

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: **CyberM International (Holdings) Limited**

Stock code (ordinary shares): 08017

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 21 November 2003

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 17 August 2000

Name of Sponsor (s) : not applicable

Names of directors:

(please distinguish the status of the
directors - Executive, Non-Executive or
Independent Non-Executive)

:	LAU Chiu Pui	(executive director)
	LAI Shu Pui, Fergus	(executive director)
	WONG Kit Mei	(executive director)
	CHIU Raymond Yim	(non-executive director)
	CHAN Wai Choi, Glenn	(independent non-executive director)
	KWAN Ngan Hing, Edith	(independent non-executive director)

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	:	Noble Class Group Limited, shareholder of 191,250,000 ordinary shares in the Company
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	not applicable
Financial year end date	:	31 March
Registered address	:	Canon's Court 22 Victoria Street Hamilton HK12 Bermuda
Head office and principal place of business	:	2007-9, China Resources Building No.26 Harbour Road Wan Chai Hong Kong
Web-site address (if applicable)	:	http://www.cyberm.com.hk
Share registrar	:	Computershare Hong Kong Investor Services Limited Rooms 1901-1905, 19th Floor, Hopewell Centre 183 Queen's Road East, Hong Kong
Auditors	:	Charles Chan, Ip & Fung CPA Ltd. Certified Public Accountants 37th Floor, Hennessy Centre 500 Hennessy Road, Causeway Bay Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.),

A mobile B2B eBusiness solutions provider using ASP approach and targeting the SMEs in the Greater China Region. The Group focuses on Internet-based B2B eBusiness solutions and mobile and wireless computing. It has been delivering business application solutions to the substantial SME community in Hong Kong for over nine years. Over the past decade, the Group has developed and launched Internet-based B2B eBusiness solution, mobile and wireless solution, customised business application solutions and packaged software solutions under its own brand names.

C. Ordinary shares

Number of ordinary shares in issue	:	250,060,000
Par value of ordinary shares in issue	:	HK\$0.10

Board lot size (in number of shares) : 4,000 shares per lot

Name of other stock exchange(s) on which ordinary shares are also listed : not applicable

D. Warrants

Stock code : not applicable

Board lot size : not applicable

Expiry date : not applicable

Exercise price : not applicable

Conversion ratio : not applicable
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants Outstanding : not applicable

No. of shares falling to be issued upon the exercise of outstanding warrants : not applicable

E. Other securities

Share options granted to full time employees:

Date	Options granted	Options exercised	Options lapsed	No. of employees involved	Outstanding options
4 September 2000	19,880,000			41	19,880,000
21 September 2000		(60,000)		(1)	19,820,000
23 October 2000 to 13 December 2000			(2,268,000)	(6)	17,552,000
14 December 2000 to 28 March 2001			(4,704,000)	(3)	12,848,000
29 March 2001 to 17 August 2001			(3,060,000)	(10)	9,788,000
18 August 2001 to 18 November 2002			(188,000)	(5)	9,600,000
19 November 2002 to 21 November 2003			(3,232,000)	(6)	6,368,000

As at 21 November 2003, there are 6,368,000 shares options granted to 10 full time employees (including executive directors) remained outstanding.

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:

.....
LAU Chiu Pui

.....
LAI Shu Pui, Fergus

.....
WONG Kit Mei

.....
CHIU Raymond Yim

.....
CHAN Wai Choi, Glenn

.....
KWAN Ngan Hing, Edith