

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: Inworld Group Limited

Stock code (ordinary shares): 8100

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 **5th August, 2002**.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 31st December, 2001

Name of Sponsor(s) : Sun Hung Kai International Limited

Names of directors : Executive Directors:
Mr. Ngai, Kwok Kin, Kevin
Mr. Chan, Wai Lun
Mr. Mak, Chee Yeong

Independent Non-executive Directors:
Mr. Leung, Chun Cheng
Mr. Cheng, Koon Cheung

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	Approximate Percentage of Shareholding (%)	Number of Shares
City Lion Worldwide Limited (Note 1)	32.47	187,012,800
Styland (Overseas) Limited (Note 1)	32.47	187,012,800
Styland Holdings Limited (Note 1)	32.47	187,012,800
Dynamate Limited (Note 2)	26.07	150,163,200
Ngai, Kwok Kin, Kevin (Note 2)	26.07	150,163,200

Joyview International Limited (Note 3)	14.63	84,283,200
Chan, Wai Lun (Note 3)	14.63	84,283,200

Notes:

1. These shares of the Company (the “Shares”) are beneficially owned by and registered in the name of City Lion Worldwide Limited. City Lion Worldwide Limited is a wholly-owned subsidiary of Styland (Overseas) Limited, which is in turn a wholly-owned subsidiary of Styland Holdings Limited. Styland (Overseas) Limited and Styland Holdings Limited are deemed to be interested in the 187,012,800 Shares held by City Lion Worldwide Limited under the Securities (Disclosure of Interests) Ordinance.
2. These Shares are beneficially owned by and registered in the name of Dynamate Limited, the entire issue share capital of which is wholly and beneficially owned by Mr. Ngai, Kwok Kin, Kevin.
3. These Shares are beneficially owned by and registered in the name of Joyview International Limited, the entire issued share capital of which is beneficially and wholly owned by Mr. Chan, Wai Lun.

Name(s) of company(ies) listed on : Not applicable
GEM or the Main Board of the Stock
Exchange within the same group as
the Company

Financial year end date : 30th June

Registered address : P.O. Box 309, Uglan House, South Church Street, George Town,
Grand Cayman, Cayman Islands, British West Indies.

Head office and principal place of : 3/F, Chinese Club Building, 21-22 Connaught Road Central, Central,
business Hong Kong.

Web-site address (if applicable) : www.inworld.com.hk

Principal share registrar : Bank of Butterfield International (Cayman) Limited
Butterfield House, 68 Fort Street, P.O. Box 705, George Town, Grand
Cayman, Cayman Islands, British West Indies.

Branch share registrar : Tengis Limited
4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong.

Auditors : Charles Chan, Ip & Fung CPA Ltd.
37th Floor, Hennessy Centre, 500 Hennessy Road, Causeway Bay,
Hong Kong.

B. Business activities

The Group is principally engaged in the business as a system solutions provider. The Group assists its customers in defining their online business strategies, developing customised e-commerce systems and integrating web applications with their existing information systems or computer applications and provides them with e-commerce applications and platform service. In order to enhance the Group’s system solutions business, the Group also provides its customers with the ancillary support of (i) a B2C and B2B e-commerce platform which operates on an application developed by the Group; and (ii) Internet portals through which the Group’s system solutions business is promoted and its services and products are marketed.

C. Ordinary shares

Number of ordinary shares in issue : 578,632,000 shares of HK\$0.01 each in the share capital of the Company

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

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

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

D. Warrants : Not applicable

Stock code :

Board lot size :

Expiry date :

Exercise price :

Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding :

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

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).

Number of share options granted and outstanding subject to Pre-IPO Share Option Scheme 54,338,000

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor: **Not applicable**

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:

Mr. Ngai, Kwok Kin, Kevin

Mr. Chan, Wai Lun

Mr. Mak, Chee Yeong

by Ngai, Kwok Kin, Kevin as the lawful attorney of Mr. Mak, Chee Yeong as Executive Director

Mr. Leung, Chun Cheng

by Ngai, Kwok Kin, Kevin as the lawful attorney of Mr. Leung, Chun Cheng as Independent Non-executive Director

Mr. Cheng, Koon Cheung

by Ngai, Kwok Kin, Kevin as the lawful attorney of Mr. Cheng, Koon Cheung as Independent Non-executive Director