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M21 TECHNOLOGY LIMITED

智庫科技有限公司*

(incorporated in Bermuda with limited liability)

NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares	:	93,750,000 Shares (subject to Over-allotment Option)
Offer Price	:	HK\$0.335 per Share
Nominal Value	:	HK\$0.01 each
Stock Code	:	8153

Sponsor and Lead Underwriter



Shenyin Wanguo Capital (H.K.) Limited

Underwriters

Tai Fook Securities Company Limited

Young Champion Securities Limited

Celestial Capital Limited

SUMMARY

- The Offer Price was determined at HK\$0.335 per Share.
- The 93,750,000 Placing Shares were 1.28 times over-subscribed.
- The Company had granted to the Underwriters the Over-allotment Option, which is exercisable by Shenyin Wanguo Capital (H.K.) Limited on behalf of the Underwriters, at any time and from time to time during the period of 28 days from the date of the Prospectus dated 26th March, 2001, to require the Company to allot and issue up to an aggregate of 13,880,000 additional Shares (representing approximately 15% of the Shares initially available under the Placing) at the Offer Price. Up to the date of this announcement, the Over-allotment Option has not been exercised.
- Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 30th March, 2001.

This announcement is further to the formal notice of the Company dated 26th March, 2001. Unless otherwise defined herein, the terms in this announcement have the same meanings as in the prospectus of the Company dated 26th March, 2001 (the “Prospectus”).

ISSUE PRICE

The Offer Price was determined at HK\$0.335 per Share.

LEVEL OF INTEREST

The 93,750,000 Placing Shares were 1.28 times over-subscribed, and have been allocated to professional, institutional and other investors. The placees are independent of and not connected with any of the directors, chief executives, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the GEM Listing Rules).

Pursuant to the Placing, the 93,750,000 Placing Shares have been conditionally allocated to a total of 112 placees as follows:

Number of Placing Shares	Number of placees
10,000 to 90,000	7
100,000 to 190,000	92
200,000 to 490,000	3
500,000 to 990,000	—
1,000,000 to 4,990,000	3
5,000,000 to 9,990,000	2
10,000,000 and above	5
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Total:	<u>112</u>

Of the total Placing Shares issued, a total of 83,600,000 Placing Shares have been allocated to the ten largest placees, representing approximately 89.2% and approximately 26.8% respectively of the total number of Placing Shares and the enlarged issued share capital of the Company immediately following the completion of the Pre-Placing Placement, the Placing and the Capitalisation Issue (but before exercise of the Over-allotment Option). Of the total Placing Shares issued, a total of 60,000,000 Placing Shares have been conditionally allocated to the five largest placees, representing approximately 64.0% and approximately 19.2% respectively of the total number of Placing Shares and the enlarged issued share capital of the Company immediately following the completion of the Pre-Placing Placement, the Placing and the Capitalisation Issue (but before exercise of the Over-allotment Option).

Save as 3,600,000 Placing Shares which have been allocated to Shenyin Wanguo Strategic Investments (H.K.) Ltd., an affiliated company of Shenyin Wanguo Capital (H.K.) Limited, none of the Placing Shares have been allocated to Initial Management Shareholders, Directors, substantial shareholders of the Company or their respective associates or any other persons or parties as specified under Rule 10.12(4) of the GEM Listing Rules.

Shareholders and potential investors should be aware that the high concentration of shareholders would affect the liquidity of the Shares. The shareholders and potential investors are advised to exercise extreme caution in dealings with the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

According to the GEM Listing Rules, the Company is required to maintain a public float of not less than 20% of its issued share capital at all times after the listing of the Company on GEM. Immediately following the completion of the Pre-Placing Placement, the placing and the Capitalisation Issue (but before exercise of the Over-allotment Option), the Company will have a public float of 30% of its enlarged issued share capital.

DEPOSIT OF SHARE CERTIFICATE INTO CCASS

The share certificates issued in respect of the Placing Shares are expected to be deposited into CCASS on 29th March, 2001 for credit to the respective CCASS participants' stock accounts of the relevant Underwriters and/or placing agents, the CCASS investor participants' stock accounts or the designated CCASS participants' stock accounts of the places.

OVER-ALLOTMENT OPTION

The Company has granted to the Underwriters the Over-allotment Option, which is exercisable by Shenyin Wanguo Capital (H.K.) Limited, on behalf of the Underwriters, at any time and from time to time during the period of 28 days from the date of the Prospectus dated 26th March, 2001, to require the Company to issue and allot up to an aggregate of 13,880,000 additional Shares (representing approximately 15% of the Shares initially available under the Placing) at the Offer Price. Up to the date of this announcement, the Over-allotment Option has not been exercised. If the Over-allotment Option is exercised, an announcement will be made on the GEM website.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 30th March, 2001.

By order of the Board
Tong Hing Chi
Managing Director

Hong Kong, 29th March, 2001

This announcement for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group and its subsidiaries. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge, information and belief: (a) the information contained in this announcement is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this announcement misleading; and (c) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on based and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus appear on the GEM Website at www.hkgem.com.