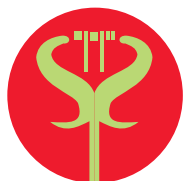


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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*



## **SYS SOLUTIONS HOLDINGS LIMITED**

**軟迅科技控股有限公司**

*(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 : 132,300,000 Placing Shares comprising  
101,340,000 New Shares and  
30,960,000 Sale Shares**

**Placing Price : HK\$0.38 per Placing Share**

**Nominal value : HK\$0.01 each**

**Stock code : 8182**

**Sponsor**

**CASH**

**Celestial Capital Limited**

**Lead Manager**

**CASH**

**Celestial Capital Limited**

**Co-managers**

**Prime Securities Limited**

**Uni-Alpha Securities Limited**

## SUMMARY

- The Placing of 132,300,000 Placing Shares was approximately 1.0083 times subscribed for/purchased and the Placing Shares have been conditionally placed by the Underwriters to 114 professional, institutional and individual investors. All of the placees are independent of and not connected with any of the Directors, chief executive, substantial shareholders or initial management shareholders of the Company or any of their respective associates or any group of persons as specified in Rule 10.12(4) of the GEM Listing Rules.
- **There is a high concentration of the Shares held by a small number of shareholders. Investors should be aware that the concentration of shareholders may affect the liquidity of the Shares in the secondary market. Consequently, the shareholders and potential investors of the Shares are advised to exercise caution when dealing in the Shares.**
- The Company will have a public float of approximately 34.38% of its enlarged issued share capital immediately following the Placing.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Tuesday, 18 February 2003. Other than the publication of this announcement, it is expected that there will be no change to the expected timetable in relation to the listing of the Shares as set out in the Prospectus. If there is any change to the expected timetable, an announcement will be made by the Company on the GEM website at [www.hkgem.com](http://www.hkgem.com).

Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 January 2003 (the “Prospectus”) issued by Sys Solutions Holdings Limited (the “Company”).

## LEVEL OF INTEREST

The Placing of 132,300,000 Placing Shares was approximately 1.0083 times subscribed for/purchased and the Placing Shares have been conditionally placed by the Underwriters to 114 professional, institutional and individual investors. All of the placees are independent of and not connected with any of the Directors, chief executive, substantial shareholders or initial management shareholders of the Company or any of their respective associates or any group of persons as specified in Rule 10.12(4) of the GEM Listing Rules (including the Underwriters and their associates).

To the best knowledge of the Directors, none of the subscription/purchase of the Placing Shares by the placees has been financed directly or indirectly by a connected person (has the meaning ascribed thereto under the GEM Listing Rules) and the existing shareholders of the Company.

## RESULTS OF ALLOCATIONS

Pursuant to the Placing, an aggregate of 132,300,000 Shares have been conditionally placed to a total of 114 placees. The following table sets out the allocation of the Placing Shares:

	<b>Aggregate number of the Placing Shares being allocated</b>	<b>Approximate percentage of the Placing Shares</b>	<b>Approximate percentage of shareholding interest in the Company immediately after completion of the Placing</b>
Top placee	20,670,000	15.62%	5.37%
Top 5 placees	77,666,125	58.70%	20.18%
Top 10 placees	121,010,125	91.47%	31.44%
Top 25 placees	131,484,000	99.38%	34.17%

*Note:* A total of 131,238,000 Placing Shares, representing approximately 99.20% and 34.10% of the total number of Placing Shares and the Company's enlarged issued share capital after completion of the Placing, respectively, have been placed to top 15 placees.

The number of placees and their respective range of shareholding are as follows:

<b>Number of Placing Shares</b>	<b>Number of placees</b>
6,000 to 12,000	74
12,001 to 24,000	23
24,001 to 50,000	3
50,001 to 1,000,000	0
1,000,001 to 2,000,000	1
2,000,001 to 4,000,000	4
4,000,001 to 6,000,000	0
6,000,001 to 8,000,000	1
8,000,001 to 10,000,000	1
10,000,001 to 15,000,000	5
15,000,001 to 20,000,000	1
20,000,001 or above	1
Total	<u><u>114</u></u>

**There is a high concentration of the Shares held by a small number of shareholders. Investors should be aware that the concentration of shareholders may affect the liquidity of the Shares in the secondary market. Consequently, the shareholders and potential investors of the Shares are advised to exercise caution when dealing in the Shares.**

## **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 issued share capital at the time the Company commences listing on GEM and at all times thereafter. Immediately following the Placing, the Company will have a public float of approximately 34.38% of its enlarged issued share capital.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on 14 February 2003 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters or the places.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Tuesday, 18 February 2003. Other than the publication of this announcement, it is expected that there will be no change to the expected timetable in relation to the listing of the Shares as set out in the Prospectus. If there is any change to the expected timetable, an announcement will be made by the Company on the GEM website at [www.hkgem.com](http://www.hkgem.com).

By order of the Board  
**Sys Solutions Holdings Limited**  
**Lam Chi Shing**  
*Director*

Hong Kong, 13 February 2003

*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 Company. The Directors, 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, and the Prospectus can be found, on the GEM website at [www.hkgem.com](http://www.hkgem.com).*