

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: Sing Lee Software (Group) Limited
新利軟件(集團)股份有限公司

Stock code (ordinary shares): 8076

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 31 December 2002.

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 5 September 2001

Name of Sponsor : Core Pacific - Yamaichi Capital Limited

Names of directors : *Executive Directors:*
Hung Yung Lai (熊融禮)
Cui Jian (崔堅)
Duan Patrick(段曉暉)
Li Kei Ling (李其玲)

Independent non-executive Directors
Pan Yun He (潘雲鶴)
Wang Gui Guo (王貴國)

Qualified Accountant and Company Secretary : Tang Ngai Man *AHKSA, CPA (Aust)*

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	Percentage of holding
	Goldcorp Industrial Limited (<i>Note</i>)	50.7%

Note:

Goldcorp Industrial Limited is a company incorporated in the BVI equally owned by Mr. Hung Yung Lai and Great Song Enterprises Limited, which is a company incorporated in the BVI entirely owned by Ms. Li Kei Ling.

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 : Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Head office and Principal place of business : *Hong Kong:*
32/F., Morrison Plaza
5-9A Morrison Hill Road
Wanchai
Hong Kong

Web-site address (if applicable) : www.singlee.com.cn

Share registrar : The Bank of Bermuda Limited
6 Front Street
Hamilton, HM 11
Bermuda

Abacus Share Registrars Limited
5/F, Wing On Centre
111 Connaught 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 a developer and provider of information and network technologies and services to the Financial Industry in the PRC.

The Group mainly provides IT related services such as the design, installation and maintenance of IT systems and the provision of electronic products and software as a total application solution to commercial banks and securities brokerage firms in the PRC. For the commercial banking sector, the Group provides banking application solutions such as POS systems, electronic payment gateways and monetary software to the commercial banks in the PRC. For the securities brokerage sector, the Group provides securities application solutions such as securities transaction software, monetary transfer software and network and system consulting services to the securities brokerage firms in the PRC.

C. Ordinary shares

Number of ordinary shares in issue : 603,000,000

Par value of Ordinary Shares in issue : HK\$0.01

Board lot size (in number of shares) : 5,000 Shares

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 : 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

Number of share options granted and remain outstanding : 60,230,000 share options were granted by the Company on 8th April, 2002 at the exercise price of HK\$0.614 per share and 57,370,000 share options remain outstanding as at the date of this form.

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:

Hung Yung Lai
Director

Cui Jian
Director

Duan Patrick
Director

Li Kei Ling
Director

Pan Yun He
Director

Wang Gui Guo
Director