

PACIFICNET COM INC
Form SC 13D/A
May 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.5)*
PacificNet Inc.
(formerly known as PacificNet.com, Inc.)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

69511V 10 8

(CUSIP Number)

Mr. Lien Kait Long
B2B Ltd.
8/F Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon
Hong Kong
(852) 2372-0130

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

April 9, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 2 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

B2B Ltd. - not applicable.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not applicable. []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

NUMBER OF SHARES	7	SOLE VOTING POWER -0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 2,413,890
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER -0-
WITH	10	SHARED DISPOSITIVE POWER 2,413,890

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,413,890

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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Not applicable. []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.94%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 3 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

China Strategic Holdings Limited - not applicable.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 2,425,423

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH 2,425,423

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,425,423

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]
Not Applicable.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 4 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Calisan Developments Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER

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OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
-0-

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
Disclaimed (see Item 11 below)

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Calisan Developments Limited disclaims beneficial ownership of the
shares beneficially owned by B2B Ltd. and China Strategic Holdings
Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]
Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 5 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Great Decision Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

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Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF SHARES 7 SOLE VOTING POWER
-0-

BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER
Disclaimed (see Item 11 below)

REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
-0-

PERSON WITH 10 SHARED DISPOSITIVE POWER
Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Great Decision Limited disclaims beneficial ownership of the shares
beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 6 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Paul Y. - ITC Investments Group Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Paul Y. - ITC Investments Group Limited disclaims beneficial ownership
of the shares beneficially owned by B2B Ltd. and China Strategic
Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 69511V 10 8

Page 7

of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Paul Y. - ITC Construction Holdings (B.V.I.) Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF	7	SOLE VOTING POWER			
		-0-			
SHARES					

BENEFICIALLY	8	SHARED VOTING POWER			
		Disclaimed (see Item 11 below)			
OWNED BY					

EACH	9	SOLE DISPOSITIVE POWER			
		-0-			
REPORTING					

PERSON	10	SHARED DISPOSITIVE POWER			
		Disclaimed (see Item 11 below)			
WITH					

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Paul Y. - ITC Construction Holdings (B.V.I.) Limited disclaims
beneficial ownership of the shares beneficially owned by B2B Ltd. and
China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

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HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

7

SCHEDULE 13D

CUSIP No. 69511V 10 8

Page 8 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Paul Y. - ITC Construction Holdings Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Paul Y. - ITC Construction Holdings Limited disclaims beneficial
ownership of the shares beneficially owned by B2B Ltd. and China

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Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]
Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

8

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 9 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Hollyfield Group Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Western Samoa

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

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EACH 9 SOLE DISPOSITIVE POWER
-0-
REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
Disclaimed (see Item 11 below)
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Hollyfield Group Limited disclaims beneficial ownership of the shares
beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

9

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 10 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Well Orient Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not Applicable []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

NUMBER OF SHARES	7	SOLE VOTING POWER -0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER Disclaimed (see Item 11 below)
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER -0-
WITH	10	SHARED DISPOSITIVE POWER Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Well Orient Limited disclaims beneficial ownership of the shares
beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

10

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 11 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Powervote Technology Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		Disclaimed (see Item 11 below)
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		-0-
PERSON	10	SHARED DISPOSITIVE POWER
WITH		Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Powervote Technology Limited disclaims beneficial ownership of the
shares beneficially owned by B2B Ltd. and China Strategic Holdings
Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS		
	Hanny Magnetics (B.V.I.) Limited - not applicable		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []	
	Not applicable.	(b) []	

3	SEC USE ONLY		

4	SOURCE OF FUNDS*		
	AF		

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)		
	Not Applicable		[]

6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	British Virgin Islands		

NUMBER OF	7	SOLE VOTING POWER	
SHARES		-0-	

BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		Disclaimed (see Item 11 below)	

EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		-0-	

PERSON	10	SHARED DISPOSITIVE POWER	
WITH		Disclaimed (see Item 11 below)	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Hanny Magnetics (B.V.I.) Limited disclaims beneficial ownership of the shares beneficially owned by B2B Ltd. and China Strategic Holdings Limited.		

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
	Not Applicable		[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.97%		

14	TYPE OF REPORTING PERSON*		
	HC, CO		

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 13 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Hanny Holdings Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Bermuda

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Hanny Holdings Limited disclaims beneficial ownership of the shares
beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

13

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 14 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Famex Investment Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
Not applicable. (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Hong Kong

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER

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Disclaimed (see Item 11 below)

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Famex Investment Limited disclaims beneficial ownership of the shares
beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

14

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 15 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Mankar Assets Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
-0-

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SHARES

 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8	SHARED VOTING POWER Disclaimed (see Item 11 below)
9	SOLE DISPOSITIVE POWER -0-
10	SHARED DISPOSITIVE POWER Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Mankar Assets Limited disclaims beneficial ownership of the shares
 beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.97%

14 TYPE OF REPORTING PERSON*
 HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

15

SCHEDULE 13D

 CUSIP No. 69511V 10 8 Page 16 of 137 Pages

1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 ITC Investment Holdings Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
 Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 AF

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
ITC Investment Holdings Limited disclaims beneficial ownership of the
shares beneficially owned by B2B Ltd. and China Strategic Holdings
Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

16

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 17 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ITC Corporation Limited - not applicable

Edgar Filing: PACIFICNET COM INC - Form SC 13D/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []
 Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e)
 Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Bermuda

NUMBER OF SHARES	7	SOLE VOTING POWER -0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER Disclaimed (see Item 11 below)
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER -0-
WITH	10	SHARED DISPOSITIVE POWER Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 ITC Corporation Limited disclaims beneficial ownership of the shares
 beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.97%

14 TYPE OF REPORTING PERSON*
 HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 69511V 10 8

Page 18 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Galaxyway Investments Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Galaxyway Investments Limited disclaims beneficial ownership of the
shares beneficially owned by B2B Ltd. and China Strategic Holdings
Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

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HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

18

SCHEDULE 13D

CUSIP No. 69511V 10 8 Page 19 of 137 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Chinaview International Limited - not applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
Not applicable.

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

Not Applicable []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY Disclaimed (see Item 11 below)

EACH 9 SOLE DISPOSITIVE POWER
REPORTING -0-

PERSON 10 SHARED DISPOSITIVE POWER
WITH Disclaimed (see Item 11 below)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Chinaview International Limited disclaims beneficial ownership of the
shares beneficially owned by B2B Ltd. and China Strategic Holdings
Limited.

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 Not Applicable []

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.97%

 14 TYPE OF REPORTING PERSON*
 HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

19

SCHEDULE 13D

 CUSIP No. 69511V 10 8 Page 20 of 137 Pages

 1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Chan Kwok Keung, Charles - not applicable

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 Not applicable. (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 AF

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 Not Applicable []

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 United Kingdom

 NUMBER OF 7 SOLE VOTING POWER
 SHARES -0-

 BENEFICIALLY 8 SHARED VOTING POWER
 OWNED BY Disclaimed (see Item 11 below)

 EACH 9 SOLE DISPOSITIVE POWER

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-0-

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
Disclaimed (see Item 11 below)

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Chan Kwok Keung, Charles disclaims beneficial ownership of the shares
beneficially owned by B2B Ltd. and China Strategic Holdings Limited.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
Not Applicable []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.97%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

20

Note:

This Amendment No. 5 is being filed to reflect a change in the percentage ownership of the subject company by B2B Limited and China Strategic Holdings Limited, as well as the several indirect holders who are reporting persons on this Statement, Calisan Developments Limited, Great Decision Limited, Paul Y. - ITC Investments Group Limited, Paul Y. - ITC Construction Holdings (B.V.I.) Limited, Paul Y. - ITC Construction Holdings Limited, Hollyfield Group Limited, Well Orient Limited, Powervote Technology Limited, Hanny Magnetics (B.V.I.) Limited, Hanny Holdings Limited, Famex Investment Limited, Mankar Assets Limited, ITC Investment Holdings Limited, ITC Corporation Limited, Galaxyway Investments Limited, Chinaview International Limited, and Dr. Chan Kwok Keung, Charles. The change in percentage ownership resulted from certain changes in the outstanding capital of the subject company of which the foregoing direct or indirect holders recently became aware, as described in Item 4 below. None of the foregoing parties bought or sold any securities of the subject company since the filing of Amendment No. 4 to this Statement in January 2002.

The Amendment No. 5 is also being filed to provide other non-material updated information in items 1, 2, 3, 4 and 5.

Items 1, 2, 3, 4 and 5 have been amended accordingly.

Item 1. Security and Issuer.

This statement relates to the common stock (the "Common Stock") of PacificNet Inc. (formerly known as PacificNet.com, Inc.) (the "Company"), a Delaware corporation, with its principal executive offices at 860 Blue Gentian Road, Suite 360, Eagan, MN55121, USA.

Item 2. Identity and Background.

This statement is filed by:

China Strategic Holdings Limited

China Strategic Holdings Limited ("CSH") is a Hong Kong company with its principal executive and business offices located at 8th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong. The principal business of CSH is that of an investment holding company with diversified interests in industrial and infrastructure investments, property investment and development and media businesses through its subsidiaries.

CSH owns 100% of the issued shares of B2B Ltd. and, through such interest and its interest in China Pharmaceutical Industrial Limited, is the indirect beneficial owner of 2,425,423 shares of Common Stock (the "CSH Shares").

During the past five years, neither CSH nor, to the best knowledge of CSH, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating

21

activities subject to, federal or state securities laws or finding any violation with respect to such laws.

B2B Ltd.

B2B Ltd., a Hong Kong company, is a wholly owned subsidiary of CSH, and it directly owns 2,413,890 shares of Common Stock. B2B Ltd.'s principal business is that of an investment holding company whose principal asset currently is such shares in the Company, and its principal executive and business offices are located at 8th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

During the past five years, neither B2B Ltd. nor, to the best knowledge of B2B Ltd., any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Calisan Developments Limited

The principal business of Calisan Developments Limited, a British Virgin Islands company ("Calisan"), is investment holding. The principal executive and business offices of Calisan are located at 31st Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

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Calisan owns 17.45% of the issued shares of CSH and may, pursuant to Rule 13d-3 ("Rule 13d-3") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Calisan disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Calisan is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH shares.

During the past five years, neither Calisan nor, to the best knowledge of Calisan, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Great Decision Limited

The principal business of Great Decision Limited, a British Virgin Islands company ("Great Decision"), is investment holding. The principal executive and business offices of Great Decision are located at 31st Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

22

Great Decision owns 100% of the issued shares of Calisan and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Great Decision disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Great Decision is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Great Decision nor, to the best knowledge of Great Decision, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Paul Y. - ITC Investments Group Limited

The principal business of Paul Y. - ITC Investments Group Limited, a British Virgin Islands company ("Paul Y. Investments"), is investment holding. The principal executive and business offices of Paul Y. Investments are located at 31st Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Paul Y. Investments owns 100% of the issued shares of Great Decision and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Paul Y. Investments disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Paul Y. Investments is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Paul Y. Investments nor, to the best knowledge of Paul Y. Investments, any of its executive officers and directors

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have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Paul Y. - ITC Construction Holdings (B.V.I.) Limited

The principal business of Paul Y. - ITC Construction Holdings (B.V.I.) Limited, a British Virgin Islands company ("Paul Y. BVI"), is investment holding. The principal executive and business offices of Paul Y. BVI are located at 31st Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Paul Y. BVI owns 100% of the issued shares of Paul Y. Investments and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Paul Y. BVI disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Paul Y. BVI is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

23

During the past five years, neither Paul Y. BVI nor, to the best knowledge of Paul Y. BVI, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Paul Y. - ITC Construction Holdings Limited

The principal business of Paul Y. - ITC Construction Holdings Limited, a Bermuda company ("Paul Y. Holdings"), is that of investment holding with interests mainly in companies engaged in construction, property development and investment, manufacturing and trading of construction materials, hotel operations and catering as well as strategic investment in contracting businesses including contract mining, contract drilling, engineering, infrastructure services, power services, telecommunication services and rail services, installation and maintenance of elevators and escalators, and provision of specialized business and management solution. The principal executive and business offices of Paul Y. Holdings are located at 31st Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Paul Y. Holdings owns 100% of the issued shares of Paul Y. BVI and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Paul Y. Holdings disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Paul Y. Holdings is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Paul Y. Holdings nor, to the best knowledge of Paul Y. Holdings, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future

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violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Hollyfield Group Limited

The principal business of Hollyfield Group Limited, a Western Samoa company ("Hollyfield"), is investment holding. The principal executive and business offices of Hollyfield are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Hollyfield owns 42.59% of the issued shares of Paul Y. Holdings and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Hollyfield disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Hollyfield is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Hollyfield nor, to the best knowledge of Hollyfield, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was

24

or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Well Orient Limited

The principal business of Well Orient Limited, a Hong Kong company ("Well Orient"), is investment holding. The principal executive and business offices of Well Orient are located at 7th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Well Orient owns 17.45% of the issued shares of CSH and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Well Orient disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Well Orient is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH shares.

During the past five years, neither Well Orient nor, to the best knowledge of Well Orient, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Powervote Technology Limited

The principal business of Powervote Technology Limited, a British Virgin Islands company ("Powervote"), is investment holding. The principal executive and business offices of Powervote are located at 7th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

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Powervote owns 100% of the issued shares of Well Orient and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Powervote disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Powervote is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Powervote nor, to the best knowledge of Powervote, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Hanny Magnetics (B.V.I.) Limited

The principal business of Hanny Magnetics (B.V.I.) Limited, a British Virgin Islands company ("Hanny BVI"), is investment holding. The principal executive and business offices of

25

Hanny BVI are located at 7th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Hanny BVI owns 100% of the issued shares of Powervote and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Hanny BVI disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Hanny BVI is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH shares.

During the past five years, neither Hanny BVI nor, to the best knowledge of Hanny BVI, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Hanny Holdings Limited

The principal business of Hanny Holdings Limited, a Bermuda company ("Hanny"), is the manufacture, distribution and marketing of data storage media and the distribution and marketing of computer accessories, storage media and consumer electronic products and securities trading. Hanny also holds an investment portfolio of information technology-related companies. The principal executive and business offices of Hanny are located at 7th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Hanny owns 100% of the issued shares of Hanny BVI and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Hanny disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Hanny is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the

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beneficial owner of the CSH Shares.

During the past five years, neither Hanny nor, to the best knowledge of Hanny, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Famex Investment Limited

The principal business of Famex Investment Limited, a Hong Kong company ("Famex"), is investment holding. The principal executive and business offices of Famex are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Famex owns 27.73% of the issued shares of Hanny and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Famex disclaims beneficial ownership of the CSH Shares and the filing of this

26

statement shall in no way be construed as an admission that Famex is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Famex nor, to the best knowledge of Famex, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mankar Assets Limited

The principal business of Mankar Assets Limited, a British Virgin Islands company ("Mankar"), is investment holding. The principal executive and business offices of Mankar are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

Mankar owns 100% of the issued shares of Famex and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Mankar disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Mankar is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Mankar nor, to the best knowledge of Mankar, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting

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or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITC Investment Holdings Limited

The principal business of ITC Investment Holdings Limited, a British Virgin Islands company ("ITC Holdings"), is investment holding. The principal executive and business offices of ITC Holdings are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

ITC Holdings owns 100% of the issued shares of Hollyfield and Mankar and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, ITC Holdings disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that ITC Holdings is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither ITC Holdings nor, to the best knowledge of ITC Holdings, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of,

27

or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITC Corporation Limited

The principal business of ITC Corporation Limited, a Bermuda company ("ITC"), is investment holding. The principal executive and business offices of ITC are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

ITC owns 100% of the issued shares of ITC Holdings and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, ITC disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that ITC is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither ITC nor, to the best knowledge of ITC, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Galaxyway Investments Limited

The principal business of Galaxyway Investments Limited, a British Virgin Islands company ("Galaxyway"), is investment holding. The principal executive and business offices of Galaxyway are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

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Galaxyway owns 34.82% of the issued shares of ITC and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Galaxyway disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Galaxyway is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Galaxyway nor, to the best knowledge of Galaxyway, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Chinaview International Limited

The principal business of Chinaview International Limited, a British Virgin Islands company ("Chinaview"), is investment holding. The principal executive and business offices of Chinaview are located at 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

28

Chinaview owns 100% of the issued shares of Galaxyway and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B Ltd. However, Chinaview disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Chinaview is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

During the past five years, neither Chinaview nor, to the best knowledge of Chinaview, any of its executive officers and directors have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Chan Kwok Keung, Charles

The business address of Dr. Chan Kwok Keung, Charles ("Dr. Chan"), a citizen of the United Kingdom, is 33rd Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong. Dr. Chan is the: (i) Chairman of Paul Y. Holdings, ITC, Hanny and China Enterprises Limited, (ii) Chairman and Chief Executive Officer of CSH, (iii) an executive director of Ananda Wing On Travel (Holdings) Limited and (iv) a non-executive director of Downer EDI Limited. Dr. Chan is also a director of Paul Y. BVI and Famex and is the sole director of Galaxyway and Chinaview.

Dr. Chan owns 100% of the issued shares of Chinaview and may, pursuant to Rule 13d-3, be deemed to control the voting and disposition of the CSH Shares by CSH and B2B. However, Dr. Chan disclaims beneficial ownership of the CSH Shares and the filing of this statement shall in no way be construed as an admission that Dr. Chan is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of the CSH Shares.

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During the past five years, Dr. Chan has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The name, business address, citizenship and present occupation or employment of each executive officer and director of the foregoing entities and the name, principal business and address of any corporation or other organization in which such employment is conducted are set forth on Schedules I through XIX hereto and are incorporated herein by reference.

Item 3. Source and Amount of Funds or other Consideration.

The shares of Common Stock were acquired by B2B Ltd. on July 27, 2000 upon the completion of the exchange of all the ownership interests in PacificNet.com, LLC ("PacificNet") for shares of the Company's Common Stock, as more fully described in the Schedule 13D filed on August 7, 2000 (File No. 005-59081).

29

This amendment is being made in part to reflect a passive change in the percentage ownership in the Company of CSH, B2B Ltd., Calisan, Great Decision, Paul Y. Investments, Paul Y. BVI, Paul Y. Holdings, Hollyfield, Well Orient, Powervote, Hanny BVI, Hanny, Famex, Mankar, ITC Holdings, ITC, Galaxyway, Chinaview and Dr. Chan, as described in Item 4 below.

Item 4. Purposes of Transaction.

None of the reporting persons named in this Statement has bought or sold any securities of the Company since the date of Amendment No. 4 to this Statement. The following is an explanation of the changes in the Company's outstanding share capital which necessitated this Amendment No. 5:

In April 2002, the Company issued 12,257,121 shares of common stock for the private placement.

The net results of these changes in the total number of shares outstanding is that the percentage ownership interest of B2B Ltd. and CSH in the Company decreased by 13.66% and 13.73% respectively. These changes also resulted in a percentage decrease of 13.73% for all other reporting persons, but as noted elsewhere in this Statement, such other reporting persons disclaim beneficial ownership of those shares.

Except as described in this Item 4, none of B2B Ltd., CSH, Calisan, Great Decision, Paul Y. Investments, Paul Y. BVI, Paul Y. Holdings, Hollyfield, Well Orient, Powervote, Hanny BVI, Hanny, Famex, Mankar, ITC Holdings, ITC, Galaxyway, Chinaview or Dr. Chan has any plan, nor has under consideration any proposal which relate to or would result in:

(a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company;

(b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;

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(c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries;

(d) any change in the present board of directors or management of the Company;

(e) any material change in the present capitalization or dividend policy of the Company;

(f) any other material change in the Company's business or corporate structure;

(g) changes in the Company's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;

(h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

30

(i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Exchange Act; or

(j) any action similar to any of those enumerated in (a)-(i) above.

Item 5. Interest in Securities of the Issuer.

(a)-(b) B2B Ltd. is the beneficial owner of 2,413,890 shares of Common Stock, representing 10.94% of the outstanding Common Stock, and has shared power over the voting and disposition of the CSH Shares with CSH.

CSH indirectly beneficially owns 2,425,423 shares of Common Stock, representing 10.97% of the class, due to: (1) its 100% ownership of B2B Ltd. and (2) its indirect partial ownership of China Pharmaceutical Industrial Limited, a subsidiary which beneficially owns 11,533 shares of Common Stock as of the date hereof. CSH is deemed to have shared power to vote and to dispose of 2,413,890 shares of Common Stock with B2B Ltd. It also is deemed to have shared power to vote and dispose of 11,533 shares of Common Stock with China Pharmaceutical Industrial Limited. The executive officers, directors and controlling persons of China Pharmaceutical Industrial Limited, and executive officers and directors of any person ultimately in control of China Pharmaceutical Industrial Limited, are as follows: Lien Kait Long and Ho Kin Cheong, Kelvin of 8th Floor, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong, and Ian James Burton of 2nd Floor, 45 Stirling Highway, Nedlands, WA 6009, Australia.

Calisan, through its ownership of 17.45% of the issued shares of CSH, may be deemed to share voting and dispositive power over the 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Calisan expressly disclaims beneficial ownership of such shares.

Great Decision, through its ownership of 100% of the issued shares of Calisan, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Great Decision expressly disclaims beneficial ownership of such shares.

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Paul Y. Investments, through its ownership of 100% of the issued shares of Great Decision, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Paul Y. Investments expressly disclaims beneficial ownership of such shares.

Paul Y. BVI, through its ownership of 100% of the issued shares of Paul Y. Investments, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Paul Y. BVI expressly disclaims beneficial ownership of such shares.

Paul Y. Holdings, through its ownership of 100% of the issued shares of Paul Y. BVI, may be deemed to share voting and dispositive power over 2,425,423 shares

31

of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Paul Y. Holdings expressly disclaims beneficial ownership of such shares.

Hollyfield, through its ownership of 42.59% of the issued shares of Paul Y. Holdings, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Hollyfield expressly disclaims beneficial ownership of such shares.

Well Orient, through its ownership of 17.45% of the issued shares of CSH, may be deemed to share voting and dispositive power over the 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Well Orient expressly disclaims beneficial ownership of such shares.

Powervote, through its ownership of 100% of the issued shares of Well Orient, may be deemed to share voting and dispositive power over the 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Powervote expressly disclaims beneficial ownership of such shares.

Hanny BVI, through its ownership of 100% of the issued shares of Powervote, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Hanny BVI expressly disclaims beneficial ownership of such shares.

Hanny, through its ownership of 100% of the issued shares of Hanny BVI, may be deemed to share voting and dispositive power over the 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Hanny expressly disclaims beneficial ownership of such shares.

Famex, through its ownership of 27.73% of the issued shares of Hanny, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Famex expressly disclaims beneficial ownership of such shares.

Mankar, through its ownership of 100% of the issued shares of Famex, may be deemed to share voting and dispositive power over 2,425,423

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shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Mankar expressly disclaims beneficial ownership of such shares.

ITC Holdings, through its ownership of 100% of the issued shares of both Hollyfield and Mankar may be deemed to share voting and dispositive power over the 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, ITC Holdings expressly disclaims beneficial ownership of such shares.

ITC, through its ownership of 100% of the issued shares of ITC Holdings may be deemed to share voting and dispositive power over the 2,425,423 shares of

32

Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, ITC expressly disclaims beneficial ownership of such shares.

Galaxyway, through its ownership of 34.82% of the issued shares of ITC, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Galaxyway expressly disclaims beneficial ownership of such shares.

Chinaview, through its ownership of 100% of the issued shares of Galaxyway, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Chinaview expressly disclaims beneficial ownership of such shares.

Dr. Chan, through his ownership of 100% of the issued shares of Chinaview, may be deemed to share voting and dispositive power over 2,425,423 shares of Common Stock indirectly beneficially owned by CSH, however, pursuant to Rule 13d-4, Dr. Chan expressly disclaims beneficial ownership of such shares.

None of the persons named on Schedules I-XIX beneficially own shares of Common Stock.

(c) Not applicable.

(d) The reporting persons know of no other person who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities reported herein.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons named in Item 2 above with respect to any securities of the Company including, but not limited to, transfer or the voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

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The document which have been filed as Exhibits are listed in the Exhibit Index herein.

33

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, B2B Ltd. certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF B2B LTD.

Dated: May 6, 2002

By: /s/ Lien Kait Long

Name: Lien Kait Long
Title: Director

34

After reasonable inquiry and to the best of my knowledge and belief, China Strategic Holdings Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF CHINA STRATEGIC HOLDINGS LIMITED

Dated: May 6, 2002

By: /s/ Lien Kait Long

Name: Lien Kait Long
Title: Executive Director

35

After reasonable inquiry and to the best of my knowledge and belief, Calisan Developments Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF CALISAN DEVELOPMENTS LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

36

After reasonable inquiry and to the best of my knowledge and belief, Great Decision Limited certifies that the information set forth in this statement is true, complete and correct.

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FOR AND ON BEHALF OF GREAT DECISION
LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

37

After reasonable inquiry and to the best of my knowledge and belief, Paul Y. - ITC Investments Group Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF PAUL Y. - ITC
INVESTMENTS GROUP LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

38

After reasonable inquiry and to the best of my knowledge and belief, Paul Y. - ITC Construction Holdings (B.V.I.) Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF PAUL Y. - ITC
CONSTRUCTION HOLDINGS (B.V.I.) LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

39

After reasonable inquiry and to the best of my knowledge and belief, Paul Y. - ITC Construction Holdings Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF PAUL Y. - ITC
CONSTRUCTION HOLDINGS LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Executive Director

40

After reasonable inquiry and to the best of my knowledge and belief,

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Hollyfield Group Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF HOLLYFIELD
GROUP LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

41

After reasonable inquiry and to the best of my knowledge and belief, Well Orient Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF WELL ORIENT
LIMITED

Dated: May 6, 2002

By: /s/ Lui Siu Tsuen, Richard

Name: Lui Siu Tsuen, Richard
Title: Director

42

After reasonable inquiry and to the best of my knowledge and belief, Powervote Technology Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF POWERVOTE
TECHNOLOGY LIMITED

Dated: May 6, 2002

By: /s/ Lui Siu Tsuen, Richard

Name: Lui Siu Tsuen, Richard
Title: Director

43

After reasonable inquiry and to the best of my knowledge and belief, Hanny Magnetics (B.V.I.) Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF HANNY
MAGNETICS (B.V.I.) LIMITED

Dated: May 6, 2002

By: /s/ Lui Siu Tsuen, Richard

Name: Lui Siu Tsuen, Richard
Title: Director

44

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After reasonable inquiry and to the best of my knowledge and belief, Hanny Holdings Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF HANNY HOLDINGS
LIMITED

Dated: May 6, 2002

By: /s/ Allan Yap

Name: Allan Yap
Title: Managing Director

45

After reasonable inquiry and to the best of my knowledge and belief, Famex Investment Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF FAMEX
INVESTMENT LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

46

After reasonable inquiry and to the best of my knowledge and belief, Mankar Assets Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF MANKAR ASSETS
LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

47

After reasonable inquiry and to the best of my knowledge and belief, ITC Investment Holdings Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF ITC
INVESTMENT HOLDINGS LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Director

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48

After reasonable inquiry and to the best of my knowledge and belief, ITC Corporation Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF ITC CORPORATION
LIMITED

Dated: May 6, 2002

By: /s/ Chau Mei Wah, Rosanna

Name: Chau Mei Wah, Rosanna
Title: Managing Director

49

After reasonable inquiry and to the best of my knowledge and belief, Galaxyway Investments Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF GALAXYWAY
INVESTMENTS LIMITED

Dated: May 6, 2002

By: /s/ Chan Kwok Keung, Charles

Name: Chan Kwok Keung, Charles
Title: Director

50

After reasonable inquiry and to the best of my knowledge and belief, Chinaview International Limited certifies that the information set forth in this statement is true, complete and correct.

FOR AND ON BEHALF OF CHINAVIEW
INTERNATIONAL LIMITED

Dated: May 6, 2002

By: /s/ Chan Kwok Keung, Charles

Name: Chan Kwok Keung, Charles
Title: Director

51

After reasonable inquiry and to the best of my knowledge and belief, I, Dr. Chan Kwok Keung, Charles, certify that the information set forth in this statement is true, complete and correct.

Dated: May 6, 2002

By: /s/ Chan Kwok Keung, Charles

Name: Dr. Chan Kwok Keung, Charles

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52

Schedule I

Executive Officers and Directors of China Strategic Holdings Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Lien Kait Long	c/o 8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Singapore

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David Edwin Bussmann	c/o 8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	USA
Chan Kwok Keung, Charles	c/o 33/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon,	United Kingdom

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Lau Ko Yuen, Tom

c/o 31/F, Paul Y. Centre,
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c/o 31/F, Paul Y. Centre,
51 Hung To Road,
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Richard, Siu Tsuen
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51 Hung To Road,
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Choy Hok Man,
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c/o 49/F, Bank of China Tower,
1 Garden Road, Hong Kong

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Li Wa Kin	c/o 8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	China
Chan Kwok Hung	c/o 27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

Allan Yap	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Canada
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Schedule II

Executive Officers and Directors of B2B Ltd.
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Lien Kait Long	c/o 8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Singapore
Ho Kin Cheong, Kelvin	c/o 8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Hong Kong

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Schedule III

Executive Officers and Directors of Calisan Developments Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Chau Mei Wah, Rosanna	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Australia

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Chan Fut Yan

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

United
Kingdom

Lau Ko Yuen, Tom

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong, Kowloon,
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Schedule IV

Executive Officers and Directors of Great Decision Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Lau Ko Yuen, Tom	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

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51 Hung To Road,
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Schedule V

Executive Officers and Directors of Paul Y. - ITC Investments Group Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Chan Fut Yan	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

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Lau Ko Yuen, Tom

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51 Hung To Road,
Kwun Tong, Kowloon,
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Rosanna

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
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Schedule VI

Executive Officers and Directors of Paul Y. - ITC Construction
Holdings (B.V.I.) Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Chan Kwok Keung, Charles	c/o 33/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

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Lau Ko Yuen, Tom

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong, Kowloon,
Hong Kong

United Kingdom

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Chan Fut Yan

c/o 31/F, Paul Y. Centre,
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Chau Mei Wah, Rosanna

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Executive Officers and Directors of Paul Y. - ITC Construction Holdings Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Chan Kwok Keung, Charles	c/o 33/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

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Lau Ko Yuen, Tom

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

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Chan Fut Yan

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
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Chau Mei Wah, Rosanna

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Australia

Cheung Ting Kau, Vincent

c/o 15/F, Alexandra House,
16-20 Chater Road,
Central, Hong Kong

United Kingdom

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Kwok Shiu Keung, Ernest	c/o 21-22/F, Bank of China Tower, 1 Garden Road, Hong Kong	Australia
Cheung Hon Kit	c/o 27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Hong Kong

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Schedule VIII

Executive Officers and Directors of Hollyfield Group Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

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Name and Title	Business Address	Citizenship	Emp Con
Lau Ko Yuen, Tom	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Dir L Dir D Dir C (Dir I Dir L Dep I L Dep C Dir L Dir L Cha Alt S Dir

Chan Fut Yan	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Cyb L Dir H Dir L Vic G Dir D Man I L Dir C (Dir L Dir L Dir L Exe C
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Chau Mei Wah,
Rosanna

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Australia

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Schedule IX

Executive Officers and Directors of Well Orient Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

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Name and Title	Business Address	Citizenship
Allan Yap	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Canada

82

Richard, Siu Tsuen Lui	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Hong Kong
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Schedule X

Executive Officers and Directors of Powervote Technology Limited
as of May 6, 2002

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The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Allan Yap	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Canada
Richard, Siu Tsuen Lui	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong,	Hong Kong

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Hong Kong

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Schedule XI

Executive Officers and Directors of Hanny Magnetics (B.V.I.) Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship	Pri Pre Occ Emp App Pri Add Con Org Sai Con
Allan Yap	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Canada	Dir Vic E Dir T Dir (Man H Exe C Cha O N Exe W L Vic S
Chan Kwok Hung	c/o 27/F, Paul Y. Centre,	United Kingdom	Dir

51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Richard, Siu Tsuen Lui

c/o 7/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Hong Kong

Schedule XII

Executive Officers and Directors of Hanny Holdings Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title

Business Address

Citizenship

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Richard, Siu Tsuen Lui

c/o 7/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
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Chan Kwok Keung, Charles

c/o 33/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

United Kingdom

Exec
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Allan Yap

c/o 7/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
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Chan Kwok Hung	c/o 27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon,	United Kingdom
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89

Hong Kong

Cheung Kwok Wah, Ken	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom
----------------------	---	----------------

Yuen Tin Fan, Francis	c/o 42/F, Hong Kong PCCW Tower, Taikoo Place, Quarry Bay, Hong Kong	United Kingdom
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Fok Kin Ning, Canning	c/o 22/F, Hutchison House, 10 Harcourt Road, Hong Kong	Australia
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Ip Tak Chuen, Edmond	c/o 8/F, Cheung Kong Centre, 2 Queen's Road Central, Hong Kong	United Kingdom	Non- Ho Exec (H Exec In Li Non- li
Cheung Hon Kit	c/o 27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Hong Kong	Non- Ho Exec Co Exec IT Li Inde Di Ho Inde Di Li Dire (H Dire Li Exec La
Ma Si Hang, Frederick	c/o 42/F, PCCW Tower, Taikoo Place, Quarry Bay, Hong Kong	Canada	Inde Di Li Exec of Pa Li
Tsang Link Carl,	c/o 20/F, Gloucester	Hong Kong	In
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Brian	Tower, The Landmark Landmark, Central, Hong Kong		Ex Dire Li Part So
Dorothy Law	c/o 7/F, Paul Y. Centre, 51 Hung To Road,	Canada	Corp Ho

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Hong Kong

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Schedule XIII

Executive Officers and Directors of Famex Investment Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Chan Kwok Keung, Charles	c/o 33/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

Principal Bu
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Occupation o
Employment a
Applicable,
the Name, Pr
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of Any Corpo
or OtherOrga
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is Conducted

Executive Di
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Chairman, Pa
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Limited;
Chairman, Ch
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Director, Pa
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Chairman, Ha
Limited;
Chairman, IT
Limited;
Director, Ga
Investment
Director, Ch
Internatio
Director, Fa
Limited;
Chairman and
Officer, C

Chan Fut Yan	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Director, Ho Limited; Vice Chairma Group Limi Director, Ca Limited; Managing Dir ITC Constr Limited; Director, Pa Constructi (B.V.I.) L Director, Gr Limited; Director, Fa Limited; Director, Ma Limited; Executive Di Corporatio Director, Pa Investment Director, IT Holdings L
--------------	--	----------------	--

Lau Ko Yuen, Tom	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Director, Ho Limited; Director, Ca Limited; Director, Pa Constructi (B.V.I.) L Director, Pa Investment Director, Gr Limited; Deputy Chair Constructi Limited; Deputy Chair Corporatio Director, Fa Limited; Director, Ma Limited; Chairman, Do
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			Limited; Alternate Di Strategic Director, Ne Limited; Director, IT Holdings L
Chau Mei Wah, Rosanna	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Australia	Director, Fa Limited; Director, Bu Corporatio Executive Di Group Limi Director, Ca Limited; Managing Dir Corporatio Executive Di Holdings L Director, Ho Limited; Executive Di ITC Constr Limited; Director, Pa Constructi (B.V.I.) L Director, Pa Investment Director, Gr Limited; Director, Ma Limited; Director, IT Holdings L Executive Di Strategic
Chan Kwok Hung	c/o 27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Director, Ha (B.V.I.) L Chairman, Ch Limited;

Executive Di
Holdings L
Executive Di
Corporatio
Alternate Di
Strategic
Director, Fa
Limited.

Schedule XIV

Executive Officers and Directors of Mankar Assets Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship	Principal Business Present Principal Occupation or Employment as Applicable, the Name, Principal Business Address of Any Corporation or Other Organization in Which Said Business is Conducted
Lau Ko Yuen, Tom	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Director, Ho Limited; Director, Ca Limited; Director, Pa Constructi (B.V.I.) L Director, Pa Investment Director, Gr Limited; Deputy Chair Constructi Limited; Deputy Chair Corporatio Director, Fa Limited; Director, Ma Limited; Chairman, Do Alternate Di Strategic

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Chau Mei Wah, Rosanna

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Australia

Director, Ne
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Director, IT
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Director, Bu
Corporatio
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Group Limi
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Limited;
Managing Dir
Corporatio
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Executive Di
ITC Constr
Limited;
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Limited;
Director, Fa
Limited;
Executive Di
Holdings L
Director, IT
Holdings L
Executive Di
Strategic

Chan Fut Yan

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

United Kingdom

Director, Ma
Limited;
Director, Ho
Limited;
Vice Chairma
Group Limi
Director, Ca
Limited;
Managing Dir
ITC Constr
Limited;
Director, Pa

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Director, Fa
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Executive Di
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 Investment
 Director, IT
 Holdings L

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Schedule XV

Executive Officers and Directors of ITC Corporation Limited
 as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Name and Title	Business Address	Citizenship
Chan Kwok Keung, Charles	c/o 33/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

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 Chairman, Pa
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 Chairman, Ch
 Limited;
 Director, Pa
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 Chairman, Ha
 Limited;
 Chairman, IT
 Limited;
 Director, Ga
 Investment
 Director, Ch
 Internatio
 Director, Fa
 Limited;
 Chairman and

Lau Ko Yuen, Tom	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Holdings L Director, Ho Limited; Director, Ca Limited; Director, Pa Constructi (B.V.I.) L Director, Pa Investment Director, Gr Limited; Deputy Chair Constructi Limited; Deputy Chair Corporatio Director, Fa Limited; Director, Ma Limited; Chairman, Do Alternate Di Strategic Director, Ne Limited; Director, IT Holdings L
------------------	--	----------------	---

Chan Fut Yan	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Director, Ho Limited; Vice Chairma Group Limi Director, Ca Limited; Managing Dir ITC Constr Limited; Director, Pa Constructi (B.V.I.) L Director, Gr Limited; Director, Ma Limited;
--------------	--	----------------	--

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Chau Mei Wah, Rosanna

c/o 31/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

Australia

Director, Fa
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Executive Di
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Director, Pa
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Director, IT
Holdings L

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Limited;
Director, Ho
Limited;
Executive Di
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Director, Gr
Limited;
Director, Ma
Limited;
Director, Fa
Limited;
Executive Di
Holdings L
Director, IT
Holdings L
Executive Di
Strategic

Cheung Kwok Wah, Ken

c/o 7/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong, Kowloon,
Hong Kong

United Kingdom

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Chan Kwok Hung

c/o 27/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,

United Kingdom

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Executive Di
Corporatio
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Group Limi
Director, Ha
(B.V.I.) L
Chairman, Ch

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	Kowloon, Hong Kong		Limited; Executive Di Holdings L Executive Di Corporatio Alternate Di Strategic Director, Fa Limited.
Allan Yap	c/o 7/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Canada	Director, We Vice Chairma Enterprise Director, Po Limited; Director, Ha (B.V.I.) L Managing Dir Holdings L Executive Di Corporatio Chairman and Officer, B Corporatio Executive Di Wing On Tr Limited; Vice Chairma Holdings L
103			
Wong Kun To	c/o 29/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Canada	Executive Di Corporatio Managing Dir Holdings L Executive Di Corporatio Executive Di Media Grou
Dominic Lai	c/o 9/F and 15/F, The Bank of East Asia Building, 10 Des Voeux Road, Central, Hong Kong	China	Independent Director, Limited; Senior Partn Solicitors
Cheung Hon Kit	c/o 27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Hong Kong	Non-Executiv Holdings L Executive Di Corporatio Executive Di ITC Constr Limited; Independent Director, Holdings L

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Independent
Director,
Limited;
Director, hk
(Holdings)
Director, Bi
Limited;
Executive Vi
Land Group

Chuck, Winston Calptor

c/o 10/F, Hong Kong Trade
Centre,
161 Des Voeux Road Central,
Hong Kong

British

Independent
director,
Limited.

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Schedule XVI

Executive Officers and Directors of Galaxyway Investments Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Principal Bu
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Name and Title

Business Address

Citizenship

Sole Director:

Chan Kwok Keung, Charles

c/o 33/F, Paul Y. Centre,
51 Hung To Road,
Kwun Tong,
Kowloon,
Hong Kong

United Kingdom

Executive Di
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Non-Executiv
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Constructi
Limited;
Chairman, Ch
Limited;
Director, Pa
Constructi
(B.V.I.) L

Chairman, Ha
Limited;
Chairman, IT
Limited;
Director, Ga
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Limited;
Chairman and
Officer, C

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Holdings L

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Schedule XVII

Executive Officers and Directors of Chinaview International Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

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the Name, Pr
Business Add
of Any Corpo
or Other Org
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Name and Title	Business Address	Citizenship
Sole Director: Chan Kwok Keung, Charles	c/o 33/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom

Executive Di
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Limited;
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Limited;
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Investment
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Limited;
Chairman and
Officer, C

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Holdings L

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Schedule XVIII

Executive Officers and Directors of ITC Investment Holdings Limited
as of May 6, 2002

The principal address and business of each corporation or other organization listed below can be found in Item 2 with respect to the reporting persons listed in this Amendment No. 5 or in Schedule XIX for all other corporations or other organizations.

Principal Bu
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or OtherOrga
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Name and Title

Business Address

Citizenship

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Lau Ko Yuen, Tom c/o 31/F, Paul Y. Centre, United Kingdom
 51 Hung To Road,
 Kwun Tong,
 Kowloon,
 Hong Kong

Director, Ho
 Limited;
 Director, Ca
 Limited;
 Director, Pa
 Constructi
 (B.V.I.) L
 Director, Pa
 Investment
 Director, Gr
 Limited;
 Deputy Chair
 Constructi
 Limited;
 Deputy Chair
 Corporatio
 Director, Fa
 Limited;
 Director, Ma
 Limited;
 Chairman, Do
 Alternate Di
 Strategic
 Director, Ne
 Limited;

109

Chau Mei Wah, Rosanna c/o 31/F, Paul Y. Centre, Australia
 51 Hung To Road,
 Kwun Tong,
 Kowloon,
 Hong Kong

Director, IT
 Holdings L
 Director, Ma
 Limited;
 Director, Bu
 Corporatio
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 Group Limi
 Director, Ca
 Limited;
 Managing Dir
 Corporatio
 Director, Ho
 Limited;
 Executive Di
 ITC Constr
 Limited;
 Director, Pa
 Constructi
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 Director, Pa
 Investment
 Director, Gr
 Limited;
 Director, Fa
 Limited;
 Executive Di
 Holdings L

			Director, IT Holdings L Executive Di Strategic
Chan Fut Yan	c/o 31/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	United Kingdom	Director, Ho Limited; Vice Chairma Group Limi Director, Ca Developmen Managing Dir - ITC Cons Holdings L

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Director, Pa
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(B.V.I.) L
Director, Gr
Limited;
Director, Fa
Limited;
Director, Ma
Limited;
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Director, IT
Holdings L

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Schedule XIX

Principal Business Addresses and Principal Businesses

Name	Principal Business Address	Principal Business
1. Ananda Wing On Travel (Holdings) Limited	17/F, Ananda Tower, 57-59 Connaught Road Central, Hong Kong	Provision of package tou transportation and other
2. Asean Resources Holdings Limited	39/F, New World Tower 1, 18 Queen's Road, Central,	Property development and construction, and hotels

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Hong Kong

3.	Australia Net.com Limited	8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.
4.	Billybala Holdings Limited	19/F, Asia Standard Tower, 59-65 Queen's Road Central, Hong Kong	Provision of arcade game services via the internet in the China Region.
5.	Burcon NutraScience Corporation	1946 West Broadway, Vancouver, British Columbia, V6J 1Z2, Canada	Development of commercial protein. Burcon's proprietary process uses canola meal of high quality, cost-effective
6.	Carling International Limited	8/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.
7.	Cheung Kong (Holdings) Limited	7th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong	Investment holding and property management, real estate development and investment, estate agency and management, securities trading, construction terminals, retail and telecommunications, infrastructure projects and hotels.
8.	Cheung Kong Infrastructure Holdings Limited	12th Floor, Cheung Kong Center 2 Queen's Road Central Hong Kong	Infrastructure development and management, mainly of toll roads and toll bridges, as well as its infrastructure business in cement, concrete and aggregates in Hong Kong and throughout Asia.
9.	China Land Group Limited	27/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding with interests in trading and hotel operation and toll
10.	China Development Corporation Limited	Unit 2301-2, 23/F SUP Tower, 75-83 King's Road, North Point, Hong Kong	Investment holding and management, financial and services to affiliated c
11.	China Energy Holdings Limited	8/F Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.

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12.	China Pharmaceutical Industrial Limited	8/F Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.
13.	China Enterprises Limited	8/F Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Manufactures and sells rubber products in both countries.
14.	Datatronic Holdings Limited	15/F North Point Industrial Building, 499 King's Road, North Point, Hong Kong	Design, manufacture and commonly used in consumer telecommunication equipment appliances and other electronics for coupling, isolation, interfacing and timing control.
15.	Datronix Holdings Limited	15/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong	Manufacture of magnetic tape.
16.	Downer EDI Limited	Level 3, 190 George Street, Sydney, NSW 2000, Australia	Infrastructure services, drilling, contract mining engineering, power services, telecommunication services.
17.	Earnest Investments Holdings Limited	Room 2002 Tung Ning Building 2 Hillier Street, Sheung Wan Hong Kong	Investments in listed companies in Hong Kong and elsewhere.
18.	Favour Leader Limited	8/F Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.
19.	Global Food Culture Group Limited	23rd Floor, Emperor Group Centre 288 Hennessey Road Wanchai, Hong Kong	Operation of restaurants.
20.	Gold Peak Industries (Holdings) Limited	8/F Gold Peak Building 30-34 Kwai Wing Road Kwai Chung NT Hong Kong	Manufacture and sale of electrical installation automotive electronics, loudspeakers and high power components.
21.	HiNet Holdings	Suites 3910-3911 Jardine House	Provision of telecommunication services.

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Limited		1 Connaught Place Central Hong Kong	Internet network engineering services, and leasing of network.
22.	Hongkong Electric Holdings Limited	Electric Centre, 28 City Garden Road Hong Kong	Holding company with interests in utilities in Hong Kong and engineering consulting, development.
23.	Hutchison Whampoa Limited	22nd Floor, Hutchison House 10 Harcourt Road Hong Kong	Investment holding company with diversified operations in telecommunications, property, retail and manufacturing and infrastructure.
24.	Iu, Lai & Li	20/F, Gloucester Tower, The Landmark, Central, Hong Kong	Solicitors and Notaries
25.	Kamthorn Limited	8/F Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.
26.	Katmon Limited	8/F Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Investment holding.
27.	M Channel Corporation Limited	24/F, 1063 King's Road, Quarry Bay, Hong Kong	Provision of focused Chinese content through the Group's portals targeted at the community.
28.	New World CyberBase Limited	37/F New World Tower, 18 Queen's Road Central, Hong Kong	Develop and operate information technology business, research and development of connectivity, e-commerce and software
29.	Pacific Century CyberWorks Limited	39/F, PCCW Tower, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong	Provision of international mobile telecommunication services, Internet and interactive services, the sale and rental of telecommunications equipment, provision of computer, e-mail and other technical services in Hong Kong; investment in and development of technology-related businesses; investment in and development of infrastructure and properties in Hong Kong and elsewhere in the
30.	Panva Gas Holdings Limited	Room 2501-2502, Vicwood Plaza 199 Des Voeux Road Central	The main activities include liquefied natural gas in

Hong Kong

cylinders, the provision of the sale of liquefied gas appliances.

31.	hkcyber.com (Holdings) Limited	41st Floor, CEF Life Tower 248 Queen's Road East Wanchai, Hong Kong	hkcyber.com (Holdings) Limited provides Chinese-language content update, fortune telling, information, leisure, entertainment and sports news. It is a provider, providing a range of services such as chat room board.
32.	Shougang Concord Grand (Group) Limited	7/F First Pacific Bank Centre 56 Gloucester Road Wanchai Hong Kong	Property investment; management development; investment provision of financial services
33.	Shougang Concord International Enterprises Company Limited	7/F First Pacific Bank Centre 56 Gloucester Road Wanchai Hong Kong	Manufacturing, sale and products; rebar stockholding transportation and shipping income.
34.	Shougang Concord Technology Holdings Limited	Unit 4-9 & 15-18 10/F Honour Industrial Centre 6 Sun Yip Street Chai Wan Hong Kong	Manufacture and sale of and accessories, power components and electronic products, components for computers boards; freight forwarding services.
35.	Sing Pao Media Group Limited	7/F, Sing Pao Building, 101 King's Road, North Point, Hong Kong	Media and publishing business "Daily News" and "Wide Angle". Provide multimedia entertainment life-style information to community worldwide.
36.	Star East Holdings Limited	29th Floor, Paul Y. Centre 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Engaged in entertainment business, including the operation of "Planet Hollywood" restaurants in Asia Pacific "East" entertainment company "East" theme cafes worldwide of merchandise, strategic Sing Pao Media Group Limited Chinese internet content entertainment and life-style information), production television drama series, infotainment

			programmes and property development.
37.	Techtronic Industries Company Limited	Units B-F 24/F CDW Building 388 Castle Peak Road Tsuen Wan New Territories Hong Kong	Manufacture and trading power tools, floor care powered and electronic products and health care products.
38.	tom.com limited	48th Floor, The Center, 99 Queen's Road Central, Hong Kong	TOM.COM LIMITED is an Internet provider operating a megaprovider to provide broad "China Express" and e-commerce to the world. "Lifestyle for Chinese" e-commerce to the worldwide population both in the Greater region and overseas Chinese communities.

EXHIBIT INDEX

Exhibit No.	Description
1.	Share Exchange Agreement, dated as of February 17, 2000, by and between Creative Master International, Inc. and Tony Tong, Wan Sang Hui, Lee Li, James Mullen, John Farrell, Paul Pong - Hwa Chow, Fung Oi Ip Alfonso, Oei Hong Leong, Fortune E-Commerce Limited, B2B Ltd., the owner of PacificNet.com, LLC and PacificNet.com, Inc. (previously filed with the initial Statement on Schedule 13D).
2.	Supplement to the Share Exchange Agreement, dated as of April 29, 2000, among Creative Master International, Inc., PacificNet.com, LLC and the members of PacificNet.com, Inc. and other persons and entities listed on the signature pages thereto (previously filed with the initial Statement on Schedule 13D).
3.	Joint Filing Agreement dated October 19, 2000 among the reporting persons listed on this Amendment No. 2 (previously filed with Amendment No. 2 to the initial Statement on Schedule 13D).
4.	Sale and Purchase Agreement dated September 28, 2000 between Chip

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Lian Investments (HK) Limited, Calisan Developments Limited, Sanion Enterprises Limited, Mr. Oei Hong Leong and Great Decision Limited (previously filed with Amendment No. 1 to the initial Statement on Schedule 13D and as amended and restated in the previously filed Amendment No. 2).

5. Sale and Purchase Agreement dated September 26, 2000 between Chip Lian Investments (HK) Limited, Calisan Developments Limited, Sanion Enterprises Limited, Mr. Oei Hong Leong and Powervote Technology Limited, as supplemented by that certain supplemental agreement dated September 28, 2000 between such parties (previously filed with Amendment No. 1 to the initial Statement on Schedule 13D and as amended and restated in the previously filed Amendment No. 2).
6. Hutch Agreement dated September 28, 2000 between Namble Limited and Powervote Technology Limited (previously filed with Amendment No. 2 to the initial Statement on Schedule 13D).
7. Joint Filing Agreement dated September 7, 2001 among the reporting persons listed on this Amendment No. 3.
8. Joint Filing Agreement dated January 30, 2002 among the reporting persons listed on this Amendment No. 4.
9. Joint Filing Agreement dated May 6, 2002 among the reporting persons listed on this Amendment No. 5.