

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: Prosten Technology Holdings Limited

Stock code (ordinary shares): 8026

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 April 2009.

A. *General*

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 28 March 2000

Name of Sponsor(s) : NIL

Names of directors : *Executive Directors*
YIP Heon Wai
YIP Heon Keung
GUAN Ming Jie

Non-Executive Directors
XU Zhiming
ZHANG Ying

Independent Non-Executive Directors
James T SIANO
TSE Yuet Ling, Justine
LAI May Lun

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

Name of shareholder	Notes	Interests or short positions in the ordinary shares or underlying shares Note (12)	Percentage of the Company's issued share capital Note (13)
Greenford Company (PTC) Limited	(1)	122,597,702 (L)	20.51%
Century Technology Holding (PTC) Limited	(2)	122,597,701(L)	20.51%
Bakersfield Global (PTC) Corporation	(3)	59,085,216 (L)	9.89%
Ace Central Group (PTC) Limited (as trustee of The New Millennium Trust)	(4)	304,280,619 (L)	50.91%
Uniright Group Limited	(5) & (11)	100,000,000 (L) 30,000,000 (S)	16.73% 5.02%
Mr. Yip Heon Ping	(1), (4) & (6)	310,580,619 (L)	51.96%
Mr. Yip Seng Mun	(2), (3), (4) & (7)	310,280,619 (L)	51.91%
Mr. Yip Heon Wai	(5), (8) & (11)	109,600,000 (L) 30,000,000 (S)	18.34% 5.02%
Mr. Yip Heon Keung	(4), (5), (9) & (11)	409,580,619 (L) 30,000,000 (S)	68.53% 5.02%
Tallmany Enterprises Limited	(10) & (11)	190,000,000 (L)	31.79%

Notes :

- Greenford Company (PTC) Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, a former director of the Company.
- Century Technology Holding (PTC) Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former director of the Company.
- Bakersfield Global (PTC) Corporation is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former director of the Company.
- An aggregate of 304,280,619 shares are held through Greenford Company (PTC) Limited, Century Technology Holding (PTC) Limited and Bakersfield Global (PTC) Corporation as trustees of The Greenford Unit Trust, The Century Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group (PTC) Limited ("Ace Central") as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Seng Mun as the founder and Mr. Yip Heon Ping as one of the discretionary objects for the time being. Both of them are the former directors of the Company. Mr. Yip Heon Keung, a director of the Company, is the sole director and sole shareholder of Ace Central.
- Uniright Group Limited ("Uniright") is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Wai and Mr. Yip Heon Keung in equal shares, both are the directors of the Company.
- By virtue of the Securities and Futures Ordinance ("SFO"), Mr. Yip Heon Ping is deemed to be interested in 304,280,619 shares of the Company as one of the discretionary objects of The New Millennium Trust. In addition, he is also entitled to his share options to subscribe for 6,300,000 shares of the Company in his capacity as an employee of the Group.
- By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 304,280,619 shares of the Company as one of the discretionary objects of The New Millennium Trust and personally interested in 2,000,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 4,000,000 shares of the Company in his capacity as an employee of the Group.

8. Mr. Yip Heon Wai, a director of the Company, is also a director and shareholder of Uniright. By virtue of the SFO, Mr. Yip Heon Wai is deemed to be interested in 100,000,000 shares of the Company held by Uniright. In addition to his share options to subscribe for 5,300,000 shares of the Company, he is also deemed to be interested in the share options held by his spouse (in her capacity as an employee of the Company) to subscribe for 4,300,000 shares of the Company.
9. Mr. Yip Heon Keung, a director of the Company, is also the sole director and shareholder of Ace Central. Besides, Mr. Yip Heon Keung is also a director and shareholder of Uniright. By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 304,280,619 shares of the Company held by Ace Central and 100,000,000 shares of the Company held by Uniright, respectively. In addition, he is also entitled to his share options to subscribe for 5,300,000 shares of the Company.
10. Tallmany Enterprises Limited (“Tallmany”) is a company incorporated in the British Virgin Islands which is a shareholder of the Company and currently holds 30,000,000 shares of the Company. It is a wholly owned subsidiary of China Broadband Capital Partners, L.P., a fund established in the Cayman Island as an exempted limited partnership (the “Fund”). CBC Partners, L.P. (“CBC Partners”) holds approximately 1.01% of the issued share capital of the Fund, which in turn is ultimately wholly owned by Dr. Edward Tian indirectly. Dr. Xu Zhiming, a director of the Company, is the sole director of Tallmany.
11. Tallmany is also the holder of the zero-coupon convertible bonds in the principal amount of HK\$28,800,000 due 2012 (“Convertible Bonds”) issued by the Company on 6 June 2007. If the convertible rights attached to the Convertible Bonds are exercised in full at the initial conversion price of HK\$0.96, Tallmany will become interested in a total of 30,000,000 shares of the Company. If the convertible rights attached to the Convertible Bonds are exercised in full at the adjusted conversion price of HK\$0.50, Tallmany will become interested in a total of 57,600,000 shares of the Company (“CB Adjustment”). However, no CB Adjustment was required.

Simultaneously, Tallmany is also the holder of the zero-coupon exchangeable bonds in the principal amount of HK\$30,000,000 due 2012 (“Exchangeable Bonds”) issued by Uniright on 6 June 2007. If the exchange rights attached to the Exchangeable Bonds are exercised in full at the initial exchange price of HK\$1.00, a total of 30,000,000 shares of the Company will be transferred by Uniright to Tallmany. If the exchange rights attached to the Exchangeable Bonds are exercised in full at the adjusted exchange price of HK\$0.525, a total of 57,142,857 shares of the Company will be transferred by Uniright to Tallmany (“EB Adjustment”). However, no EB Adjustment was required.

It was agreed between the parties to the Exchangeable Bonds subscription agreement (“EB Subscription Agreement”) that at completion, Uniright, as a chargor, shall deliver to Tallmany, as a chargee, a duly executed share charge in respect of the charging of 100,000,000 ordinary shares of the Company (“Shares”) by Uniright in favor of Tallmany (“Share Charge”). On 6 June 2007, being the completion date of the EB Subscription Agreement, Uniright executed and delivered the Share Charge to Tallmany. Subject to the terms and conditions set out therein, Uniright pledged 100,000,000 Shares to Tallmany as the collateral created by the Share Charge.

12. The letter “L” denotes long position in the ordinary shares of the Company. The letter “S” denote short position in the underlying shares of the Company.
13. Based on 597,675,000 shares in issue as at the date of this form.

Name(s) of company(ies) listed on GEM : NIL
or the Main Board of the Stock Exchange
within the same group as the Company

Financial year end date : 31 March

Registered address : Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal	:	Unit A3, 11/F., Bank of East Asia Harbour View Centre 56 Gloucester Road Wanchai, Hong Kong
Web-site address (if applicable)	:	www.prosten.com
Share registrar	:	<i>Principal share registrar and transfer office:</i> Butterfield Fulcrum Group (Cayman) Limited Butterfield House, 68 Fort Street P.O. Box 609 Grand Cayman KY1-1107 Cayman Islands <i>Hong Kong branch share registrar and transfer office:</i> Tricor Tengis Limited 26/F., Tesbury Centre 28 Queen's Road East Wanchai, Hong Kong
Auditors	:	Ernst & Young <i>Certified Public Accountants</i> 18 th Floor, Two International Finance Centre 8 Finance Street Central, Hong Kong

B. Business activities

The Company and its subsidiaries (collectively the "Group") is principally engaged in the following activities:

- provision of solution integration services;
- provision of mobile search services; and
- provision of mobile value added services.

C. Ordinary shares

Number of ordinary shares in issue	:	597,675,000 shares
Par value of ordinary shares in issue	:	HK\$0.10
Board lot size (in number of shares)	:	1,000
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 <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A

No. of shares falling to be issued : N/A
upon the exercise of outstanding warrants

E. Other securities

Share Options

1. Under the old share option scheme adopted by the Company and became effective on 28 March 2000 (the "Old Scheme") :

A total of 35,895,000 share options were re-granted on 22 August 2001 at an exercise price of HK\$0.40 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 25,365,000 shares.

2. Under the new share option scheme adopted by the Company and became effective on 23 April 2002 (the "New Scheme") :

A total of 20,630,000 share options were granted on 22 May 2002 at an exercise price of HK\$0.26 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 800,000 shares.

A total of 6,410,000, 3,000,000 and 1,900,000 share options were granted on 26 March 2004, 24 June 2005 and 23 February 2006 respectively at an exercise price of HK\$0.10 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 3,850,000 shares.

A total of 10,980,000 share options were granted on 10 May 2006 at an exercise price of HK\$0.17 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 7,380,000 shares.

A total of 1,000,000 share options were granted on 29 June 2006 at an exercise price of HK\$0.38 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 1,000,000 shares.

A total of 20,000,000 share options were granted on 6 July 2007 at an exercise price of HK\$0.396 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 5,000,000 shares.

A total of 1,500,000 share options were granted on 23 November 2007 at an exercise price of HK\$0.878 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 1,500,000 shares.

A total of 2,500,000 share options were granted on 2 January 2008 at an exercise price of HK\$0.60 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 2,500,000 shares.

A total of 14,400,000 share options were granted on 3 April 2008 at an exercise price of HK\$0.41 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 14,200,000 shares.

A total of 400,000 share options were granted on 3 June 2008 at an exercise price of HK\$0.417 per share. As at the date of this form, the Company had outstanding options to subscribe for up to 200,000 shares.

Convertible Bonds

On 30 April 2007, the Company entered into a subscription agreement ("Subscription Agreement") with Tallmany Enterprises Limited (the "Subscriber"), an existing shareholder of the Company and China Broadband Capital Partners, L.P. in relation to the subscription by the Subscriber of the zero-coupon convertible bonds in the principal amount of HK\$28,800,000 due 2012 ("Convertible Bonds") to be issued by the Company. The Subscription Agreement was completed on 6 June 2007.

Pursuant to the Subscription Agreement, if the convertible rights attached to the Convertible Bonds are exercised in full at the initial conversion price of HK\$0.96, the Subscriber will become interested in a total of 30,000,000 shares of the Company. If the convertible rights attached to the Convertible Bonds are exercised in full at the adjusted conversion price of HK\$0.50, the Subscriber will become interested in a total of 57,600,000 shares of the Company ("CB Adjustment"). However, no CB Adjustment was required.

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 connection with or relating to the Information.

Signed:

YIP Heon Keung

YIP Heon Wai
By his lawful attorney
Yip Heon Keung

GUAN Ming Jie
By his lawful attorney
Yip Heon Keung

XU Zhiming

ZHANG Ying

James T. SIANO

TSE Yuet Ling, Justine

LAI May Lun