

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **ThinSoft (Holdings) Inc**

Stock code (ordinary shares) : **8096**

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 24 January 2003

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 27th February, 2002

Name of Sponsor : ICEA Capital Limited

Name of directors (*please distinguish the status of the directors – Executive or Independent Non-Executive*) : ***Executive Directors***
Mr. William Michael Driscoll
Mr. Ngiam Mia Hai Bernard
Mr. Ngiam Mia Hong Alfred

Independent non-executive Directors
Dr. Lee Chung Mong
Dr. Chen Tzyh-Trong

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	:	<u>Name of substantial shareholder</u> IPC Corporation Ltd <u>Approximate percentage (Number) of issued shares</u> 75% (375,000,000 Shares)
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	Not applicable
Financial year end date	:	31st December
Registered office	:	Century Yard, Cricket Square, Hutchins Drive, P. O. Box 2681 GT, George Town, Grand Cayman, British West Indies, Cayman Islands
Head office and principal place of business	:	Room 2818, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong
Web-site address (if applicable)	:	<i>www.ThinSoftinc.com</i> <i>www.Thincomputinginc.com</i> <i>www.Austin.com.sg</i>
Share registrar	:	<u>Principal:</u> Bank of Bermuda (Cayman) Limited <u>Branch:</u> Hong Kong Registrars Limited
Auditors	:	Ernst & Young

B. Business activities

The Company and its subsidiaries are principally engaged in the research, development, sales and marketing of thin computing solutions products, which include software and hardware accessories, and the provision of related customization engineering work.

C. Ordinary shares

Number of ordinary shares in issue	:	500,000,000
Par value of ordinary shares in issue	:	HK\$0.05
Board lot size (in number of shares)	:	5,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	Nil

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Pursuant to the Pre-IPO share option scheme (the “Pre-IPO Share Option Scheme”) adopted by the Company on 2nd February, 2002, 26 options to subscribe for an aggregate of 52,600,000 shares of HK\$0.05 each of the Company at an exercise price ranging from 20% to 70% of the Issue Price (as defined in the prospectus of the Company dated 19th February, 2002) have been granted by the Company to certain directors and employees of the Company and its subsidiaries. Each of the grantees to whom options have been conditionally granted under the Pre-IPO Share Option Scheme will be entitled to exercise (a) 50% of the options granted to him/her (rounded down to the nearest whole number) after the expiry of 12 months from the date (the “Listing Date”) on which the shares of the Company are first listed on GEM; (b) 25% of the options so granted to him/her (rounded

down to the nearest whole number) after the expiry of 24 months after the Listing Date; and (c) the remaining 25% of the options so granted to him/her (rounded down to the nearest whole number) after the expiry of 36 months from the Listing Date, and in each case, not later than 5 years from the date of acceptance of the options.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

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 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 connection with or relating to the Information.

Signed:

Mr. William Michael Driscoll

Dr. Lee Chung Mong

Mr. Ngiam Mia Hai Bernard

Dr. Chen Tzyh-Trong

Mr. Ngiam Mia Hong Alfred

Mr. Wong Kui Ming