

A. FURTHER INFORMATION ABOUT THE COMPANY**1. Incorporation**

The Company was incorporated as an exempted company with limited liability in Bermuda under the Companies Act on 29 July 2002. The Company has established its head office and principal place of business in Hong Kong at Workshop Unit No. 5, 5/F., Harbour Center, Tower 1, No. 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong and was registered as an oversea company in Hong Kong under Part XI of the Companies Ordinance on 26 September 2002. Ms. Chan Chik Ching Olivia has been appointed as the agent of the Company for the acceptance of service of process and notices on behalf of the Company at 2805, 28/F., Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong.

As the Company was incorporated in Bermuda, it operates subject to Bermuda law and to its constitutive documents comprised a memorandum of association and bye-laws of the Company. A summary of certain parts of its constitution and relevant aspects of the Bermuda company law is set out in Appendix IV to this prospectus.

2. Changes in share capital of the Company

As at the date of incorporation of the Company, its authorised share capital was HK\$100,000 divided into 1,000,000 Shares of HK\$0.10 each, all of which were issued and allotted fully paid to Successful Gold (a wholly-owned subsidiary of OGHL) on 19 August 2002. On 9 June 2003, the authorised share capital of the Company was increased from HK\$100,000 divided into 1,000,000 Shares of HK\$0.10 each to HK\$100,000,000 divided into 1,000,000,000 Shares of HK\$0.10 each, such shares carrying the rights and being subject to the restrictions as set out in the Bye-laws of the Company.

Assuming that the Share Offer becomes unconditional and the issue of the New Shares and the Shares pursuant to the Capitalisation Issue are made, but taking no account of any Shares which may fall to be issued upon the exercise of the Over-allotment Option, the authorised share capital of the Company will be HK\$100,000,000 divided into 1,000,000,000 Shares and the issued share capital of the Company will be HK\$47,500,000 divided into 475,000,000 Shares, all fully paid or credited as fully paid, with 525,000,000 Shares remaining unissued. Other than pursuant to the exercise of the Over-allotment Option, there is no present intention to issue any part of the authorised but unissued share capital of the Company and, without the prior approval of the shareholders of the Company in general meeting, no issue of Shares will be made which would effectively alter the control of the Company.

Save as aforesaid, there has been no alteration in the share capital of the Company since its incorporation.

3. Written resolutions of the shareholders of the Company passed on 10 June 2003

Pursuant to the written resolutions of the shareholders of the Company passed on 10 June, 2003:

- (a) the Company adopted its new Bye-laws;
- (b) conditionally on the same conditions as stated under the sub-section headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” of this prospectus herein:
 - (i) the Share Offer and the Over-allotment Option were approved and the Directors were authorised to allot and issue the New Shares and the Shares which may fall to be issued if the Over-allotment Option is exercised; and
 - (ii) the Capitalisation Issue was approved and conditional further on the share premium account of the Company being credited as a result of the Share Offer, the Directors were authorised to capitalise an amount of HK\$39,427,332.4 standing to the credit of the share premium account of the Company and to appropriate such amount as to capital to pay up in full at par 394,273,324 Shares for allotment and issue to the persons whose names appear on the register of members of the Company at the close of business on 25 June 2003 in proportion to their then existing shareholdings in the Company, each ranking *pari passu* in all respects with the then existing issued Shares, and the Directors were authorised to give effect to such capitalisation and distribution;
- (c) a general unconditional mandate was given to the Directors to exercise all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issues, scrip dividend schemes or an issue of shares upon the exercise of any subscription rights attached to any warrants of the Company or pursuant to the exercise of the options which may be granted under the Share option scheme adopted by the Company from time to time or other similar arrangement in accordance with the Bye-laws of the Company) Shares with an aggregate nominal value not exceeding the sum of:
 - (i) 20% of the aggregate nominal value of the share capital of the Company in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option); and

- (ii) the aggregate nominal amount of Shares repurchased under the authority granted to the Directors as referred to in paragraph (d) below;

until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held, or the revocation or variation by an ordinary resolution of the shareholders of the Company in a general meeting, whichever is the earlier; and

- (d) a general unconditional mandate was given to the Directors authorising them to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option), until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held, or the revocation or variation by an ordinary resolution of the shareholders of the Company in a general meeting, whichever is the earlier.

4. Corporate reorganisation

The companies comprising the Group underwent a Reorganisation in preparation for the listing of the Shares on the Stock Exchange. Following the Reorganisation, OG Chemicals BVI became the intermediate holding company and the Company became the holding company of the Group. The Reorganisation involved the following:

- (a) OG Chemicals BVI was incorporated in the British Virgin Islands on 24 July 2002.
- (b) On 9 August 2002, one ordinary share in the capital of OG Chemicals BVI was allotted and issued for cash at par to Successful Gold.
- (c) On 6 June 2003, two ordinary shares in the capital of Kenlap were allotted and issued for cash at par to OG Chemicals BVI and its nominee.
- (d) On 6 June 2003,
 - (i) in consideration of the allotment and issuance of 1,006,476 shares of US\$0.01 each in the capital of OG Chemicals BVI to Successful Gold, 1,006,477 shares of HK\$1.00 each in the issued share capital of Kenlap held by Successful Gold

and its nominee were converted into 1,006,477 non-voting deferred shares of HK\$1.00 each carrying the rights and subject to the restrictions set out in the paragraph headed “Rights and restrictions of the non-voting deferred shares” below; and

- (ii) in consideration of the allotment and issue of 106,875 shares of US\$0.01 each in the capital of OG Chemicals BVI to the twelve of the Independent Subscribers in accordance with their respective proportion in the shareholding in Kenlap, 106,875 shares of HK\$1.00 each in the issued share capital of Kenlap held by the twelve of the Independent Subscribers were converted into 106,875 non-voting deferred shares of HK\$1.00 each carrying the rights and subject to the restrictions set out in the paragraph headed “Rights and restrictions of the non-voting deferred shares” below.
- (e) On 9 June 2003, the Company acquired 1,113,352 shares of US\$0.01 each of OG Chemicals BVI from Successful Gold and the twelve of the Independent Subscribers and issued 1,012,915 Shares, credited as fully paid, to Successful Gold and 213,761 Shares, credited as fully paid, to the twelve of the Independent Subscribers.

5. Rights and restrictions of the non-voting deferred shares

The rights and restrictions of the non-voting deferred shares in the share capital of Kenlap referred to in the paragraph headed “Corporate Reorganisation” above are set out below:

- (a) **income:** the profits which Kenlap may determine to distribute in respect of any financial year shall be distributed as among the holders of the ordinary shares only according to the amounts paid up on the ordinary shares held by them respectively and no part of the profits shall be distributed among the holders of the non-voting deferred shares;
- (b) **capital:** on a return of assets on winding up (but not otherwise), the assets of Kenlap to be returned shall be distributed as regards the first HK\$100,000,000,000,000 thereof among the holders of the ordinary shares in proportion to the nominal amounts of the ordinary shares held by them respectively and one per cent. of the balance of such assets shall belong to and be distributed among the holders of the non-voting deferred shares and ninety-nine per cent. thereof to and among the holders of the ordinary shares in proportion in each case to the nominal amounts of the shares held by them respectively; on all other distributions or returns of assets or capital, the same shall be made to the holders of the ordinary shares only, according to the amounts paid up on the ordinary shares held by them respectively;

- (c) **voting:** on a show of hands every holder of ordinary shares shall have one vote, and on a poll every holder of ordinary shares present in person or by proxy shall have one vote for every ordinary share held by him but the non-voting deferred shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting of Kenlap (and so that references to members and shareholders in the articles of association of Kenlap shall, where it is relating to receiving notice of or attending or voting at a general meeting of Kenlap, be deemed to be references to holders of ordinary shares);
- (d) **purchase by Kenlap:** Kenlap shall have the irrevocable right and authority at any time to appoint any person execute on behalf of any or all of the holders of the non-voting deferred shares a transfer thereof and/or an agreement to transfer the same (in accordance with the provisions of the Companies Ordinance), and related sold notes, without being required to make any payment to or obtain the sanction or consent of the holder thereof, to Kenlap or such person as Kenlap may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate for such non-voting deferred shares;
- (e) **no right to profits/assets:** save as stated in (b) above the holders of non-voting deferred shares shall not be entitled to any participation in the profits or assets of Kenlap; and
- (f) **variation/abrogation of rights:** any allotment, issue or creation of securities or options for the subscription of securities of Kenlap with preferential rights or entitlements to or which rank pari passu with the non-voting deferred shares and any purchase or redemption by Kenlap of any non-voting deferred shares shall not and shall be deemed not to constitute a variation or abrogation of the rights attaching to the non-voting deferred shares in issue from time to time.

6. Changes in share capital of subsidiaries

The Company's subsidiaries are referred to in the accountants' report, the text of which is set out in Appendix I to this prospectus.

Save as mentioned hereunder and in the paragraph headed "Corporate reorganisation" in this appendix, there has been no alteration in the share capital of any of the subsidiaries of the Company within the two years immediately preceding the date of this prospectus:

- (a) on 1 July 2001, Kenlap established Kenlap Zhuhai, a wholly foreign-owned enterprise established in Zhuhai, the PRC with an approved registered capital of HK\$60,000,000;

- (b) on 7 September 2001, Kenlap Chemicals Limited was incorporated in Hong Kong as a private company limited by shares with an authorised share capital of HK\$10,000 divided into 10,000 of HK\$1.00 each;
- (c) on 31 January 2002, Dynamic Market was incorporated in the BVI as a company with limited liability with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each;
- (d) on 17 April 2002, Kenlap increased its authorised share capital from HK\$1,000,000 to HK\$2,000,000 by the creation of 1,000,000 shares of HK\$1.00 each;
- (e) on 30 April 2002,
 - (i) Kenlap entered into a subscription agreement with Sino First Profits Limited pursuant to which Kenlap allotted and issued 48,582 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Sino First Profits Limited;
 - (ii) Kenlap entered into a subscription agreement with Sino Metro Group Limited pursuant to which Kenlap allotted and issued 3,238 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Sino Metro Group Limited;
 - (iii) Kenlap entered into a subscription agreement with Golden Base International Inc. pursuant to which Kenlap allotted and issued 9,716 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Golden Base International Inc.;
 - (iv) Kenlap entered into a subscription agreement with Top Billion Limited pursuant to which Kenlap allotted and issued 6,477 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Top Billion Limited;
 - (v) Kenlap entered into a subscription agreement with Southern Star Investments Limited pursuant to which Kenlap allotted and issued 1,619 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Southern Star Investments Limited;
 - (vi) Kenlap entered into a subscription agreement with Lee Yuen Yee Ada pursuant to which Kenlap allotted and issued 1,619 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Lee Yuen Yee Ada;
 - (vii) Kenlap entered into a subscription agreement with Lam Sze Ming pursuant to which Kenlap allotted and issued 1,619 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Lam Sze Ming;

- (viii) Kenlap entered into a subscription agreement with Rich Easy Limited pursuant to which Kenlap allotted and issued 16,194 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Rich Easy Limited;
- (f) on 17 May 2002,
- (i) Kenlap entered into a subscription agreement with Lai Suk Kuen pursuant to which Kenlap allotted and issued 4,210 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Lai Suk Kuen;
- (ii) Kenlap entered into a subscription agreement with Wong Wai Kuen pursuant to which Kenlap allotted and issued 3,238 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Wong Wai Kuen;
- (iii) Kenlap entered into a subscription agreement with Ng Yau Keung pursuant to which Kenlap allotted and issued 1,619 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Ng Yau Keung;
- (iv) Kenlap entered into a subscription agreement with Liu Chi Bun pursuant to which Kenlap allotted and issued 8,744 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Liu Chi Bun;
- (v) Kenlap entered into a subscription agreement with Bank Sarasin-Rabo (Asia) Limited (formally known as Rabobank Asia Limited) pursuant to which Kenlap allotted and issued 6,477 ordinary shares of HK\$1.00 each at the consideration of HK\$308.75 per share to Bank Sarasin-Rabo (Asia) Limited;
- (g) on 21 May 2002, Dynamic Market allotted and issued 1 share of US\$1.00 to Kenlap at its nominal value.
- (h) on 24 July 2002, OG Chemicals BVI was incorporated in the BVI as a company with limited liability with an authorised share capital of US\$50,000 divided into 5,000,000 shares of US\$0.01 each.
- (i) on 25 July 2002, Kenlap acquired from each of Common Seal Limited and Red Seal Limited 1 Share of HK\$1.00 in Kenlap Chemicals Limited at the consideration of HK\$1.00 per share.
- (j) on 9 August 2002, OG Chemicals BVI allotted and issued 1 share of US\$0.01 to Successful Gold at its nominal value.
- (k) on 28 November 2002, Kenlap Zhuhai increased its registered capital from HK\$60,000,000 to HK\$80,000,000.

7. Repurchase by the Company of its own securities

(a) Stock Exchange Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their equity securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) on the Stock Exchange by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing will be on the Stock Exchange.

(Note: Pursuant to a resolution in writing passed by the shareholders of the Company on 10 June 2003, a general unconditional mandate ("Repurchase Mandate") was given to the Directors authorising any repurchase by the Company of Shares on the Stock Exchange, or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, of up to 10% of the aggregate nominal value of the share capital of the Company in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option, such mandate to expire at the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by the Bye-laws of the Company or applicable laws of Bermuda to be held, or when revoked or varied by ordinary resolution of shareholders in a general meeting of the Company, whichever shall first occur.)

(ii) Source of funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the bye-laws and the laws of Bermuda. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(iii) Shares to be repurchased

The Listing Rules provide that the shares which are proposed to be repurchased by a company must be fully paid up.

(b) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from the shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

(c) Funding of repurchases

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws of the Company, the Listing Rules and the applicable laws of Bermuda and Hong Kong.

On the basis of the current financial position of the Group as disclosed in this prospectus and taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in this prospectus. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

(d) Exercise of the Repurchase Mandate

Exercise in full of the Repurchase Mandate, on the basis of 475,000,000 Shares in issue immediately after completion of the Share Offer and the Capitalisation Issue (but taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option) and on the basis of 492,828,000 Shares in issue immediately after completion of the Share Offer and the Capitalisation Issue (assuming exercise of the Over-allotment Option in full) could accordingly result in up to 47,500,000 Shares and

49,282,800 Shares respectively being repurchased by the Company during the course of the period prior to the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation by an ordinary resolution of the shareholders of the Company in a general meeting.

(e) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and Bye-laws of the Company and the applicable laws of Bermuda and Hong Kong.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

If as a result of a securities repurchase pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code and the provision may apply as a result of any such increase. The Directors are not aware of any consequences of repurchases which would arise under the Takeovers Code as a result of the repurchase exercised under the Repurchase Mandate.

B. FURTHER INFORMATION ABOUT THE BUSINESS**1. Summary of material contracts**

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years immediately preceding the date of this prospectus and are or may be material:

- (a) an agreement dated 20 November 2001 between Kenlap Zhuhai and CCRI (“Technology Transfer Agreement”) pursuant to which CCRI has agreed to grant its specialised technology use rights to Kenlap Zhuhai for the manufacturing and production of the Electroplating Chemicals and supervise the installation of the production lines in the Zhuhai Plant for the manufacture of Electroplating Chemicals for a consideration of RMB12,200,000;
- (b) a contract for the provision of a production line for the manufacture of Gold Salts dated 20 November 2001 entered into between Kenlap and CCRI, pursuant to which CCRI has agreed to provide the production line and the relevant technical assistance and training for the manufacture of Gold Salts for a consideration of HK\$7,670,000;
- (c) a contract for the provision and installation of a set of production facilities dated 7 January 2002 entered into between Kenlap Zhuhai and CQCC, pursuant to which CQCC has agreed to provide and install the whole set of production facilities at the Zhuhai Plant for a total consideration of RMB36,670,000;
- (d) a supplemental agreement to the Technology Transfer Agreement dated 25 January 2002 entered into between CCRI and Kenlap Zhuhai, pursuant to which the parties herein have agreed that if a third party wishes to buy the same specialised technology acquired by Kenlap Zhuhai from CCRI, CCRI has to inform that third party about the Technology Transfer Agreement and the purchase price being offered to this third party shall not be less than what is offered to Kenlap Zhuhai. Also, in that case, Kenlap Zhuhai shall have the first right of refusal to acquire such technology by offering to CCRI a consideration of not more than twice the consideration under the Technology Transfer Agreement;
- (e) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Sino First Profits Limited pursuant to which Sino First Profits Limited has agreed to subscribe for 48,582 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;

- (f) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Sino Metro Group Limited pursuant to which Sino Metro Group Limited has agreed to subscribe for 3,238 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (g) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Golden Base International Inc. pursuant to which Golden Base International Inc. has agreed to subscribe for 9,716 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (h) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Top Billion Limited pursuant to which Top Billion Limited has agreed to subscribe for 6,477 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (i) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Southern Star Investments Limited pursuant to which Southern Star Investments Limited has agreed to subscribe for 1,619 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (j) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Lee Yuen Yee Ada pursuant to which Lee Yuen Yee Ada has agreed to subscribe for 1,619 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (k) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Lam Sze Ming pursuant to which Lam Sze Ming has agreed to subscribe for 1,619 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (l) a subscription agreement dated 30 April 2002 between Kenlap, OGHL and Rich Easy Limited pursuant to which Rich Easy Limited has agreed to subscribe for 16,194 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (m) a subscription agreement dated 17 May 2002 between Kenlap, OGHL and Lai Suk Kuen pursuant to which Lai Suk Kuen has agreed to subscribe for 4,210 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (n) a subscription agreement dated 17 May 2002 between Kenlap, OGHL and Wong Wai Kuen pursuant to which Wong Wai Kuen has agreed to subscribe for 3,238 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;



- (o) a subscription agreement dated 17 May 2002 between Kenlap, OGH L and Ng Yau Keung pursuant to which Ng Yau Keung has agreed to subscribe for 1,619 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (p) a subscription agreement dated 17 May 2002 between Kenlap, OGH L and Liu Chi Bun pursuant to which Liu Chi Bun has agreed to subscribe for 8,744 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (q) a subscription agreement and a letter agreement both dated 17 May 2002 between Kenlap, OGH L and Bank Sarasin-Rabo (Asia) Limited (formerly known as Rabobank Asia Limited) pursuant to which Bank Sarasin-Rabo (Asia) Limited has agreed to subscribe for 6,477 shares in the share capital of Kenlap at the consideration of HK\$308.75 per share;
- (r) a second supplemental agreement to the Technology Transfer Agreement dated 8 October 2002 entered into between CCRI and Kenlap Zhuhai, pursuant to which CCRI has agreed that (i) Kenlap Zhuhai has a non-exclusive right to sell its Electroplating Chemicals products locally in PRC and for export; and (ii) CCRI will continue to provide to Kenlap Zhuhai certain technical assistance include the R&D results of CCRI which improve the quality of product and the product process of the electroplating Chemicals for a period of 5 years;
- (s) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGH L and Sino First Profits Limited, pursuant to which Sino First Profits Limited has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (t) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGH L and Sino Metro Group Limited, pursuant to which Sino Metro Group Limited has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (u) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGH L and Golden Base International Inc., pursuant to which Golden Base International Inc. has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (v) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGH L and Top Billion Limited, pursuant to which Top Billion Limited has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;

- (w) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Southern Star Investments Limited, pursuant to which Southern Star Investments Limited has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (x) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Lee Yuen Yee Ada, pursuant to which Lee Yuen Yee Ada has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (y) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Lam Sze Ming, pursuant to which Lam Sze Ming has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (z) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Rich Easy Limited, pursuant to which Rich Easy Limited has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (aa) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Lai Suk Kuen, pursuant to which Lai Suk Kuen has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (bb) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Wong Wai Kuen, pursuant to which Wong Wai Kuen has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (cc) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Ng Yau Keung, pursuant to which Ng Yau Keung has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;
- (dd) a supplemental agreement to the subscription agreement dated 15 May 2003 between Kenlap, OGHHL and Liu Chi Bun, pursuant to which Liu Chi Bun has agreed to grant an extension of time to complete the listing of the Company's Shares on the Main Board on or before 15 July 2003;

- (ee) a reorganisation agreement dated 6 June 2003 between Successful Gold, the twelve of the Independent Subscribers and OG Chemicals BVI, pursuant to which each of OG Chemicals BVI and its nominee has been allotted one ordinary share of HK\$1.00 each in Kenlap and the issued shares in Kenlap held by Successful Gold and the twelve of the Independent Subscribers have been converted into non-voting deferred shares in consideration of the allotment and issue of 1,113,351 shares of US\$0.01 each in OG Chemicals BVI to Successful Gold and the twelve of the Independent Subscribers in accordance with their respective proportion in the shareholding in Kenlap;
- (ff) a deed of undertaking dated 27 May 2003 and executed by OGHL and Hing Yip in favour of Kenlap, pursuant to which OGHL and Hing Yip have both undertaken to take all necessary steps and procedures to procure Dao Heng Bank Limited to release Kenlap as guarantor under the corporate guarantee immediately upon the successful listing of the Company on the Stock Exchange;
- (gg) an agreement dated 9 June 2003 and made between (1) Successful Gold and the twelve of the Independent Subscribers as vendors; and (2) the Company as purchaser for the acquisition of the entire issued share capital of OG Chemicals BVI in consideration of the allotment and issue, credited as fully paid, of an aggregate of 1,000,000 Shares to Successful Gold and 226,676 Shares to the twelve of the Independent Subscribers;
- (hh) a deed of undertaking dated 9 June 2003 and executed by the Company in favour of the Stock Exchange, the Sponsors and OGHL whereby the Company has undertaken that the total amounts due from the Company to OGHL will be fully settled by the Company's internal resources upon successful listing on the Stock Exchange;
- (ii) a deed of non-competition undertaking dated 10 June 2003 and executed by OGHL in favour of the Company whereby OGHL has undertaken not to engage in any business in competition with the Group as described the paragraph headed "Non-competition undertaking" of the "Business of the Group" section of this prospectus;
- (jj) a deed of indemnity dated 16 June 2003 and executed by OGHL and Successful Gold, in favour of the Group containing the indemnities referred to in the paragraph headed "Estate duty and tax indemnity" in the section headed "Other information" in this appendix; and
- (kk) the Underwriting Agreements.

2. Intellectual property rights

As at the Latest Practicable Date, the Group has applied for registration of the following trade marks:

Name of Applicant	Mark	Place of Application	Date of Application	Application Number	Class	Products (<i>note 1</i>)
Kenlap		Hong Kong	24 October 2002	200216708	1	Chemicals used in industry, science and photography, as well as in agriculture, horticulture and forestry; potassium gold cyanide; potassium silver cyanide; palladium diammine dichloride; rhodium sulfate; additive for rhodium sulfate and other chemicals
Kenlap		PRC	29 October 2002	3351338	1	Potassium gold cyanide; potassium silver cyanide; palladium diammine dichloride; rhodium sulfate; additive for rhodium sulfate; industrial chemicals; textile-brightening chemicals; chemicals (industrial); waterproofing chemicals (textile); impregnating chemicals (textile); waterproofing chemicals (cement), except paints; solidified gases for industrial purposes; citric acid for industrial purposes; radioactive elements for scientific purposes; smoothness enhancing preparations; chemical reagents (other than for medical or veterinary purposes); photographic sensitizers; unprocessed synthetic resins; fertilizers; fire extinguishing compositions; tempering preparations; soldering chemicals; chemical substances for preserving foodstuffs; tan wood; adhesive for industrial purposes; paper pulp

Note:

1. The products are only a summary of products stated in the relevant application form.

Save as aforesaid, there are no other trade or service marks, patents, other intellectual or industrial property rights which are material in relation to the Group's business.

3. Further information about the Group's PRC establishment

The Group has established Kenlap Zhuhai, a wholly owned subsidiary of the Group. The corporate information of Kenlap Zhuhai is set out below:

Enterprise type	:	wholly foreign-owned enterprise
Investor	:	Kenlap
Legal representative	:	Yip Kim Po
Total investment	:	HK\$105,000,000.00
Total registered capital	:	HK\$80,000,000.00
Term of enterprise	:	30 years
Scope of business	:	the production and trading of Palladium Salt, Rhodium Sulphate, Electroplating Chemicals, Silver Salt and Nitrates

C. FURTHER INFORMATION ABOUT THE DIRECTORS, MANAGEMENT AND STAFF

1. Disclosure of Interests

(a) Directors' interests and short positions in Shares of the Company and its associated corporations

Immediately following completion of the Share Offer and Capitalisation Issue (assuming that the Over-allotment Option is not exercised), the interests of the Directors in the Shares of the Company and its associated corporations (within the meaning of the S & F Ordinance), and the short positions (within the meaning of the S & F Ordinance) of such persons in the Shares of the Company and its associated corporations, which, once the Shares are listed, will have to be notified to the Company and the Stock Exchange

pursuant to section 341 of the S & F Ordinance (including interests which they are taken or deemed to have under the S & F Ordinance) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, or will be required pursuant to section 352 of the S & F Ordinance to be entered in the register of interests referred to therein (all of the aforesaid being “Discloseable Interests”), will be as follows:

Name of Director	Personal interests	Family interests	Corporate interests	Other interests	Total interests
Mr. Yip Kim Po	–	–	–	(Note 1)	–
Mr. Hui Ho Ming, Herbert	–	–	–	(Note 1)	–
Mr. Yao Zongren	–	–	–	(Note 1)	–
Mr. Lau Ping	–	–	–	(Note 1)	–

Note:

1. Successful Gold will be the registered holder of 356,136,000 Shares. Successful Gold is a wholly-owned subsidiary of OGHL. OGHL, by virtue of the S & F Ordinance, is deemed to be interested in all the Shares in which Successful Gold is interested.

OGHL is a company incorporated in Bermuda on 15 May 1997 whose securities are listed on the Stock Exchange. At the Latest Practicable Date, Mr. Yip Kim Po, Mr. Hui Ho Ming, Herbert, Mr. Yao Zongren and Mr. Lau Ping directly and indirectly held approximately 31.49%, 0.25%, 0.01% and 0.18% respectively of the issued share capital of OGHL.

Save as disclosed above, none of the Directors will at the aforesaid time have any Discloseable Interests.

(b) Substantial shareholder's interests in Shares

Immediately following completion of the Share Offer and the Capitalisation Issue (assuming that the Over-allotment Option is not exercised), so far as the Directors are aware and taking no account of Shares which may be taken up under the Share Offer, the following persons (not being Directors) will have notifiable interests (for the purposes of the S & F Ordinance) in the Shares, being interests in 5% or more of the Shares then in issue:

Name	Registered address	Number of Shares	Approximate Percentage of holding of Shares in issue immediately following the Share Offer and the Capitalisation Issue
Successful Gold <i>(note)</i>	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	356,136,000	75%
OGHL <i>(note)</i>	Clarendon House, 2 Church Street, Hamilton, HM11, Bermuda	356,136,000	75%

Note: Successful Gold will be the registered holder of 356,136,000 Shares. Successful Gold is a wholly-owned subsidiary of OGHL. OGHL, by virtue of the S & F Ordinance, is deemed to be interested in all the Shares in which Successful Gold is interested.

Save as disclosed above, taking no account of Shares which may be taken up under the Share Offer and the Capitalisation Issue, none of the Directors knows of any persons who will immediately following completion of the Share Offer and the Capitalisation Issue (assuming that the Over-allotment Option is not exercised) have a notifiable interest (for the purposes of the S & F Ordinance) in the Shares or, having such a notifiable interest, have any short positions (within the meaning of the S & F Ordinance) in the Shares.

(c) *Other disclosure of interests*

- (i) Each of Mr. Yip Kim Po and Mr. Hui Ho Ming, Herbert, by virtue of his directorship of OGHL, is or may be considered to be interested in the steps of reorganisation to rationalise the Group's structure in preparation for the listing of the Shares in the Stock Exchange and in related transactions and arrangements.
- (ii) Each of Mr. Yip Kim Po and Mr. Hui Ho Ming, Herbert, by virtue of his interests in shares of OGHL, is or may be considered to be interested in the steps of reorganisation to rationalize the Group's structure in preparation for the listing of the Shares in the Stock Exchange and in related transactions and arrangements.
- (iii) Mr. Hui Ho Ming, Herbert, by virtue of his directorship of OGHL, is or may be considered to be interested in the appointment of Kingsway Capital as the Co-Sponsor. Ms. Angela Ho, spouse of Mr. Hui Ho Ming, Herbert, is a director of Kingsway Capital. Kingsway Capital shall receive a fee for its services rendered as the Co-Sponsor to the Share Offer.
- (iv) At the Latest Practicable Date, OGHL was owned as to approximately 9.74% by various authorised funds, unauthorised funds and discretionary accounts ("**Funds & Discretionary Accounts**"). The Funds & Discretionary Accounts are managed by Value Partners Limited and by virtue of the S & F Ordinance, Value Partners Limited is deemed to be interested in all the shares of OGHL in which the Funds and Discretionary Accounts are interested.

Mr. Yeh V-Nee, the independent non-executive Director of the Company, is interested in less than one-third of the issued share capital of Value Partners Limited and he is also one of the non-executive directors of Value Partners Limited.

Mr. Yeh V-nee is not entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of Value Partners Limited nor are Value Partners Limited and/or its directors accustomed or obliged to act in accordance with his directions or instructions. Mr. Yeh V-nee, by virtue of the S & F Ordinance, is therefore not taken as interested in the shares of OGHL or the Company respectively by virtue of his interests held by Value Partners Limited.

- (v) Since 1991, the Group has established strategic relationship with CCRI. Please see the sub-section headed "Strategic Relationship with CCRI" in the section headed "Business of the Group" for further details. Mr. Yao Zongren, an executive Director of the Company, is also an independent director of CCRI.

2. Particulars of service agreements

Each of Mr. Yip Kim Po, Mr. Hui Ho Ming, Herbert, Mr. Yao Zongren and Mr. Lau Ping, being executive Directors has entered into a service agreement with the Company for a term of two years commencing on the date on which dealings of the Shares commence on the Stock Exchange and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Under the service agreements, the executive Directors are entitled to an aggregate monthly salaries of HK\$294,500 with no bonus. All the executive Directors are entitled to all reasonable out-of-pocket expenses and medical benefits on terms to be agreed between the Company and the executive Directors.

Further, each of Mr. Yip Kim Po and Mr. Hui Ho Ming, Herbert, who are also directors of OGHL, has agreed in his service agreement that he would avoid putting himself in a position which shall be in conflict with the interest of the Group. If any one of them contemplates or foresees any potential or actual conflict between the Company and the OGHL Group, he shall declare his interest at the board meeting and abstain from voting in respect of any board resolution considering and/or approving matters for which conflict exists.

3. Directors' remuneration

Remuneration and benefits in kind of approximately HK\$368,000 and HK\$477,000 were paid and granted by the Group to the Directors in respect of the financial year ended 31 March 2002 and the nine months ended 31 December 2002 respectively. Further information in respect of the Directors' emoluments is set out in the Accountants' Report in Appendix I to this prospectus.

Under the current arrangements in force and the service agreements to be entered into by the Directors upon the listing, the aggregate remuneration and benefits in kind which the Directors are entitled to receive the remaining year ending 31 March 2004, excluding the discretionary bonuses payable to the Directors, is expected to be approximately HK\$3.8 million.

None of the Directors or any past directors of any member of the Group has been paid any sum of money for each of the three years ended 31 March 2002 and the nine months ended 31 December 2002 (a) as an inducement to join or upon joining the Company; or (b) for loss of office as a director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group.

There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 31 March 2002 and the nine months ended 31 December 2002.

4. Corporate guarantees

OGHL has provided corporate guarantees in favour of certain banks for debts and liabilities due by certain members of the Group. Such guarantees are expected to be released and replaced by corporate guarantees from the Company immediately after listing of the Shares on the Stock Exchange.

5. Agency fees or commission

Save as disclosed in this prospectus, within the two years preceding the date of this prospectus, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries.

6. Disclaimers

Save as disclosed in this prospectus:

- (a) none of the Directors or chief executive of the Company has any interest in the shares and debentures of the Company and its associated corporations (within the meaning of the S & F Ordinance), and the short positions (within the meaning of the S & F Ordinance) of such persons in the shares of the Company and its associated corporations, which, once the Shares are listed, will have to be notified to the Company and the Stock Exchange pursuant to section 341 of the S & F Ordinance (including interests which they are taken or deemed to have under the S & F Ordinance) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, or will be required pursuant to section 352 of the S & F Ordinance to be entered in the register of interests referred to therein;
- (b) save as disclosed in the paragraph headed “Particulars of service agreements” above, there are no existing or proposed service agreements (excluding agreements expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;
- (c) none of the Directors or the experts named in the paragraph headed “Consents of experts” in this appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to, any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;

- (d) none of the Directors is materially interested in any contract or arrangement subsisting as at the date of this prospectus which is significant in relation to the business of the Group taken as a whole;
- (e) taking no account of Shares which may be taken up under the Share Offer and the Capitalisation Issue, none of the Directors knows of any person (not being a Director or chief executive of the Company) who will immediately following completion of the Share Offer and the Capitalisation Issue be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group; and
- (f) none of the experts named in the paragraph headed “Consents of experts” in this appendix has any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

D. OTHER INFORMATION

1. Estate duty and tax indemnity

Each of Successful Gold and OGHL (“**Indemnifiers**”) has given joint and several indemnities in connection with, taxation and, Hong Kong estate duty which might be payable by any member of the Group by reason of any transfer of property (within the meaning of section 35 of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong)) to any member of the Group on or before the date on which the Share Offer becomes unconditional and other taxation which may be payable by any member of the Group on or before the date on which the Share Offer becomes unconditional except for the following circumstances:

- (i) to the extent that provisions has been made for in the combined audited accounts of the Company up to 31 December 2002;
- (ii) for which any member of the Group is primarily liable as a result of transactions entered into in the ordinary course of business after 31 December 2002;
- (iii) to the extent that such taxation arises or is incurred as a consequence of any retrospective change in the law or the interpretation or practice thereof by the Hong Kong Inland Revenue Department or any other relevant authority coming into force after the date on which the Share Offer becomes unconditional or to the extent such taxation arises or is increased by an increase in rates of taxation after such date with retrospective effect; and

- (iv) to the extent of any provision or reserve made for taxation in the combined audited accounts of any member of the Group up to 31 December 2002 which is finally established to be an over-provision or an excessive reserve provided that the amount of any such provision or reserve applied to reduce the Indemnifiers' liability in respect of taxation shall not be available in respect of any such liability arising thereafter.

The Directors have been advised that no material liability for estate duty is likely to fall on any member of the Group in Bermuda.

2. Litigation

As at the Latest Practicable Date, no member of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

3. Sponsors

The Sponsor and Co-Sponsor have made an application on behalf of the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Shares in issue and to be issued as mentioned herein and any Shares that may be issued under the Over-allotment Option.

4. Preliminary expenses

The estimated preliminary expenses of the Company are approximately US\$5,500 and are payable by the Company.

5. Promoter

The promoter of the Company is OGHL, which is a company incorporated in Bermuda on 15 May 1997 and whose securities are listed on the Stock Exchange. As at the Latest Practicable Date, the issued share capital of OGHL was HK\$398,535,315 divided into 398,535,315 shares of HK\$1.00 each which are fully paid or credited as fully paid, OGHL's current directors, principal bankers and auditors are as follows:–

Directors of the promoter

Yip Kim Po (*chairman*)

Hui Ho Ming, Herbert (*deputy chairman and vice chairman*)

Kwan Yan (*executive director*)

Li Lee Cheung (*executive director*)

Yip Wan Fung (*executive director*)

Chau Po Fan (*independent non-executive director*)

Choy Tak Ho (*independent non-executive director*)

Principal bankers of the promoter

WestLB AG

HSH Nordbank

The Hongkong and Shanghai Banking Corporation Limited

Dao Heng Bank

Nanyang Commercial Bank, Ltd

Bangkok Bank Public Company Limited

Auditors of the promoter

Moores Rowland

Save as disclosed in the this prospectus, no amount or benefit has been paid or given to the promoter in connection with the Share Offer or related transactions described in this prospectus within the two years preceding the date of this prospectus.

6. Consents of experts

JS Cresvale, Kingsway Capital, Moores Rowland, BMI Appraisals Limited, Guangxin Lawyers and Conyers Dill & Pearman have given and have not withdrawn their respective written consents to the issue of this prospectus with copies of their reports, valuation certificates, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
JS Cresvale	Deemed licensed corporation for types 1,4,6,7 and 9 regulated activities under the S & F Ordinance
Kingsway Capital	Deemed licensed corporation for types 4,6 and 9 regulated activities under the S & F Ordinance
Moores Rowland	Chartered Accountants, Certified Public Accountants
BMI Appraisals Limited	chartered surveyors and valuers
Guangxin Lawyers	registered law firm in the PRC
Conyers Dill & Pearman	Bermuda barristers and attorneys

7. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance of Hong Kong so far as applicable.

8. Miscellaneous

- (a) Save as disclosed in this prospectus:
- (i) within the two years preceding the date of this prospectus, no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (ii) save for the put options under the Put Option Deeds, within the two years preceding the date of this prospectus, no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and

- (iii) there has been no material adverse change in the financial position or prospects of the Group since 31 December 2002 (being the date to which the latest audited combined financial statements of the Group were made up).
- (b) The Company has no founder shares, management shares or deferred shares.
- (c) All necessary arrangements have been made to enable the Shares to be admitted into CCASS.
- (d) Each of John Charles Ross Collis and Anthony Deron Whaley, being the Company's Bermuda resident representative and deputy resident representative respectively, is a partner of Conyers Dill & Pearman, and is also the legal adviser on Bermuda law to the Company. Conyers Dill & Pearman will receive usual professional fees in connection with the incorporation of the Company and the Share Offer. Mr. Ira Stuart Outerbridge III, the assistant secretary of the Company, is an employee of Codan Services Limited, a company affiliated with Conyers Dill and Pearman.
- (e) None of JS Cresvale, Kingsway Capital, Moores Rowland, BMI Appraisals Limited, Guangxin Lawyers and Conyers Dill & Pearman:
- (i) is interested beneficially or non-beneficially in any shares in any member of the Group; or
- (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of the Group.

9. Particulars of the Vendors

Particulars of the Vendors are as follows:

Name	Correspondence Address	Description	Number of Sale Shares
Successful Gold (Note 1)	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Island	Corporation	2,306,420
Sino First Profits Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Corporation	17,299,774

Name	Correspondence Address	Description	Number of Sale Shares
Sino Metro Group Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Corporation	1,153,033
Golden Base International Inc.	P.O. Box 71, Craigmuir Chambers, Road Town, Tortola, British Virgin Islands	Corporation	3,459,812
Top Billion Limited	Trustnet Chambers, P.O. Box 3444, Road Town, Tortola, British Virgin Islands	Corporation	2,306,423
Southern Star Investments Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Corporation	576,517
Rich Easy Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Corporation	5,766,591
Lai Suk Kuen	Flat 15C, Tower 8, Laguna Verde, Hung Hom, Hong Kong	–	1,499,157
Liu Chi Bun	Flat 3D, No.41 Cloudview Road, Hong Kong	–	3,113,689
Wong Wai Kuen	1531-2 Beverley Commercial Centre, 87 Chatham Road, Kowloon, Hong Kong	–	1,153,033

Name	Correspondence Address	Description	Number of Sale Shares
Ng Yau Keung	2202, Billion Trade Centre, 31 Hung To Road, Kowloon, Hong Kong	–	576,517
Lee Yuen Yee Ada	12B Stanley Beach Road, Stanley, Hong Kong	–	576,517
Lam Sze Ming	5th Hilder Centre, 2 Sung Ping Street, Hunghom, Kowloon, Hong Kong	–	576,517

Note 1: Successful Gold is a wholly-owned Subsidiary of OGHL. Mr. Yip Kim Po and Mr. Hui Ho Ming, Herbert, the executive Directors of the Company, are also the executive directors of OGHL.

None of the Directors is interested in the sale of the Sale Shares under the Share Offer.