

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities mentioned herein.



China Cyber Port (International) Company Limited

神州奧美網絡(國際)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

**MAJOR AND CONNECTED TRANSACTION IN RELATION TO
THE PROPOSED ACQUISITION OF RIGHT TO RECEIVE THE
DISTRIBUTABLE PROFIT FROM
THE E-SPORTS PLATFORM IN THE PRC
AND
RESUMPTION OF TRADING**

**Financial adviser to the Company in respect of the Acquisition
CCB International Capital Limited**



建银国际

CCB International

The Board announces that Success Advantage, a wholly owned subsidiary of the Company, entered into the Cancelled Agreement with CCI on 17 May 2007 pursuant to which Success Advantage has agreed to acquire the right to receive the Distributable Profit from CCI at the Consideration of HK\$304.5 million. Subsequently, the parties to the Cancelled Agreement decided to clarify certain provisions in the Cancelled Agreement and agreed to enter into the Acquisition Agreement on 28 May 2007, pursuant to which all the provisions in the Cancelled Agreement were restated in the Acquisition Agreement with clarifications where applicable. Immediately after the entering into of the Acquisition Agreement, the Cancelled Agreement has become null and void.

The Distributable Profit is derived from the e-Sports Platform, one of the major channels of the 24365 Entertainment Portal, which is a platform developed by CCP for conducting nationwide tournaments for computer and online games, including but not limited to “Counter-Strike” (反恐精英), “WarCraft” (魔獸爭霸) and “StarCraft” (星際爭霸) etc. The Consideration will be fully settled by the Company allotting and issuing the Consideration Shares, being 105 million new Shares, at the Issue Price of HK\$2.90 per Consideration Share to CCI at the date of completion.

** For identification purpose only*

As at the date of this announcement, CCI is interested in approximately 17.1% of the issued share capital of the Company.

Under the GEM Listing Rules, the Acquisition constitutes a major and connected transaction of the Company and requires the approval of the Independent Shareholders by way of poll. A circular containing, among other things, the details of the Acquisition, the recommendation of the Independent Board Committee, a letter of advice from an independent financial adviser to the Independent Board Committee in respect of the Acquisition and the notice of the EGM will be sent to Shareholders as soon as practicable.

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 17 May 2007. The Company has applied to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 4 June 2007.

On 17 May 2007, Success Advantage, a wholly owned subsidiary of the Company, entered into the Cancelled Agreement with CCI pursuant to which Success Advantage has agreed to acquire the right to receive the Distributable Profit from CCI at the Consideration of HK\$304.5 million. Subsequently, the parties to the Cancelled Agreement decided to clarify certain provisions in the Cancelled Agreement and agreed to enter into the Acquisition Agreement on 28 May 2007, pursuant to which all the provisions in the Cancelled Agreement were restated in the Acquisition Agreement with clarifications where applicable. Immediately after the entering into of the Acquisition Agreement, the Cancelled Agreement has become null and void.

THE ACQUISITION AGREEMENT

Date :	28 May 2007
Vendor :	CCI, a substantial Shareholder interested in approximately 17.1% of the issued share capital of the Company as at the date of this announcement.
Purchaser:	Success Advantage, a wholly owned subsidiary of the Company.
Assets to be acquired:	Success Advantage has agreed to acquire the right to receive the Distributable Profit from CCI, subject to the Acquisition Conditions.

The Distributable Profit is equivalent to 75% of the distributable profit (calculated as net profit after tax for the year after deducting 10% thereon as statutory reserve as required by the relevant PRC laws) derived from operating the e-Sports Platform as set out in the audited financial statements relating to the e-Sports Platform prepared in accordance with the International Financial Reporting Standards. CCI will and procure CCP to deliver to Success Advantage such audited financial statements of e-Sports Platform within 60 days after the end of each financial year of e-Sports Platform. Success Advantage shall within 14 days thereafter confirm CCI in writing as to its satisfaction of the said audited financial statements or make any adjustments. CCI shall pay the Distributable Profit in cash to Success Advantage within 7 days thereafter.

Term: As long as Success Advantage remains interested in the right to receive the Distributable Profit.

Consideration: HK\$304.5 million. The Consideration is agreed between CCI and Success Advantage on an arm's length basis and will be settled by the allotment and issue of the Consideration Shares at the date of completion.

The Consideration was determined after arm's length negotiation between CCI and Success Advantage with reference to: (i) a preliminary valuation of the right to receive the Distributable Profit as at 30 April 2007 of approximately RMB305.3 million (equivalent to approximately HK\$311.4 million) prepared on a discounted cash flow basis by an independent valuer, Grant Sherman Appraisal Limited (subject to the issuance of a valuation report); and (ii) the future prospects of the online game industry in the PRC.

The Consideration represents approximately 2.2% discount to the preliminary valuation of the right to receive the Distributable Profit as at 30 April 2007 of approximately RMB305.3 million (equivalent to approximately HK\$311.4 million).

The Board has been given to understand that the discount rate used for the preliminary valuation has factored in certain risks adjustments including small capitalization risk premium, start-up risk premium and discount for lack of marketability. As such, the Board considers that the preliminary valuation of the right to receive the Distributable Profit is prepared with an appropriate discount rate.

Having considered the preliminary valuation of the right to receive the Distributable Profit prepared by an independent valuer, the discount of the Consideration compared with such valuation and the future prospects of the online game industry in the PRC, the Board considers that the Consideration is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

The valuation of the right to receive the Distributable Profit as at 30 April 2007 of RMB305.3 million (equivalent to approximately HK\$311.4 million) as disclosed herein is a preliminary valuation. The final text of the valuation report to be issued by Grant Sherman Appraisal Limited will be included in the Company's circular for the Acquisition. Accordingly, the reports on the financial projections in relation to the valuation to be issued by the Company's reporting accountants and financial adviser will be included in the Company's circular for the Acquisition.

The Consideration Shares, being 105 million new Shares, represent:

- approximately 15.54% of the existing issued share capital of the Company; and

- approximately 13.45% of the Company's issued share capital as enlarged by the Consideration Shares.

The Issue Price, being HK\$2.90 per Consideration Share, represents:

- approximately 3.57% premium over the closing price of HK\$2.80 per Share as quoted on the Stock Exchange on 16 May 2007, being the last trading day immediately prior to the date of this announcement; and
- approximately 3.13% premium over the average closing price of HK\$2.812 per Share based on the closing prices as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of this announcement.

The Issue Price is determined after arm's length negotiation between CCI and the Company. The Board considers that the Issue Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Ranking of the Consideration Shares:	The Consideration Shares, when issued, will rank <i>pari passu</i> in all respects with the then existing Shares at the date of allotment.
Mandate to issue the Consideration Shares:	The Consideration Shares will be issued under the general mandate granted by the Shareholders to the Board on 28 July 2006.
Acquisition Conditions:	The Acquisition is conditional upon, among other things, the following conditions: (a) all necessary consents, authorisations, licenses and approvals required to be obtained on the part of CCI in respect of the Acquisition Agreement and the transactions contemplated thereunder having been obtained; (b) the passing of an ordinary resolution to approve the Acquisition Agreement and the transactions contemplated thereunder by the Independent Shareholders at the EGM to be convened and held, including but not limited to the allotment and issue of the Consideration Shares, credited as fully paid, to CCI; (c) the obtaining of legal opinions to be issued by a firm of PRC lawyers acceptable to Success Advantage covering such matters under the respective jurisdiction relevant to the transactions contemplated under the Acquisition Agreement in such form and substance to the satisfaction of Success Advantage; (d) the obtaining of a valuation report to be issued by a firm of valuers appointed by Success Advantage showing the fair value of the right to receive the Distributable Profit as at 30 April 2007 to be not less than RMB305.3 million;

- (e) the GEM Listing Committee granting the listing of, and permission to deal in, the Consideration Shares;
- (f) the warranties and representations provided by the vendor under the Acquisition Agreement remaining true and accurate in all respects;
- (g) completion of a satisfactory due diligence review on the carrying out of the operation of the e-Sports Platform by the Company; and
- (h) all other matters reasonably requested by Success Advantage.

The Acquisition Conditions are required to be fulfilled by 30 September 2007 or such other date as may be agreed by CCI and Success Advantage. If the Acquisition Conditions are not fulfilled or waived by Success Advantage (except for conditions (a), (b), (d) and (e)) by such date, the Acquisition Agreement will lapse and all the obligations and liabilities of the parties to the Acquisition Agreement will cease and terminate save for any antecedent breaches of the terms thereof.

Completion:

Completion of the Acquisition shall take place on the third Business Day after all the Acquisition Conditions being fulfilled or waived (except for conditions (a), (b), (d) and (e)).

Provision of hardware and software for the operation of the e-Sports Platform:

CCI has undertaken to Success Advantage that so long as Success Advantage remains interested in the right to receive the Distributable Profit, CCI will procure CCP to provide, amongst other things, the following services:

- (a) to provide the platform servers and related ancillary equipment of the 24365 Entertainment Portal located at Beijing, Guangzhou and Nanjing of the PRC and the relevant software necessary for the operation of the e-Sports Platform. CCI has further undertaken to procure CCP or other parties to provide up to standard technical support and maintenance services for the operation of the e-Sports Platform and will from time to time enhance and upgrade the platform servers, relevant hardware and software when necessary; and
- (b) to provide games for the purpose of conducting game tournaments on the e-Sports Platform; provide up to standard technical support and maintenance services for the running of the games on the e-Sports Platform and will from time to time provide the enhanced or upgraded versions of the games; in the event that CCP obtains any licenses of new games in the future, CCP will provide such games to the e-Sports Platform for conducting game tournaments on a preferential basis, without additional cost to be incurred by Success Advantage.

DISTRIBUTABLE PROFIT IN RELATION TO THE E-SPORTS PLATFORM

The Distributable Profit will be determined annually within 14 days after the audited financial statements of e-Sports Platform has been delivered to Success Advantage, and during such period Success Advantage shall confirm CCI in writing as to its satisfaction to the financial statements or make any adjustments. Such audited financial statements is required to be delivered to Success Advantage within 60 days after the end of each financial year of e-Sports Platform, or after termination of the Acquisition Agreement.

Pursuant to the Acquisition Agreement, CCI has irrevocably undertaken to Success Advantage that, within 60 days after the end of each financial year, CCI will and procure CCP to submit a set of financial statements relating to the e-Sports Platform to Success Advantage for the determination of the Distributable Profit. The financial statements shall be audited and prepared in accordance with the International Financial Reporting Standards. CCI shall, within 7 days after receipt of written satisfactory notice from Success Advantage, arrange payment to Success Advantage in cash for the amount equivalent to 75% of the distributable profit as set out in the financial statements.

Success Advantage has the right to appoint auditors or agents annually to verify the financial statements and to issue a certificate to confirm the amount of Distributable Profit to be received by Success Advantage. The amount of Distributable Profit to be received by Success Advantage, if to be confirmed by its auditors or agents, shall be final and binding on the parties to the Acquisition Agreement.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge of the Directors, the existing shareholding structure of the Company and the shareholding structure of the Company upon allotment and issue of the Consideration Shares are as follows:

	As at the date of this announcement and immediately before completion of the Acquisition and the subscription as announced on 29 May 2007		After completion of the subscription as announced on 29 May 2007 but before completion of the Acquisition		After completion of the subscription as announced on 29 May 2007 and the Acquisition	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
CCI (Note 1)	115,542,000	17.10	115,542,000	16.61	220,542,000	27.55
Superhero Limited (Note 2)	74,979,195	11.10	74,979,195	10.78	74,979,195	9.37
Public Shareholders:						
Supreme System Investments Limited (Note 3)	54,001,144	7.99	54,001,144	7.76	54,001,144	6.74
Ms. Chan Wong Kam Fung, Cecilia	51,500,798	7.62	51,500,798	7.40	51,500,798	6.43
Subscriber pursuant to the subscription as announced on 29 May 2007	—	—	20,000,000	2.88	20,000,000	2.50
Other public Shareholders	379,563,624	56.19	379,563,624	54.57	379,563,624	47.41
Total	<u>675,586,761</u>	<u>100.00</u>	<u>695,586,761</u>	<u>100.00</u>	<u>800,586,761</u>	<u>100.00</u>

Notes:

1. CCC is deemed to be a substantial Shareholder (as defined under the GEM Listing Rules) as CCI is a wholly owned subsidiary of CCC.
2. Ms. Mi Hui Ying is deemed interested in the Shares held by Superhero Limited by virtue of her 100% beneficial interest in Superhero Limited, and they are both substantial Shareholders (as defined under the GEM Listing Rules) as at the date of this announcement.
3. Mr. Ge Wen Bin is deemed interested in the Shares held by Supreme System Investments Limited by virtue of his 100% beneficial interest in Supreme System Investments Limited.

INFORMATION ON THE GROUP

The Group is principally engaged in the provision of (i) real-time financial news and up-to-date financial market commentaries and recommendations through multimedia; (ii) financial programs and video production services; and (iii) investor education on financial markets in Hong Kong. The Group is also engaged in the licensing of computer games in the PRC.

RELATIONSHIP BETWEEN CCC, CCI AND CCP

CCC is a nationwide telecom operator and Internet network operator in the PRC covering a wide range of value-added telecom services. Currently, CCC is launching an electronic wallet called “Shentong Card” (神通卡) which is approved by the Industrial and Commercial Bank of China whereby money can be transferred between an individual’s bank account and his designated “Shentong Card”. As an electronic wallet, “Shentong Card” is designed to pay transportation fees, bank charges, IP phone fees, online trading fees and home utilities fees, etc.

CCI, a wholly owned subsidiary of CCC, is interested in 75% of the registered capital in CCP and approximately 17.10% in the issued share capital of the Company as at the date of this announcement. CCI is principally engaged in investments in information technology related businesses, including the operation and distribution of computer games.

CCP, owned as to 75% by CCI and 25% by CCC, is principally engaged in the development, operation and distribution of computer games and online games in the PRC. CCP currently develops and operates nationwide game platforms such as battlenet platform, online game platform, mobile game platform, and casual game platform. CCP is licensed to distribute and operate a number of well-known computer games in the PRC market, including “Counter-Strike” (反恐精英), “WarCraft” (魔獸爭霸), “StarCraft” (星際爭霸), “Half Life” (半條命), “Diablo” (暗黑破壞神) and “Sudden Attack” (突襲OL).

The e-Sports Platform is developed, operated and owned by CCP. Given that CCI owns 75% equity interest in CCP and CCI controls the operations and running of CCP, CCI would be able to fulfill its obligation to the Company under the Acquisition Agreement.

INFORMATION ON THE E-SPORTS PLATFORM

The e-Sports Platform, one of the major channels of the 24365 Entertainment Portal, is a platform developed, operated and owned by CCP for conducting nationwide tournaments for computer games and online games, including but not limited to “Counter-Strike” (反恐精英), “WarCraft” (魔獸爭霸) and “StarCraft” (星際爭霸) etc. The e-Sports Platform is part of the content of the 24365 Entertainment Portal (www.24365pt.com) while CCP operates and holds the intellectual properties of this portal (such as the domain name of www.24365pt.com). The e-Sports Platform was launched in April 2007 and the first tournament of the e-Sports Platform is expected to take place in June 2007. After the completion of the Acquisition, CCP will still be responsible for the operation of the e-Sports Platform. As the e-Sports Platform had only launched in April 2007, there is no track record as to its financial performance.

REASONS AND BENEFITS OF THE ACQUISITION

The Board considers that the PRC multimedia and Internet market is a fast growing sector with significant business potential. To capture the benefit of such potential, the Group has been seeking opportunities to be engaged in the business in relation to the multimedia and internet market in the PRC. According to the China Internet Industry Research Report 2007 compiled by iResearch, an independent consulting agent, the internet market size in the PRC is expected to increase from approximately RMB33.6 billion in 2006 to approximately RMB94 billion in 2010. As one of the major sectors in the Internet market, the online game market has also been growing with the internet market. According to CCID Consulting, an independent consulting agent, the PRC online game market size is expected to reach about RMB22.7 billion in 2010.

Electronic sports, abbreviated as e-sports or e-Sports, is used as a general term to describe computer and video games that are played as competitive sport. Games which are considered electronic sports normally belong to the first-person shooter, real-time strategy, or sports game genres. They are played competitively at both amateur and professional levels. The e-Sports has been officially listed as the 99th competitive sports in the PRC since 2003 by the General Administration of Sports of China (國家體育總局) and the government is promoting and supporting the development of e-Sports. Ever since then, e-Sports has gained a lot of participants in the PRC. Electronic games like Counter Strike, WarCraft entertain many game lovers in the PRC, which provides a solid base for a promising industry. CCP’s e-Sports Platform provides game lovers an online community to interact with other game lovers, to enjoy the fun of competition and also serves as the social activity place for game players. The management of the Company believes that the e-Sports industry will bloom as will other competitive sports. Capitalising CCP’s resources including its large number of exclusive license rights of computer games which enable future enhancement and enrichment of the content of the e-Sports Platform and its advanced payment system of “Shentong Card”, the Company believes that the e-Sports Platform will continue to develop as one of the major community for e-Sports participants.

By acquiring the interest in the e-Sports Platform, the Board considers that the Group will benefit from the fast growth in the PRC online game market as the platform currently holds nationwide computer and online game tournaments in various regions of the PRC based on widely distributed game titles. Initially, the e-Sports Platform will hold monthly tournaments for “Counter-Strike” (反恐精英), “WarCraft” (魔獸爭霸) and “StarCraft” (星際爭霸). Through the linkage with CCC’s Shengtong Card billing system, the e-Sports Platform has been generating revenue by charging online players at an hourly rate for online practice and playing at the tournaments. Apart from this, the e-Sports Platform also generates enrollment fees from online players for enrolling the said tournaments and advertising income from sponsors of the

said tournaments. In addition, the capacity of the e-Sports Platform is scheduled for expansion in three phases. Currently, the platform is at the first phase of development with an estimated maximum capacity of 300,000 users, and the platform will continue to implement the second phase and third phase of development.

Based on the business prospect of the e-Sports Platform and the long-term outlook of the PRC online game market, the Board considers that the Acquisition represents a good opportunity for the Group and is in the interests of the Company and the Shareholders as a whole.

GENERAL

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Consideration Shares.

Under the GEM Listing Rules, the Acquisition constitutes a major and connected transaction of the Company and requires the approval of the Independent Shareholders by way of poll. CCI and its associates will abstain from voting in respect of relevant resolutions to be proposed at the EGM relating to the Acquisition. A circular containing, among other things, the details of the Acquisition, the recommendation of the Independent Board Committee, a letter of advice from an independent financial adviser to the Independent Board Committee in respect of the Acquisition and the notice of the EGM will be sent to the Shareholders as soon as practicable.

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 17 May 2007. The Company has applied to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 4 June 2007.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Acquisition”	the acquisition of the right to receive the Distributable Profit by Success Advantage from CCI pursuant to the Acquisition Agreement
“Acquisition Agreement”	the revised and restated agreement entered into between CCI and Success Advantage on 28 May 2007 in relation to the Acquisition which replaced and terminated the Cancelled Agreement
“Acquisition Conditions”	the conditions of the Acquisition Agreement as set out in the sub-section headed “Acquisition Conditions” under the section headed “Acquisition Agreement” in this announcement
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday) on which licensed banks are generally open for business in Hong Kong

“Cancelled Agreement”	the agreement entered into between CCI and Success Advantage on 17 May 2007 in relation to the Acquisition which has been replaced by and has become null and void immediately after the entering into of the Acquisition Agreement
“CCC”	神州通信有限公司 (China Communication Co., Ltd.), a company established under the laws of the PRC, a nationwide telecom operator and internet network operator in the PRC
“CCI”	神州通信投資有限公司 (China Communication Investment Ltd.), a company incorporated in the British Virgin Islands and a wholly owned subsidiary of CCC
“CCP”	神州奧美網絡有限公司 (China Cyber Port Co., Ltd.), a company established under the laws of the PRC and an indirect wholly owned subsidiary of CCC
“Company”	China Cyber Port (International) Company Limited, a company incorporated in the Cayman Islands with limited liability and which securities are listed on GEM
“Consideration”	HK\$304.5 million, being the consideration for the Acquisition
“Consideration Shares”	105 million new Shares to be allotted and issued for settling the Consideration pursuant to the Acquisition Agreement
“Directors”	the directors of the Company
“Distributable Profit”	the Distributable Profit payable by CCI to Success Advantage which is equivalent to 75% of the distributable profit (calculated as net profit after tax for the year after deducting 10% thereon as statutory reserve as required by the relevant PRC laws) derived from operating the e-Sports Platform in the PRC by CCP. Pursuant to the Acquisition Agreement, such Distributable Profit is determined based on the audited financial statements of the e-Sports Platform prepared according to the International Financial Reporting Standards
“EGM”	the extraordinary general meeting of the Company to be convened and held to approve the Acquisition and the transactions contemplated thereunder
“e-Sports Platform”	a platform for computer and online game tournaments such as “Counter-Strike” (反恐精英), “WarCraft” (魔獸爭霸) and “StarCraft” (星際爭霸) etc., being one of the major component of the 24365 Entertainment Portal
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	a committee, comprising all the independent non-executive Directors, established to advise the Independent Shareholders as to whether the terms of the Acquisition Agreement are fair and reasonable and to make recommendations to the Independent Shareholders to vote for or against the ordinary resolution to be proposed at the EGM
“Independent Shareholders”	Shareholders, other than CCI and its associates
“Issue Price”	the issue price of HK\$2.90 per Consideration Share
“PRC”	the People’s Republic of China, which, for the purposes of this announcement, shall exclude Hong Kong, Macau and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Success Advantage”	Success Advantage Investments Limited, a company incorporated in the British Virgin Islands and an indirect wholly owned subsidiary of the Company
“24365 Entertainment Portal”	an online interactive entertainment portal at www.24365pt.com
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

For the purpose of this announcement, unless otherwise specifies, conversion of RMB into HK\$ is based on the approximate exchange rate of RMB1.00 = HK\$1.02.

By Order of the Board
China Cyber Port (International) Company Limited
He Chenguang
Chairman

Hong Kong, 1 June 2007

As at the date of this announcement, the executive Directors are Mr. He Chenguang, Mr. Xiao Haiping, Mr. Zhang Peng and Ms. Zhang Jialin, and the independent non-executive Directors are Mr. Yip Tai Him, Dr. Liu Jie and Ms. Weng Pinger.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- (2) there are no other matters the omission of which would make any statement in this announcement misleading; and*
- (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

This announcement will remain on the “Latest Company Announcements” page of the GEM web site at www.hkgem.com for at least seven days from the date of its posting and on the web site of the Group at www.hk6.com.