

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 : **KanHan Technologies Group Limited**

Stock code (ordinary shares) : **8175**

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 29 November 2004.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 25 February 2003

Name of Sponsor(s) : South China Capital Limited

Name of directors:

<u>Executive Directors</u>	<u>Non-executive Director</u>	<u>Independent Non-executive Directors</u>
Mr. Mo Wai Ming, Lawrence Ms. Wai Lai Yung Mr. Lee Chi Ming	Mr. Yuen Ka Lok, Ernest	Ms. Li Mo Ching, Joyce Ms. Tam Cheuk Ling, Jacqueline Mr. Kwok Chi Sun, Vincent

Name(s) of substantial shareholders
(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</u>	<u>Number of ordinary shares held</u>	<u>Percentage of the issued share capital</u>
Mr. Mo Wai Ming, Lawrence	176,008,000	30.14
YesMobile Holdings Company Ltd.	97,286,400	16.67
Ms. Wai Lai Yung (note 1)	86,584,000	14.83
Alexandra Investment Manager, LLC	75,010,000	12.85

Note: (1) These shares are attributable to Ms. Wai Lai Yung in respect of the 2,512,000 shares held by herself and the 3,616,000 shares held by Metrolink Holdings Limited, 40,432,000 shares held by ZMGI Corporation and 40,024,000 shares held by Golden Nugget Resources Limited respectively in her capacity as a beneficial owner of these companies.

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 December

Registered address : Caledonian Bank & Trust Limited
Caledonian House, P.O. Box 1043, George Town,
Grand Cayman, Cayman Islands

Head office and principal place of business	:	15/F., Sun House 181 Des Voeux Road Central Hong Kong
Web-site address (if applicable)	:	http://www.kanhan.com
Share registrar	:	Principal share registrar: Butterfield Bank (Cayman) Limited Butterfield House 68 Fort Street P.O. Box 705 George Town Grand Cayman Cayman Islands Branch share registrar: Standard Registrars Limited G/F, Bank of East Asia Harbour View Centre 56 Gloucester Road Wanchai Hong Kong
Auditors	:	Deloitte Touche Tohmatsu

B. Business activities

The Company together with its subsidiaries (together referred to as the “**Group**”) are principally engaged in developing and marketing a patented server based technology for its real time on-line communications software platform for the Chinese language. The Group’s technology enables real time translation between simplex and traditional Chinese characters, conversion of Chinese characters and characters of other languages into graphic display for viewing on a wide variety of Internet devices and into speech for hearing over traditional and mobile phones.

C. Ordinary shares

Number of ordinary Shares in issue	:	583,718,400
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	10,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants N/A

E. Other securities

Details of any other securities in issue.

No option has been granted or agreed to be granted by the Company under the Share Option Scheme adopted by the Company on 24 January 2003.

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 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:

Mo Wai Ming, Lawrence

Li Mo Ching, Joyce

Wai Lai Yung

Tam Cheuk Ling, Jacqueline

Lee Chi Ming

Kwok Chi Sun, Vincent

Yuen Ka Lok, Ernest