
SUBSTANTIAL SHAREHOLDERS, INITIAL MANAGEMENT SHAREHOLDERS AND SIGNIFICANT SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, after completion of the Placing but taking no account of any H Shares which may be issued upon the exercise of the Over-allotment Option, the only persons directly or indirectly entitled to exercise or control the exercise of 10% or more of the voting power at general meetings of the Company, or otherwise interested in 10% or more of the issued share capital of the Company will be as follows:

Shareholder	Number of Promoters Shares	Approximate effective interests in the Company
Peking University (<i>Note 1</i>)	22,134,535	23.55%
Jade Bird Software (<i>Note 2</i>)	13,634,535	14.51%
Dynamic Win (<i>Note 3</i>)	22,000,000	23.40%
Heng Huat (<i>Note 3</i>)	20,541,400	21.85%

Notes:

- (1) Peking University, through the Four Domestic Promoters, has effective interests in the Company comprising:
 - (a) 8,500,000 Shares (representing approximately 9.04% of the Company's issued share capital) held by Yu Huan, which is beneficially wholly-owned by Peking University;
 - (b) 11,000,000 Shares (representing approximately 11.70% of the Company's issued share capital) held by Jade Bird Software, which is beneficially wholly-owned by Peking University;
 - (c) 1,840,000 Shares (representing approximately 1.96% of the Company's issued share capital) held through Jade Bird, which is approximately 46% owned by Peking University; and
 - (d) 794,535 Shares (representing approximately 0.85% of the Company's issued share capital) held through Beijing Tianqiao, which is approximately 10.60% owned by Peking University.
- (2) The interests of Jade Bird Software comprises:
 - (a) 11,000,000 Shares (representing approximately 11.70% of the Company's issued share capital) held by Jade Bird Software;
 - (b) 1,840,000 Shares (representing approximately 1.96% of the Company's issued share capital) held through Jade Bird, which is approximately 46% owned by Jade Bird Software; and
 - (c) 794,535 Shares (representing approximately 0.85% of the Company's issued share capital) held through Beijing Tianqiao, which is approximately 10.60% owned by Jade Bird Software.
- (3) Dynamic Win is a limited liability company incorporated in Hong Kong under the Companies Ordinance, the shareholding of which is held as to approximately 6.63% by Gamerian Limited and approximately 93.37% by Heng Huat. Gamerian Limited is a wholly-owned subsidiary of New World CyberBase Limited, which is a company whose shares are listed on the Main Board. Heng Huat is a company incorporated in the BVI, the entire issued share capital of which is held by three of the executive Directors of the Company as trustees for the benefits of the qualified employees of the Jade Bird Group and the Company.

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INITIAL MANAGEMENT SHAREHOLDERS

So far as the Directors are aware, after completion of the Placing, the persons regarded as initial management shareholders under the GEM Listing Rules will be Peking University (the controlling shareholder of the Company through its control in the Four Domestic Promoters), Yu Huan, Jade Bird, Jade Bird Software, Beijing Tianqiao, Dynamic Win, New View Venture Limited, Heng Huat, Gameraian Limited, New World CyberBase Limited, Prof. Yang Fu Qing, Prof. Wong Yang Yuen, Mr. Xu Zhen Dong, Prof. Chen Zhong, Prof. Zhang Wan Zhong, Mr. Xu Zhi Xiang and Prof. Liu Yue. Details of the shareholdings of, and Shares held under options held by the Initial Management Shareholders after completion of the Placing (but taking no account of any H Shares that may be issued upon the exercise of the Over-allotment Option) are as follows:

Shareholder	No. of Promoters Shares	Approximate effective interests in the Company immediately prior to the Placing	Approximate effective interests in the Company after completion of the Placing
Peking University (Note 1)	22,134,535	31.61%	23.55%
Yu Huan (Note 2)	8,500,000	12.14%	9.04%
Jade Bird (Note 3)	4,000,000	5.71%	4.26%
Jade Bird Software (Note 4)	11,000,000	15.71%	11.70%
Beijing Tianqiao (Note 5)	7,500,000	10.71%	7.98%
Dynamic Win (Note 6)	22,000,000	31.43%	23.40%

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Shareholder	No. of Promoters Shares	Approximate effective interests in the Company immediately prior to the Placing	Approximate effective interests in the Company after completion of the Placing
New View Venture Limited (<i>Note 7</i>)	7,000,000	10.00%	7.45%
Heng Huat (<i>Note 8</i>)	20,542,000	29.45%	21.85%
New World CyberBase Limited (<i>Note 7</i>)	8,458,600	11.98%	9.00%
Gamerian Limited (<i>Note 7</i>)	1,458,600	2.08%	1.55%
Prof. Yang Fu Qing (<i>Note 8</i>)	1,212,975	1.73%	1.29%
Prof. Wang Yang Yuen (<i>Note 8</i>)	1,212,975	1.73%	1.29%
Mr. Xu Zhen Dong (<i>Note 8</i>)	7,687,414	10.98%	8.18%
Prof. Chen Zhong (<i>Note 8</i>)	808,650	1.16%	0.86%
Prof. Zhang Wan Zhong (<i>Note 8</i>)	2,173,224	3.11%	2.31%
Mr. Xu Zhi Xiang (<i>Note 8</i>)	808,650	1.16%	0.86%
Prof. Liu Yue (<i>Note 8</i>)	2,173,224	3.11%	2.31%

Notes:

- (1) Peking University, through the Four Domestic Promoters, has effective interests in the Company comprising:
 - (a) 8,500,000 Shares (representing approximately 9.04% of the Company's issued share capital) held by Yu Huan, which is beneficially wholly-owned by Peking University;

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- (b) 11,000,000 Shares (representing approximately 11.70% of the Company's issued share capital) held by Jade Bird Software, which is beneficially wholly-owned by Peking University;
 - (c) 1,840,000 Shares (representing approximately 1.96% of the Company's issued share capital) held through Jade Bird, which is approximately 46% owned by Peking University; and
 - (d) 794,535 Shares (representing approximately 0.85% of the Company's issued share capital) held through Beijing Tianqiao, which is approximately 10.60% owned by Peking University.
- (2) Yu Huan is a state-owned enterprise established by Peking University.
- (3) Jade Bird is owned as to approximately 46% by Jade Bird Software, as to 30% by 北京市綜合投資公司(Beijing Comprehensive Investment Company), as to 14% by 北京大興工業開發區開發經營總公司(Beijing Daxing Industrial Developing Area Development and Management Company), as to 7% by 北京中協天地投資顧問有限公司(Beijing Zhongxie Tiandi Investment Consultative Co. Ltd) and as to 3% by 上海浦金實業有限公司(Shanghai Pujin Industry Co. Ltd). Each of 北京大興工業開發區開發經營總公司(Beijing Daxing Industrial Developing Area Development and Management Company), 北京中協天地投資顧問有限公司(Beijing Zhongxie Tiandi Investment Consultative Co. Ltd) and 上海浦金實業有限公司(Shanghai Pujin Industry Co. Ltd.) is independent of the Company.
- (4) Jade Bird Software is a state-owned enterprise.
- (5) Beijing Tianqiao is a company whose shares are listed on the Shanghai Stock Exchange in the PRC and its equity is owned as to approximately 23.03% by and its board of directors is controlled by Jade Bird.
- (6) Dynamic Win is owned as to approximately 93.37% by Heng Huat and as to approximately 6.63% by Gameraian Limited.
- (7) Among these Shares, 7,000,000 Shares and 1,458,600 Shares are held by New World CyberBase Limited, through New View Venture Limited and Gameraian Limited respectively, both of which are wholly-owned subsidiaries of New World CyberBase Limited.
- (8) Mr. Xu Zhen Dong, Prof. Zhang Wan Zhong and Prof. Liu Yue, all executive Directors, are trustees holding 60, 20 and 20 shares respectively out of 100 shares in the issued share capital of Heng Huat. Mr. Xu Zhen Dong, Prof. Zhang Wan Zhong and Prof. Liu Yue are also directors of Heng Huat.

By a Declaration of Trust made as a deed on 19th July, 2000, Mr. Xu Zhen Dong, Prof. Zhang Wan Zhong and Prof. Liu Yue declared that they held the shares of Heng Huat as trustees for the benefits of 477 employees of the Jade Bird Group and the Company. Heng Huat and Gameraian Limited are the two shareholders beneficially entitled to approximately 93.37% and approximately 6.63% respectively in the issued share capital of Dynamic Win. Dynamic Win is one of the Promoters beneficially entitled to 22,000,000 Promoters Shares. Prof. Yang Fu Qing, Prof. Wang Yang Yuen, Mr. Xu Zhen Dong, Prof. Chen Zhong, Prof. Zhang Wan Zhong, Mr. Xu Zhi Xiang and Prof. Liu Yue, who are Directors and employees of the Jade Bird Group and the Company, are beneficially entitled to approximately 5.90%, 5.90%, 37.42%, 3.94%, 10.58%, 3.94% and 10.58% respectively of the trust.

The Initial Management Shareholders have applied to the Stock Exchange and the Stock Exchange has granted waivers to the Initial Management Shareholders from strict compliance with Rule 13.16(1) (that is, to place in escrow their respective relevant securities for a period of 2 years from the listing date). In addition, each of the Initial Management Shareholders has undertaken to the Company and the Stock Exchange to comply with requirements of Rules 13.16(2) and 13.20 of the GEM Listing Rules for a period of two years from the listing date.

Shares held by the Initial Management Shareholders are the Promoters Shares, which pursuant to article 147 of the Company Law, shall not be transferable within three years after the establishment of the Company.

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SIGNIFICANT SHAREHOLDERS

So far as the Directors are aware, and save as otherwise disclosed in this prospectus, after completion of the Placing (but taking no account of any H Shares that may be issued upon the exercise of the Over-allotment Option), the only persons who will be significant shareholders, as defined in the GEM Listing Rules, will be:

Shareholder	Promoters Shares	No. of Shares	Approximate effective interests in the Company immediately prior to completion of the Placing	Approximate effective interests in the Company after completion of the Placing
Asian Technology Investment Company Limited		5,000,000	7.14%	5.32%

The Significant Shareholder has applied to the Stock Exchange and the Stock Exchange has granted waivers to the Significant Shareholder from strict compliance with Rule 13.18(1) (that is, to place in escrow, his relevant securities for a period of 6 months from the listing date). In addition, the Significant Shareholder has undertaken to the Company and the Stock Exchange to comply with requirements of Rules 13.18(2) and 13.20 of the GEM Listing Rules for a period of six months from the listing date.

Shares held by the Significant Shareholders are the Promoters Shares, which pursuant to article 147 of the Company Law, shall not be transferable within three years after the establishment of the Company.