

## 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 : Vodatel Networks Holdings Limited**

**Stock code (ordinary shares): 8033**

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 3<sup>rd</sup> October 2002.

#### **A. General**

Place of incorporation	:	Bermuda
Date of initial listing on GEM	:	25 <sup>th</sup> February, 2000
Name of Sponsor(s)	:	Core Pacific-Yamaichi Capital Limited
Names of directors ( <i>please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive</i> )	:	<u>Executive Directors:</u> Mr. José Manuel dos Santos Mr. Yim Hong Mr. Kuan Kin Man Ms. Monica Maria Nunes  <u>Independent Non-Executive Directors:</u> Mr. Chui Sai Cheong Mr. Lo King Chiu, Charles
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	:	Eve Resources Limited: 293,388,000 ordinary shares (Taking into account of the full exercise of Over-allotment Options.)

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	:	30 <sup>th</sup> June
Registered address	:	Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
Head office and principal place of business	:	No. 74 da Rua da Felicidade, Edf. Vodatel, Taipa, Macau
Principal place of business in Hong Kong	:	Room 1401, 14/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong
Web-site address (if applicable)	:	<a href="http://www.vodatelsys.com">http://www.vodatelsys.com</a>
Share registrar (Hong Kong)	:	Abacus Share Registrars Limited
Auditors	:	PricewaterhouseCoopers

## ***B. Business activities***

The Group is one of the leading network solution providers in the PRC, specialising in DDN, Frame Relay, ATM and IP technologies. The Group provides fully integrated services ranging from provision of networking equipment to network planning, design, installation and implementation as well as after-sales maintenance and technical support to public telecommunications service providers including China Telecom, China Unicom and China Mobile, and enterprises in the PRC and Macau markets.

Among the many major network communications projects in the PRC carried out by the Group, the Group launched the PRC's first public DDN in Shanghai, and the country's first provincial broadband Frame Relay / ATM network, which was based in the Hunan Province. Today, the Group supports the public data networks of China Telecom in 18 provinces, municipalities and autonomous regions in the PRC, including the public network of Guangdong China Telecom in the Guangdong Province which, the Directors believe, is the largest provincial network in the country.

The Group also operates representative offices in 13 provinces, all backed up by teams of local network engineers, and runs a 24-hour hotline centre in Zhuhai and a service hub in Guangzhou to provide nationwide backup support.

**C. Ordinary shares**

Number of ordinary shares in issue	:	607,984,000
Par value of ordinary shares in issue	:	HK\$0.10 each
Board lot size (in number of shares)	:	2,000
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 <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	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**

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).*

Under a share option scheme approved by the shareholders of the Company, the Board of Directors of the Company may, at its discretion, grant options to eligible employees of the Group, including executive directors, to subscribe for shares in the Company. On 15<sup>th</sup> August 2000 and 1<sup>st</sup> August 2001 share options to subscribe for 1,450,000 shares and 2,088,000 shares were respectively granted to the Directors of the Company. As at 3<sup>rd</sup> October 2002, none of the Directors exercised the share options granted on the above-mentioned dates.

## **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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José Manuel dos Santos

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Yim Hong

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Kuan Kin Man

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Monica Maria Nunes

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Chui Sai Cheong

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Lo King Chiu, Charles