

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **HK6 Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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



HK6 HOLDINGS LIMITED

駿陸控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

DISCLOSEABLE TRANSACTION

Advances to an entity and financial assistance to affiliated company

This circular will remain at www.hkgem.com on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at www.hk6.com.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
A. INTRODUCTION	3
B. ADVANCES TO AN ENTITY	4
C. FINANCIAL ASSISTANCE TO AFFILIATED COMPANY	4
D. INFORMATION ON THE GROUP	5
E. INFORMATION ON THE JOINT VENTURE	5
F. GENERAL	5
APPENDIX – GENERAL INFORMATION	6

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual report 2003/2004”	the annual report of the Company for the year ended 31st March, 2004
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of the Directors
“China Communication”	神州通信有限公司 (China Communication Co., Ltd.) (<i>Note 1</i>), a company established in the PRC, which holds 51% equity interests of the Joint Venture
“Company”	HK6 Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on GEM
“Director(s)”	the director(s) of the Company
“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
“Joint Venture”	神州速達導航通信資訊(北京)有限公司 (China Star Navigation Communication Information (Bei Jing) Co., Ltd.) (<i>Note 1</i>), a sino-foreign equity joint venture established in the PRC by Sino Key and China Communication
“Latest Practicable Date”	means 30th November, 2004, being the latest practicable date prior to the bulk print of this circular for ascertaining certain information contained herein
“Pre-IPO Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 28th October, 2002 and became unconditional upon the listing of the Shares on GEM on 15th November, 2002, no options may be granted under this scheme after 28th October, 2002
“PRC”	the People’s Republic of China

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the issued share capital of the Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 28th October, 2002 and became unconditional upon the listing of the Shares on GEM on 15th November, 2002
“Shareholder(s)”	holder(s) of Share(s)
“Sino Key”	Sino Key International Limited (駿陸中國有限公司) (<i>Note 2</i>), a company incorporated in the British Virgin Islands with limited liability and being a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

Notes:

- (1) The English name of the company is only translation of its official Chinese name
- (2) For identification purpose only

For the purpose of this circular only and unless otherwise stated, amounts denominated in RMB have been converted into HK\$ at a rate of HK\$1.00 = RMB1.06. Such conversion should not be construed as a representation that the amounts in question have, could have been or could be converted at any particular rate or at all.

LETTER FROM THE BOARD



HK6 HOLDINGS LIMITED

駿陸控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8206)

Executive Directors:

Ms. Chan Tan Lui, Danielle (*Chairman*)

Mr. Choo Kwok How

Independent non-executive Directors:

Mr. Yip Tai Him

Ms. Guo Qi

Mr. Chiu Kwok Ching

Registered office:

P.O. Box 309GT, Uglan House

South Church Street

Grand Cayman

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

5th Floor, CNAC Group Building

10 Queen's Road Central

Hong Kong

8th December, 2004

To: The Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

Advances to an entity and financial assistance to affiliated company

A. INTRODUCTION

Sino Key advanced a loan of RMB 1,960,000 (equivalent to approximately HK\$1,849,057) on 5th November, 2004 to the Joint Venture, a sino-foreign equity joint venture in which Sino Key holds 49% equity interests.

Based on the total assets of the Group as at 31st March, 2004 as set out in the Annual Report 2003/2004, the provision of financial assistance to affiliated company constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules. The Company published an announcement on 16th November, 2004. The purpose of this circular is to provide the Shareholders with further information in relation to advance made and financial assistance provided to the Joint Venture. This circular also contains information in compliance with the GEM Listing Rules.

* For identification purpose only

LETTER FROM THE BOARD

B. ADVANCES TO AN ENTITY

The aggregate advances made by the Group to Joint Venture amounted to RMB1,960,000 (equivalent to approximately HK\$1,849,057), as at 5th November, 2004 representing approximately 12.2% of the total assets of the Group as at 31st March, 2004. Details of such advances are disclosed under the section headed “Financial assistance to affiliated company” below.

C. FINANCIAL ASSISTANCE TO AFFILIATED COMPANY

As at 5th November, 2004, the aggregate advances and financial assistance provided by the Group to the affiliated company amounted to RMB 1,960,000 (equivalent to approximately HK\$1,849,057), representing approximately 12.2% of the total assets of the Group as at 31st March, 2004. Details of which are as follows:

Name of affiliated company	Advance
The Joint Venture	RMB1,960,000 (equivalent to approximately HK\$1,849,057)

The advance to the Joint Venture was made on 5th November, 2004 and is unsecured, bearing interest at the rate of 5% per annum and repayable on 4th November, 2005.

The effect of the advance to the Joint Venture on the earnings of the Group is that the Group will record interest income of approximately RMB40,833 (equivalent to approximately HK\$38,522) for the year ending 31st March, 2005 and approximately RMB57,167 (equivalent to approximately HK\$53,931) for the year ending 31st March, 2006.

The effect of the advance to the Joint Venture on the assets and liabilities of the Group is that the Group will record a decrease in cash of RMB1,960,000 (equivalent to approximately HK\$1,849,057) and an increase in loan to the Joint Venture of the same amount. As a result, the advance to the Joint Venture will not have any financial effect on the net assets and liabilities of the Group.

The above advance was funded by internal resources of the Group and was made for the purpose of providing general working capital to the Joint Venture.

The Directors consider that the financial assistance is entered into on normal commercial terms and the terms of the financial assistance are fair and reasonable and in the interests of the Shareholders.

Save as disclosed above, the Group did not have any capital commitment to any of its affiliated company as at 5th November, 2004.

LETTER FROM THE BOARD

Except for the advance made on 5th November, 2004, the Group did not make any other advance to the Joint Venture in the past twelve months.

D. INFORMATION ON THE GROUP

The Group is a multimedia financial information services provider offering a comprehensive range of financial information services which include the provision of (i) real-time financial news and up-to-date financial market commentaries and recommendations through multimedia; (ii) financial programme and video production services; and (iii) investor education within the financial market in Hong Kong.

E. INFORMATION ON THE JOINT VENTURE

The Joint Venture was established on 29th January, 2004 in Beijing. The Group has made an announcement and has sent circular to its shareholders regarding its establishment on 1st December, 2003 and 18th December, 2003 respectively. The Joint Venture is mainly engaged in (i) the development of media channels in the PRC for provision of information services; (ii) investing in the construction and operation of the Joint Venture website as a media channel for provision of information services; (iii) investing in the development of media channels for provision of information service with the cellular telephone networks in the PRC; (iv) providing information services relating to Hong Kong and global through the media channels in the PRC; (v) providing localised PRC information services through the media channels in the PRC; and (vi) providing localised PRC information services through the media channels in Hong Kong.

F. GENERAL

Based on the total assets of the Group as at 31st March, 2004 as set out in the Annual Report 2003/2004, the provision of financial assistance to affiliated company constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules. The Company published an announcement on 16th November, 2004. The purpose of this circular is to provide the Shareholders with further information in relation to advance made and financial assistance provided to the Joint Venture.

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
On behalf of the Board
Chan Tan Lui, Danielle
Chairman

1. RESPONSIBILITY STATEMENT

This circular, 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:

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

2. INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVES IN SHARES AND UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives in the Shares and underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Director is taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or (c) were required to be notified to the Company and the Stock Exchange, pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Name of Director	Number of Shares held					Number of underlying Shares			Approximate percentage of the issued share capital of the Company
	Personal interests	Corporate interests	Family interests	Other interests	Total interests in Shares	Pre-IPO Share Option Scheme	Share Option Scheme	Aggregate interests	
	<i>(Note)</i>								
Chan Tan Lui, Danielle	240,000	107,079,195	-	-	107,319,195	2,500,000	4,000,000	113,819,195	28.45%
Choo Kwok How	-	-	100,000	-	100,000	1,500,000	2,000,000	3,600,000	0.90%
Yip Tai Him	-	-	-	-	-	-	400,000	400,000	0.10%
Guo Qi	-	-	-	-	-	-	400,000	400,000	0.10%

Notes: These Shares are held by Superhero Limited, which is wholly and beneficially owned by Ms. Chan Tan Lui, Danielle.

Save as disclosed above, none of the Directors or the chief executives has any interests or short positions in the Shares and underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO, (including interests and short positions which the Director is taken or deemed to have under such provisions of the SFO); or (b) were required pursuant to Section 352 of the SFO to be entered in the register referred therein; or (c) were required to be notified to the Company and the Stock Exchange, pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules as at the Latest Practicable Date.

3. INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, so far as is known to, or can be ascertained after reasonable enquiry by, the Directors, the following persons (other than the Directors and chief executives of the Company) had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were or were expected, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of Shareholder	Capacity	Number of Shares held		Number of underlying Shares		Aggregate interests	Approximate percentage of the issued share capital of the Company
		Interests in Shares		Pre-IPO Share Option Scheme	Share Option Scheme		
Superhero Limited (Note)	Beneficial owner	107,079,195		-	-	107,079,195	26.77%
Chan Tan Lui, Danielle (Note)	Beneficial owner & interest of a controlled corporation	107,319,195		2,500,000	4,000,000	113,819,195	28.45%
Fu Shing Ki	Beneficial owner	97,001,144		-	-	97,001,144	24.25%
Chan Wong Kam Fung, Cecilia	Beneficial owner	71,265,798		-	-	71,265,798	17.82%

Note: Superhero Limited is a company wholly and beneficially owned by Ms. Chan Tan Lui, Danielle. By virtue of the SFO, Ms. Chan Tan Lui, Danielle, is deemed to have interest of 107,079,195 Shares held by Superhero Limited in addition to 240,000 Shares held by herself.

Save as disclosed above, as at the Latest Practicable Date, so far as know to, or can be ascertained after reasonable enquiry by the Directors, no other person (other than a Director or chief executive of the Company) had an interest or short position in the Shares or underlying Shares of the Company which fall to be disclosed to the Company

under the provisions of Division 2 and 3 of Part XV of the SFO and Section 336 of the SFO or, who were or were expected, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

4. SHARE OPTION SCHEMES

Prior to the listing of the Company's shares on GEM, the Board was authorised to grant options to certain Directors, a consultant, a management Shareholder and certain employees of the Group to subscribe for an aggregate of 20,000,000 ordinary Shares, representing 5% of the Shares in issue as at the Latest Practicable Date, under the terms of the Pre-IPO Share Option Scheme and the price payable for each Share on exercise of such options granted is HK\$0.21, representing 70% of the offer price per Share to the public.

Particulars of the outstanding options which have been granted under the Pre-IPO Share Option Scheme as at the Latest Practicable Date were as follows:

Name or category of participant	Date of grant	Exercisable period	Exercise price per Share HK\$	Number of share options
<i>Directors</i>				
Chan Tan Lui, Danielle	28th October, 2002	15th November, 2003 to 14th November, 2005 ⁽¹⁾	0.21	2,500,000
Choo Kwok How	28th October, 2002	15th November, 2003 to 14th November, 2005 ⁽¹⁾	0.21	1,500,000
<i>Consultant</i>				
Chan Wing Luk	28th October, 2002	15th November, 2003 to 14th November, 2005 ⁽¹⁾	0.21	2,500,000
<i>Other employees</i>				
In aggregate	28th October, 2002	15th November, 2003 to 14th November, 2005 ⁽¹⁾	0.21	1,600,000
				8,100,000

- (1) Under the terms of the options granted under the Pre-IPO Share Option Scheme, these options can only be exercised by the grantees in the following manner:

Commencement date when the options become exercisable	Proportion of options granted under the Pre-IPO Share Option Scheme that can be exercised
the date falling 12 months after 15th November, 2002	50%
the date falling 18 months after 15th November, 2002	25%
the date falling 24 months after 15th November, 2002	25%

On 28th October, 2002, the Company conditionally adopted a further Share Option Scheme whereby full-time employees, executive or officers, directors of the Company or any of its subsidiaries and any suppliers, contractors, consultants, agents and/or advisers who, in the absolute determination of the Directors, will contribute or have contributed to the Group may be granted options to subscribe for Shares. The Share Option Scheme became unconditional upon the listing of the Shares on GEM on 15th November, 2002. Details of the Share Option Scheme have been set out in the annual report of the Company dated 21st June, 2004.

Particulars of the outstanding options which have been granted under the Share Option Scheme as at the Latest Practicable Date were as follows:

Name or category of participant	Date of grant	Exercisable period	Exercise price per Share HK\$	Number of share options
<i>Directors</i>				
Chan Tan Lui, Danielle	17th March, 2004	17th September, 2004 to 16th March, 2014	0.047	4,000,000
Choo Kwok How	17th March, 2004	17th March, 2005 to 16th March, 2014	0.047	2,000,000
Guo Qi	17th March, 2004	17th September, 2004 to 16th March, 2014	0.047	400,000
Yip Tai Him	17th March, 2004	17th September, 2004 to 16th March, 2014	0.047	400,000
<i>Other employees</i>				
In aggregate	17th March, 2004	17th March, 2005 to 16th March, 2014	0.047	10,000,000
<i>Other Eligible Participants</i>				
In aggregate	17th March, 2004	17th March, 2005 to 16th March, 2014	0.047	600,000
				17,400,000

5. SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company.

Ms. Chan Tan Lui, Danielle, has entered into a service contract with the Company. Her employment under the service contract shall be continuous subject to termination by either party to the contract serving a written notice to the other party to terminate such employment three months from the date of service of such notice. As at the Latest Practicable Date, the service contract of Ms. Chan Tan Lui, Danielle has not been terminated by either party.

Mr. Choo Kwok How has entered into a service contract with the Company. His employment under the service contract shall be continuous until 7th June, 2007 subject to termination by either party to the contract serving a written notice to the other party to terminate such employment three months from the date of service of such notice. As at the Latest Practicable Date, the service contract of Mr. Choo Kwok How has not been terminated by either party.

Apart from the foregoing, no Director has a service contract with the Company in respect of his service to the Company in the capacity of a Director which is not determinable by the Company within one year without payment other than statutory compensation.

6. LITIGATION

As at the Latest Practicable Date, the Directors are not aware of any litigation or claim of material importance pending or threatened against any member of the Group.

7. COMPETING INTERESTS

None of the Directors or the management shareholders of the Company (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group.

8. SPONSOR'S INTERESTS

As updated and notified by the Company's sponsor, Hantec Capital Limited (the "Sponsor"), as at the Latest Practicable Date, neither the Sponsor nor any of its respective directors, employees or associates had any interests in the Shares.

Pursuant to the agreement dated 27th August, 2004 entered into between the Company and the Sponsor, the Sponsor has received and will receive a fee for acting as the Company's retained sponsor for the period from 31st August, 2004 to 31st March, 2005 or the date on which the agreement is terminated upon the terms and conditions as set out therein the agreement.

9. GENERAL

- (a) The head office and principal place of business of the Company is at the 5th Floor, CNAC Group Building, 10 Queen's Road Central, Hong Kong. The Hong Kong branch registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (b) The company secretary and the qualified accountant of the Company is Mr. Poon Man Wai. He holds a degree of Bachelor of Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants.
- (c) The compliance officer of the Company is Mr. Choo Kwok How. He holds a degree of Bachelor of Arts in Economics and Social Studies from The University of Manchester and a degree of Master of Science in Finance from the University of Leicester.
- (d) The Company has established an audit committee on 28th October, 2002 with written terms of reference based on the guidelines set out in "A Guide for the Formation of an Audit Committee" of the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly reports and quarterly reports and to provide advices and comments thereon to the Board. In addition, the audit committee considers any significant and unusual items that are, or may need to be, reflected in such reports and accounts and gives due consideration to any matters that have been raised by the Company's qualified accountant, compliance officer and auditors. The audit committee is also responsible for reviewing and supervising the financial reporting process and the Group's internal control system. The audit committee comprises three independent non-executive Directors, namely Mr. Yip Tai Him, Mr. Chiu Kwok Ching and Ms. Guo Qi, further details of whom are set out below:

Mr. Yip Tai Him is a member of the Hong Kong Institute of Certified Public Accountants. He is currently an independent non-executive director of both Wing Lee Holdings Limited and renren Holdings Limited in Hong Kong, which are listed on the Stock Exchange.

Mr. Chiu Kwok Ching graduated from Cosmos Secondary School. He is currently a director of Sunny Limited, which is an investment holding company in Hong Kong.

Ms. Guo Qi graduated from Hu Nan Education Institute in China and obtained her Master of Science in the Social Science degree in International Banking and Financial Studies from the University of Southampton in 2000. Ms. Guo is a registered investment adviser with the China Securities Regulatory Commission.