

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (“GEM”)

Company Information Sheet

The Stock Exchange of Hong Kong Limited (“Exchange”) 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 (“Company”) which is listed on GEM of 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 GEM (“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 30th September, 2004.

A. General

Place of incorporation	:	Bermuda
Date of initial listing on GEM	:	25th February, 2000
Name of Sponsor(s)	:	Not applicable (“N/A”)
Names of directors (<i>please distinguish the status of the directors — Executive, Non-Executive or Independent Non-Executive</i>)	:	<u>Executive:</u> José Manuel dos Santos Yim Hong Kuan Kin Man Monica Maria Nunes <u>Independent Non-Executive:</u> Chui Sai Cheong Lo King Chiu Charles Fung Kee Yue Roger
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 Exchange within the same group as the Company	:	MegaInfo Holdings Limited
Financial year end date	:	31st December
Registered address	:	Clarendon House, 2 Church Street, Hamilton HM11, Bermuda
Head office and principal place of business	:	74 da Rua da Felicidade, Edif. Vodatel, Taipa, the Macao Special Administrative Region of the People's Republic of China ("Macao")
Principal place of business in Hong Kong	:	Room 1401, 14th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong")
Web-site address (if applicable)	:	http://www.vodatelsys.com
Share registrar (Hong Kong)	:	Abacus Share Registrars Limited
Auditors	:	PricewaterhouseCoopers

B. Business activities

The Company and its subsidiaries ("Group") are one of the leading network solutions providers in the People's Republic of China, 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 mainland China and Macao markets.

Among the many major network communications projects in mainland China carried out by the Group, the Group launched the first public DDN of mainland China in Shanghai, and its 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 20 provinces, municipalities and autonomous regions in mainland China, including the public network of Guangdong China Telecom in the Guangdong Province which, the directors of the Company ("Directors") believe, is the largest provincial network in the country.

The Group also operates representative offices in 12 provinces and municipalities, all backed up by teams of local network engineers and a service hub in Guangzhou to provide nationwide backup support.

C. Ordinary shares

Number of ordinary shares in issue	:	613,819,000
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).

Share Option Scheme

At the Special General Meeting held on 5th November, 2002, resolutions were passed to (a) terminate the share option scheme adopted by the Company on 10th February, 2000 (“Old Share Option Scheme”) and adopt a new scheme (“New Share Option Scheme”); and (b) cancel the outstanding options granted under the Old Share Option Scheme subject to the consents of the existing optionholders.

On 30th June, 2003, the outstanding share options granted under the Old Share Option Scheme were subsequently cancelled with the consents of the existing optionholders and that a total of 17,138,000 share options were re-granted under the New Share Option Scheme to the existing optionholders at an exercise price of HK\$0.42 per share and are exercisable from 30th June, 2003 to 29th June, 2006 (both dates inclusive).

Responsibility statement

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 (“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:

José Manuel dos Santos

Yim Hong

Kuan Kin Man

Monica Maria Nunes

Chui Sai Cheong

Lo King Chiu Charles

Fung Kee Yue Roger