

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 8 October 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:
(please distinguish the status of the directors
- executive, non-executive or independent
non-executive)

Executive directors:
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
WAN Xiaolin
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 (Note 1) | 32.10% |
| | Asia Orient Holdings Limited (Note 2) | 32.10% |
| | Poon Jing (Note 3) | 32.10% |
| | Step Up Company Limited | 22.73% |
| | Leung Lap Yan (Note 4) | 22.73% |
| | Winway H.K. Investments Limited | 24.12% |
| | Culturecom Investments Limited (Note 5) | 24.12% |
| | Culturecom Holdings (BVI) Limited (Note 6) | 24.12% |
| | Culturecom Holdings Limited (Note 7) | 24.12% |

Notes :

1. By reason of its controlling Mega Fusion Limited
2. By reason of its controlling Asia Orient Holdings (BVI) Limited
3. By reason of his controlling interest in Asia Orient Holdings limited
4. By reason of his controlling interest in Step Up Company Limited
5. By reason of its controlling Winway H.K. Investments Limited
6. By reason of its controlling Culturecom Investments Limited
7. By reason of its controlling Culturecom Holdings (BVI) Limited

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 | 22 nd 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 | Computershare Hong Kong Investor Services Limited Rooms 1901-5, 19 th Floor Hopewell Centre 183 Queen's Road East Hong Kong |
| Auditors | Grant Thornton <i>Certified Public Accountants</i> 13 th Floor, Gloucester Tower The Landmark 11 Pedder Street 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. 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 | 216,200,000 | HK\$0.36 |
| Options granted (which remain exercisable) under the share option scheme adopted by the company on 7 May 2001 | 4,720,000 100,000 | HK\$0.45 HK\$0.142 |
| Options granted (which remain exercisable) under the share option scheme adopted by the company on 30 April 2002 | <u>10,000,000</u> | HK\$0.042 |
| Total: | <u>231,020,000</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

LAU Man Kin

LIM Yin Cheng

LUN Pui Kan

William TAM Kam Biu

Clement FUNG Siu To

Warren LEUNG Lap Fu

Phileas KWAN Po Lam

WAN Xiaolin

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