

THIS SUPPLEMENTAL AGREEMENT is made on 31st July 2004
BETWEEN

1. EUROFAITH HOLDINGS, INC., a company incorporated in the British Virgin Islands whose registered office is at The Lake Building, 1st Floor, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands (the "Vendor"); and
2. WIN MATCHING LIMITED, a company incorporated in the British Virgin Islands whose registered office is at Sea Meadow House, Blackburne Highway, Road Town, Tortola, British Virgin Islands and correspondence address is at Unit 1801-2, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong (the "Purchaser").

WHEREAS:

Both parties have entered into a Sale and Purchase Agreement in respect of shares in Starway Management Limited dated 9 June 2004 (the "Sale and Purchase Agreement") and based on Clause 9.13 of the Sale and Purchase Agreement, have now agreed to amend certain terms contained therein by this Supplemental Agreement.

IT IS HEREBY MUTUALLY AGREED that:

1. Terms and expressions used in this Supplemental Agreement shall have the same meaning as defined in the Sale and Purchase Agreement.
2. The definition of "Completion Date" in Clause 1.1 shall be amended to read as follows:

""Completion Date" A date on or before 31 August 2004 or, if the Conditions have not been satisfied or waived on or before such date, the next day (other than a Saturday, Sunday or public holiday in Hong Kong) following the satisfaction or waiver of the last unfulfilled Condition in accordance with Clause 3, or such other date prior to 15 September 2004 as may be agreed in writing by the parties"


and that as a result of such amendment, Clause 4.1 of the Sale and Purchase Agreement shall be construed accordingly.

3. Save the amendments contained in clause 2 above, all remaining provisions of the Sale and Purchase Agreement shall remain unaffected and effective.
4. This Agreement shall be governed by and construed in accordance with the laws of the Hong Kong SAR and the parties hereto hereby submit to the non-exclusive jurisdiction of the High Court of Justice in the Hong Kong SAR in relation to any claim, dispute or difference which may arise hereunder.

AS WITNESS the hands of the parties hereto or their duly authorized representatives the day and year first above written.

SIGNED by
Sim Lai Fun
for and on behalf of
EUROFAITH HOLDINGS, INC.
in the presence of:

For and on behalf of
EUROFAITH HOLDINGS INC.



Authorized Signature(s)

SIGNED by
for and on behalf of
WIN MATCHING LIMITED
in the presence of:

