

## 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 :** **Satellite Devices Corporation**

**Stock code (ordinary shares):** **8172**

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 2 August 2006.

#### **A. General**

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 26 March 2002

Name of Sponsor(s) : N/A

Names of directors : **Executive Director:**  
*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)* Mr. LO Mun Lam, Raymond  
Mr. LEUNG Tak Wah  
Ms. YU Wai Yin, Vicky

**Independent Non-Executive Director:**  
Mr. LUM Pak Sum  
Mr. SUM Chun Ho  
Mr. WAN Kwok Pan

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 : See attachment A

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, Cayman Islands British West Indies
Head office and principal	:	Suite 14A, Shun Ho Tower 24-30 Ice House Street Central, Hong Kong
Web-site address (if applicable)	:	www.satellite-devices.com
Share registrar	:	Computershare Hong Kong Investor Services Limited 46 <sup>th</sup> Floor, Hopewell Centre 183 Queen's Road East, Hong Kong
Auditors	:	Graham H.Y. Chan & Co. Unit 1, 15 <sup>th</sup> Floor, The Center 99 Queen's Road Central Hong Kong

**B. Business activities**

The Group is an independent provider of location-based technology solutions and innovations. Leveraging on its expertise in market available GPS hardware, knowledge and innovations of location-based technology applications, the Group integrates third-party core semi-conductor chipsets offered by worldwide GPS chip manufacturers with its proprietary device-level embedded software and external user software to offer users a range of location-based technology applications. On 31 July 2006, the Group acquired Hip Kin Retailing Ltd. ("HKR"). HKR is a distribution and brand management company engaged in the licensed retail sales of high-end, chic apparel and accessories under third-party European brand names.

**C. Ordinary shares**

Number of ordinary shares in issue	:	526,801,488 shares
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	30,000
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 (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A

No. of warrants  
outstanding : N/A

No. of shares falling  
to be issued upon the  
exercise of outstanding warrants : N/A

**E. Other securities**

There are HK\$61,520,000 Convertible Notes of the Company in issue.

**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:

\_\_\_\_\_  
LO Mun Lam, Raymond

\_\_\_\_\_  
LEUNG Tak Wah

\_\_\_\_\_  
YU Wai Yin, Vicky

\_\_\_\_\_  
WAN Kwok Pan

\_\_\_\_\_  
SUM Chun Ho

\_\_\_\_\_  
LUM Pak Sum

**Substantial shareholders**

<b>Name</b>	<b>Nature of interest</b>	<b>Number of New Shares interested or deemed to be interested</b>	<b>Approximate percentage of the issued share capital of the Company</b>
Arcon ( <i>note 1</i> )	Beneficial owner	58,408,800	11.09%
Kingston Finance Limited ( <i>note 1</i> )	Security interest in shares	58,408,800	11.09%
The Creditor ( <i>note 2</i> )	Beneficial owner	13,517,172	2.57%
Far East Technology International Ltd.	Beneficial owner	54,223,600	10.29%

*Notes:*

1. The 58,408,800 Shares are held by Arcon, a company wholly-owned by Arcontech Corporation. Accordingly, Arcontech Corporation is deemed to be interested in the 58,408,800 Shares. Arcon had granted a security interest over the 58,408,800 Shares as security of Kingston Finance Limited.
2. The 13,517,172 Shares are held by the Creditor, a company wholly-owned by Wu Ling Yee. Accordingly, Wu Ling Yee is deemed to be interested in the 13,517,172 New Shares.