

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: Q9 Technology Holdings Limited

Stock code (ordinary shares): 8129

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 28 February 2003

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 18 May 2001

Name of Sponsor(s) : Anglo Chinese Corporate Finance, Limited

Names of directors: : ***Executive directors:***
(please distinguish the status of the directors
- executive, non-executive or independent
non-executive) LEUNG Lap Yan (Chairman)
LIM Yin Cheng (Chief executive officer)
William TAM Kam Biu (Chief financial officer)
Warren LEUNG Lap Fu
LAU Man Kin
LUN Pui Kan
Clement FUNG Siu To
Phileas KWAN Po Lam
TAO Shi
KWAN Kin Chung

Independent non-executive directors:

IP Chi Wai
Angus TSE Wang Cheung

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	: Mega Fusion Limited	32.09%
	Asia Orient Holdings (BVI) Limited	32.11%
	Asia Orient Holdings Limited	32.11%
	Mr. Poon Jing	32.11%
	Step Up Company Limited	22.74%
	Mr. Leung Lap Yan	22.74%
	Culture.com Technology (BVI) Limited	24.07%
	Culturecom Holdings (BVI) Limited	24.12%
	Culturecom Holdings Limited	24.12%

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 : PO Box 309
Ugland House
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of business : 22nd floor, Asia Orient Tower, Town Place
33 Lockhart Road, Wanchai, Hong Kong

Web-site address (if applicable) : *www.q9tech.com*
www.qcode.com

Share registrar : Central Registration Hong Kong Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : PricewaterhouseCoopers
Certified Public Accountants
22nd floor, Prince's Building
Central
Hong Kong

B. Business activities

Q9 Technology Holdings Limited was founded in 1995 and is one of the leading technology companies in Hong Kong engaged in software and embedded systems development. The group's principal technological innovation is its "matrix mapping system" for inputting characters of different languages and other data and operating the functions and features of small and medium sized electronic appliances such as mobile telephone and personal digital assistants, which usually have small screen display, are of small physical size without a large keyboard or touch screen and employ a low-end microprocessor and memory capacity. The group's flagship product, Q9 character input system, is the first character based language system developed using the group's proprietary "matrix mapping system" for the inputting of Chinese characters. This system is marketed principally in Hong Kong, the PRC and Taiwan directly to retail customers and is licensed for use by institutions and corporations, distributors, suppliers and manufacturers of electronic and information appliances.

C. Ordinary shares

Number of ordinary shares in issue	: 1,246,350,000
Par value of ordinary shares in issue	: HK\$0.01 per share
Board lot size (in number of shares)	: 5,000
Name of other stock exchange(s) on which ordinary shares are also listed	: N/A

D. Warrants

Stock code	: 8355
Board lot size	: 80,000
Expiry date	: 7 August 2003
Exercise price	: HK\$0.125 per warrant
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	: 1:1
No. of warrants outstanding	: 250,000,000
No. of shares falling to be issued upon the exercise of outstanding warrants	: 250,000,000

E. Other securities

	Number of underlying shares outstanding	Exercise price per share
Options granted (which remain exercisable) under the pre-IPO share option scheme adopted by the company on 5 May 2001	216,450,000	HK\$0.36
Options granted (which remain exercisable) under the share option scheme adopted by the company on 7 May 2001	4,720,000	HK\$0.45
	<u>100,000</u>	HK\$0.142
Total:	<u><u>221,270,000</u></u>	

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 connecting with or relating to the information.

Signed:

LEUNG Lap Yan

LIM Yin Cheng

William TAM Kam Biu

Warren LEUNG Lap Fu

TAO Shi

IP Chi Wai

LAU Man Kin

LUN Pui Kan

Clement FUNG Siu To

Phileas KWAN Po Lam

KWAN Kin Chung

TSE Wang Cheung, Angus