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INFO COMMUNICATION HOLDINGS LIMITED

訊通控股有限公司

(incorporated in the Cayman Islands with limited liability)

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

Number of Placing Shares : 80,000,000 (subject to Over-allotment Option)
Placing price : HK\$0.25 per Share
Nominal value : HK\$0.01 each
Stock code : 8082

SPONSOR



CSC ASIA LIMITED

LEAD MANAGER

CSC SECURITIES (HK) LIMITED

Co-Lead Manager

CU Securities Limited

Co-Managers

KGI Asia Limited

Kingsway SW Securities Limited

**MasterLink Securities (Hong Kong)
Corporation Limited**

Wintech Securities Limited

SUMMARY

- The 80,000,000 Placing Shares were fully subscribed.
- On 29th October, 2001, CSC Securities (HK) Limited exercised partly the Over-allotment Option in respect of 640,000 additional new Shares at the Placing Price. The Over-allotment Shares represent approximately 0.08% of the issued share capital of the Company immediately after the completion of the Placing, the Capitalisation Issue and the exercise of the Over-allotment Option.
- Immediately following the completion of the Capitalisation Issue, the Placing and the exercise of the Over-allotment Option, approximately 27.6% of the enlarged issued share capital of the Company will be held in the hands of the public.
- **Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 2nd November, 2001.**

Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29th October, 2001 (the “Prospectus”) issued by Info Communication Holdings Limited (the “Company”).

LEVEL OF INTEREST

The 80,000,000 Placing Shares were fully subscribed. The 80,000,000 Placing Shares issued and the 640,000 additional new Shares (the “Over-allotment Shares”) issued pursuant to the exercise of the Over-allotment Option have been conditionally allocated in full to selected professional, institutional and individual investors. The placees are independent of and not connected with any of the Directors, Initial Management Shareholders, substantial shareholders or chief executives of the Company or an associate of any of them.

RESULTS OF ALLOCATIONS

Pursuant to the Placing, the 80,000,000 Placing Shares and the 640,000 Over-allotment Shares have been conditionally allocated to a total of 129 placees as follows:

Number of Shares	Number of Placees
10,000 – 20,000	116
30,000 – 90,000	10
100,000 – 19,990,000	1
20,000,000 – 29,990,000	1
30,000,000 – 39,990,000	1
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Total	<u><u>129</u></u>

The following sets forth the concentration of the 80,640,000 Shares:

	Aggregate number of Placing Shares held	Approximate percentage of the Placing Shares	Approximate percentage of shareholding in the Company immediately after the completion of the Placing, the Capitalisation Issue and the exercise of the Over-allotment Option
Top placee	39,000,000	48.36%	4.87%
Top 5 placees	79,060,000	98.04%	9.87%
Top 10 placees	79,210,000	98.23%	9.89%
Top 25 placees	79,540,000	98.64%	9.93%

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

No Placing Share has been placed to any party or group of persons specified under Note 1 to rule 10.12 (4) of the GEM Listing Rules.

MINIMUM PUBLIC FLOAT REQUIREMENT

According to rule 11.23(1) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its share capital in issue from time to time. Immediately following the Placing, the Capitalisation Issue and the exercise of the Over-allotment Option, the Company will have a public float of approximately 27.6% of its enlarged issued share capital.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

The share certificates issued in respect of the 80,640,000 Shares are expected to be deposited into CCASS on 1st November, 2001 for credit to the stock accounts of the designated CCASS participants of the placees.

EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company has granted to CSC Securities (HK) Limited the Over-allotment Option to require the Company to allot and issue at the Placing Price up to an aggregate of 12,000,000 additional new Shares representing 15% of the Placing Shares initially available under the Placing at any time within 30 days from the date of the Prospectus. On 29th October, 2001, the Over-allotment Option was exercised partly in respect of 640,000 additional new Shares to cover over-allocations in the Placing. The Over-allotment Shares represent approximately 0.08% of the issued share capital of the Company immediately after the completion of the Placing, the Capitalisation Issue and the exercise of the Over-allotment Option.

The Shareholders' interests in the Company before and after the completion of the exercise of the Over-allotment Option are summarised as follows:

Before the completion of the exercise of the Over-allotment Option:

Shareholders	Number of Shares held	Approximate percentage of Shareholding
Advagate Holdings	509,840,000	63.73%
Other Initial Management Shareholders (other than Mr. Cheng Kwok Lai)	55,200,000	6.90%
7 employees of the Group	14,960,000	1.87%
Public –		
Pre-listing investors	140,000,000	17.50%
Shareholders pursuant to the Placing	80,000,000	10.00%
	<u>800,000,000</u>	<u>100.00%</u>

After the completion of the exercise of the Over-allotment Option:

Shareholders	Number of Shares held	Approximate percentage of Shareholding
Advagate Holdings	509,840,000	63.68%
Other Initial Management Shareholders (other than Mr. Cheng Kwok Lai)	55,200,000	6.89%
7 employees of the Group	14,960,000	1.87%
Public –		
Pre-listing investors	140,000,000	17.49%
Shareholders pursuant to the Placing	80,640,000	10.07%
	<u>800,640,000</u>	<u>100.00%</u>

As stated in the Prospectus, the net proceeds of approximately HK\$0.15 million generated from the issue of the Over-allotment Shares will be used as additional general working capital for the Group.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 2nd November, 2001.

NOTICE OF BOARD OF DIRECTORS' MEETING

The board of Directors (the “Board”) of the Company hereby announces that a meeting of the Board will be held at Room 15, 5th Floor, Wah Shing Centre, No. 11 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on 13th November, 2001 (Tuesday) at 4:00 p.m. for the following purposes:

1. To consider and approve the unaudited interim results of the Group comprising the Company and its subsidiaries for the six months ended 30th September, 2001 and approve the draft announcement of the interim results to be published on the GEM website;
2. To consider the payment of an interim dividend, if any;
3. To consider the closure of the register of members, if necessary; and
4. To transact any other business.

By order of the board
of directors of the Company
LEUNG TIN FU
Chairman

Hong Kong, 31st October, 2001

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

This announcement will appear on the GEM website at <http://www.hkgem.com>.