tai Po Commercial Centre, 152-172 Kwong Fuk Road, Tai Po, New Territories, Hong Kong;
16. Taiwan Securities (Hong Kong), Company Limited, Room 4001-3, 40th Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong;
17. Peace Town Securities Limited, 2nd Floor, Aon China Building, 29 Queen's Road, Central, Hong Kong;
18. TradingGURU.com Securities Limited, Room 1801, Regent Centre, 88 Queen's Road Central, Hong Kong;
19. First Securities (HK) Limited, 2401, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong;
20. Golden Fountain Securities Limited, Rm 208, Takshing House, 20 Des Voeux Road Central, Hong Kong;
21. TIS Securities (HK) Limited, Unit 1010, 10th Floor, Tower Two, Lippo Centre, 89 Queensway, Hong Kong;
22. Ever-Long Asset Management Limited, 18th Floor, Dah Sing Life Building, 99-105 Des Voeux Road, Central, Hong Kong;
23. or any of the following branch of **Standard Chartered Bank**:

Hong Kong	The Landmark Branch	The Landmark, 15
Island:		Queen's Road, Central

	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A Des Voeux Road, Central
	CIG Building Branch	Shop B, G/F, CIG Building, 141 Des Voeux Road Central
	Leighton Centre Branch	Shop 12-16, UG/F Leighton Centre, 77 Leighton Road, Causeway Bay
	North Point Centre Branch	284 King's Road, North Point
	Taikoo Place Branch	G/F, 969 King's Road, Quarry Bay
Kowloon:	Kwun Tong Branch	88-90 Fu Yan Street, Kwun Tong
	Mongkok Bank Centre Branch	Bank Centre, 630-636 Nathan Road, Mongkok
	Tsimshatsui Branch	10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
New Territories:	Tsuen Wan Branch	Basement 1/F, Emperor Plaza, 263 Sha Tsui Road, Tsuen Wan

Both WHITE and YELLOW application forms, completed in all respects (to which cheques or banker's cashier orders should be securely stapled), should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank referred to above during the following dates and times:

Tuesday, 18th December, 2001 — 9:00 a.m. to 4:00 p.m.
Wednesday, 19th December, 2001 — 9:00 a.m. to 4:00 p.m.
Thursday, 20th December, 2001 — 9:00 a.m. to 4:00 p.m.
Friday, 21st December, 2001 — 9:00 a.m. to 12:00 noon

Subject to the terms and conditions set out in the Prospectus and the application forms relating thereto, applications made on WHITE and YELLOW application forms must be received by no later than 12:00 noon on Friday, 21st December, 2001 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force as described in the section headed "How to apply for the Public Offer Shares" of the Prospectus).

The Offer Price, the level of indication of interests in the Placing, the results of the applications under the Public Offer, the basis of allotment of

Public Offer Shares, and the identification document numbers of successful applicants are expected to be announced in the Hong Kong iMail (in English) and the Hong Kong Economic Journal (in Chinese) and on the GEM website on or before Friday, 28th December, 2001.

This announcement and a copy of the Prospectus referred to above will appear on the GEM website.

By order of the board
Inworld Group Limited
Ngai Kwok Kin, Kevin
Chairman

Hong Kong, 18th December, 2001

This announcement and a copy of the Prospectus will remain on the GEM website at <http://www.hkgem.com> for at least 7 days from the day of its posting.

** For identification only*