



香港交易所

THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

26 July 2004

The GEM Listing Committee of The Stock Exchange of Hong Kong Limited criticises ePro Limited (the “Company”) for breaching the then Rule 17.15 and Rule 17.22 of the GEM Listing Rules

At a disciplinary hearing held on 4 May 2004, the GEM Listing Committee conducted a hearing into possible breaches by the Company of its obligations under, inter alia, the then Rule 17.15 and Rule 17.22 of the Rules Governing the Listing of Securities of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GLR”). The GEM Listing Committee concluded that the Company was in breach of the said provisions and decided to impose a public statement which involves criticism.

The Company was required under:

- (i) the then Rule 17.15 of the GLR to disclose the relevant advance to an entity which exceeds 25% of the Company’s net tangible assets; and
- (ii) Rule 17.22 of the GLR to disclose the information specified under Rule 17.17 in the Company’s half-year, quarterly or annual report where the relevant advance continues to exist at the Company’s half yearly or quarterly period end or annual financial year end.

The Company’s annual report for the year ended 30 June 2002 showed that an amount of about HK\$9.6 million was due from an entity, Emproson Limited (the “Advance”). The Advance exceeded 25% of the Company’s net tangible assets for the year ended 30 June 2002. The Company was therefore obliged to disclose the Advance under the then Rule 17.15 of the GLR on 23 September 2002 when the Company released its results for the year ended 30 June 2002. The Advance continued to exist on 30 September 2002 and the Company was obliged to make disclosure of the Advance under Rule 17.22 of the GLR in its quarterly report dated 13 November 2002 for the quarter ended 30 September 2002. The Company only disclosed the Advance to the public until 24 December 2002. The Company admitted breaching the said provisions of the GLR.

“Accurate and timely disclosure and reporting of information in accordance with Chapter 17 of the GLR is necessary for the Company’s shareholders and the investing public to appraise the position of the Company. The Exchange attaches great importance to these provisions which are designed to ensure that investors have and can maintain confidence in the market. The Exchange will continue to take action against companies who breach their disclosure obligations.” Head of Listing, Richard Williams said.