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China Post E-Commerce (Holdings) Limited **中郵電貿(控股)有限公司***

(Formerly known as Intcera High Tech Group Limited 大陶精密科技集團有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8041)

Website: <http://www.cpech.com>

PLACING OF EXISTING SHARES AND SUBSCRIPTION FOR NEW SHARES UNDER GENERAL MANDATE AND RESUMPTION OF TRADING

On 21 July 2009, the Vendor, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent have agreed to, as an agent of the Vendor and on a best effort basis, procure purchasers to acquire, and the Vendor has agreed to sell up to 106,000,000 existing Shares at the Placing Price of HK\$0.38 per Share.

The Placing Shares represent approximately 6.71% of the existing issued share capital of the Company and approximately 6.29% of the issued share capital of the Company as enlarged by the Subscription. The Placing Price represents (i) a discount of approximately 9.52% to the closing price of HK\$0.42 per Share as quoted on the Stock Exchange on 20 July 2009, the last full trading date immediately preceding the date of the Placing Agreement; and (ii) a discount of approximately 7.32% to the average closing price of approximately HK\$0.41 per Share as quoted on the Stock Exchange for the last five trading days up to and including 20 July 2009.

* For identification purpose only

Pursuant to the Placing, the Vendor and the Company also entered into the Subscription Agreement pursuant to which the Vendor has conditionally agreed to subscribe for the Subscription Shares at the Subscription Price, which is the same as the Placing Price. The Subscription Shares represent approximately 6.71% of the existing issued share capital of the Company and approximately 6.29% of the issued share capital of the Company as enlarged by the Subscription.

As at the date of this announcement, the Vendor holds 664,400,000 Shares, representing 42.07% of the issued share capital of the Company. The shareholding of the Vendor in the issued share capital of the Company will be reduced from 42.07% to approximately 35.36% upon completion of the Placing but before completion of the Subscription and will be increased from approximately 35.36% to approximately 39.42% upon completion of the Placing and the Subscription.

The Placing is unconditional, but the completion of Subscription is subject to (i) the completion of the Placing; (ii) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subscription Shares; and (iii) the Executive of SFC granting a waiver to the Vendor from any obligation to make a general offer under Rule 26 of the Takeovers Code arising pursuant to the Vendor entering into the Subscription Agreement. If such conditions are not fulfilled, the Subscription will not proceed.

At the request of the Company, trading of the Shares have been suspended on the Stock Exchange from 10:00 a.m. on 21 July 2009 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the Shares with effect from 9:30 a.m. on 22 July 2009.

A. PLACING AGREEMENT

Date: 21 July 2009

Parties:

- (a) JL Investments Capital Limited as the Vendor;
- (b) Oriental Patron Securities Limited as the Placing Agent; and
- (c) the Company.

The Placing Agent is independent of and not connected with or acting in concert with the Vendor, the Company, the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates.

Placing Shares

Up to 106,000,000 existing Shares are to be placed by the Placing Agent on a best effort basis, representing approximately 6.71% of the existing issued share capital of the Company and approximately 6.29% of the issued share capital of the Company as enlarged by the Subscription.

Placing Price

The Placing Price of HK\$0.38 per Share was arrived at after arm's length negotiations between the Vendor, the Placing Agent and the Company. It represents (i) a discount of approximately 9.52% to the closing price of HK\$0.42 per Share as quoted on the Stock Exchange on 20 July 2009, being the last full trading date immediately preceding the date of the Placing Agreement; and (ii) a discount of approximately 7.32% to the average closing price of approximately HK\$0.41 per Share as quoted on the Stock Exchange for the last five trading days up to and including 20 July 2009.

The Directors are of the opinion that the Placing Price is fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Placing Agent will receive a placing commission of 3.5% on the gross proceeds of the Placing.

Rights

The Placing Shares will be sold free of all liens, charges and encumbrances, and together with all rights attaching thereto, being rights which rank *pari passu* to other ordinary Shares in issue as at the date of completion of the Placing, including the right to receive all dividends or other distributions declared, made or paid on or after completion of the Placing.

Independence of the Placing Agent and the Placees

The Placing Shares will be placed by the Placing Agent to not less than six independent professional, institutional and/or individual investors. It is not expected that any placee will become a substantial shareholder of the Company as a result of the Placing.

The Placing Agent and the placees to be procured by the Placing Agent are or will be as the case may be third parties independent of and not connected with the Company or the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates, and are or will be independent of and not acting in concert (as defined under the Takeovers Code) with the Vendor or its concert parties.

Completion of the Placing

The Placing is unconditional and completion of the Placing is expected to take place on 24 July 2009 (or such other date as the Vendor and the Placing Agent may agree).

B. SUBSCRIPTION AGREEMENT

Date: 21 July 2009

Subscriber: The Vendor

Issuer: The Company

Number of new Shares to be subscribed

The Vendor has conditionally agreed to subscribe for the such number of new share as is equal to the Placing Shares at the Subscription Price, which is the same as the Placing Price.

Up to 106,000,000 new Shares will be subscribed by the Vendor, representing approximately 6.71% of the existing issued share capital of the Company and approximately 6.29% of the issued share capital of the Company as enlarged by the Subscription.

Subscription Price

The subscription price per new Share is equivalent to the Placing Price of HK\$0.38 per Share. The nominal value of the Subscription Shares is HK\$5,300,000. The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Subscription is estimated to be approximately HK\$38.6 million. The net price of the Subscription is approximately HK\$0.364 per Share.

The Directors consider that the terms of the Subscription are fair and reasonable under the current market condition and in the interest of the Company and its shareholders as a whole.

General mandate to issue the Subscription Shares

The Subscription Shares will be issued under the general mandate granted by the shareholders of the Company to the Directors pursuant to the resolution of the shareholders of the Company passed at the annual general meeting held on 27 April 2009 for up to 282,646,984 shares. The Company has not issued any Shares pursuant to such general mandate.

Ranking of the Subscription Shares

The Subscription Shares, when fully paid, will rank pari passu in all respects with the Shares in issue on the completion date of the Subscription including the right to any dividends or distributions after the date of completion of the Subscription.

Conditions of the Subscription

The Subscription is conditional upon:

- (1) completion of the Placing; and
- (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares; and
- (3) the Executive of SFC granting a waiver to the Vendor from any obligation to make a general offer under Rule 26 of the Takeovers Code arising pursuant to the Vendor entering into the Subscription Agreement.

In the event that the conditions are not fulfilled on or before 4 August 2009 or such later date as the parties may agree, the Subscription Agreement and all rights and obligations thereunder will cease and terminate. None of the above conditions may be waived.

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

Application has also been made to the SFC to grant a waiver to the Vendor from any obligation to make a general offer under Rule 26 of the Takeovers Code arising pursuant to the Vendor entering into the Placing and Subscription.

Completion of the Subscription:

Subject to the condition disclosed above, completion of the Subscription is expected to take place on a date no later than 14 days after the date of the Subscription Agreement. If the Subscription is to be completed thereafter, it will constitute a connected transaction under the GEM Listing Rules and require compliance with all the relevant requirements under Chapter 20 of the GEM Listing Rules, including but not limited to the issue of a separate announcement and approval of the independent Shareholders.

C. CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholdings of the Company before and after the Placing and Subscription are summarized as follows:

Shareholders	As at the date of this announcement		Immediately after completion of the Placing but before the Subscription		Immediately after completion of the Placing and the Subscription	
	<i>No. of Shares</i>		<i>No. of Shares</i>		<i>No. of Shares</i>	
		<i>%</i>		<i>%</i>		<i>%</i>
Mr Lau Chi Yuen, Joseph and his concert parties (<i>note 1</i>)	664,400,000	42.07	558,400,000	35.36	664,400,000	39.42
Get Profit Holdings Limited (<i>note 2</i>)	166,000,000	10.51	166,000,000	10.51	166,000,000	9.85
Placees	0	0.00	106,000,000	6.71	106,000,000	6.29
Other public shareholders	748,834,924	47.42	748,834,924	47.42	748,834,924	44.44
Total	<u>1,579,234,924</u>	<u>100.00</u>	<u>1,579,234,924</u>	<u>100.00</u>	<u>1,685,234,924</u>	<u>100.00</u>

Notes:

1. These shares are held by JL Investments Capital Limited, which is wholly owned by Mr. Lau Chi Yuen, Joseph who is therefore deemed to be interested in the shares held by JL Investments Capital Limited.
2. Get Profit Holdings Limited is wholly owned by Mr Kwok Ming Fai who is therefore deemed to be interested in the shares. Mr. Kwok Ming Fai is independent of and not acting in concert with the Vendor.

As at the date of this announcement, the Vendor and its concert parties own 664,400,000 Shares, representing approximately 42.07% of the existing issued share capital of the Company. Assuming the Placing Shares are fully placed, the shareholdings of the Vendor and its concert parties will be reduced to approximately 35.36% immediately after the Placing and will then be increased to approximately 39.42% immediately upon the completion of the Subscription.

Pursuant to Note 6 to Notes on Dispensation from Rule 26 of the Takeovers Code in respect of the Vendor entering into the Placing Agreement and the Subscription Agreement, application has been made to the SFC to grant a waiver to the Vendor from any obligation to make a general offer under Rule 26 of the Takeovers Code.

D. REASON FOR THE PLACING AND THE SUBSCRIPTION

The Placing and the Subscription are effected to supplement the Group's funding of its expansion and growth plan for its direct mailing and e-commerce related businesses. The Directors consider that the Placing and the Subscription will provide the Company with an opportunity to raise further capital while broadening the shareholder's base and the capital base of the Company. The Directors consider that the terms and conditions of the Placing Agreement and the Subscription Agreement are fair and reasonable and are in the interests of the Company and the shareholders as a whole are concerned.

E. USE OF PROCEEDS OF THE SUBSCRIPTION

The net proceeds from the Subscription are estimated to be approximately HK\$38.6 million and will be used for general working capital of the Group.

F. CAPITAL RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any equity capital fund raising activities in the past twelve months before the date of this announcement.

G. GENERAL

The Group is principally engaged in the investment holding and trading of ceramic blanks and ferrules in the PRC and Hong Kong, directing mailing and e-commerce business.

H. SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading of the Shares have been suspended on the Stock Exchange from 10:00 a.m. on 21 July 2009 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the Shares with effect from 9:30 a.m. on 22 July 2009.

DEFINITIONS

“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Business Day”	a day (excluding a Saturday) on which banks are generally open for business in Hong Kong
“Company”	China Post E-Commerce (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

“Group”	the Company and its subsidiaries
“HK\$” or “HK Dollar”	Hong Kong dollars, the lawful currency of Hong Kong from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Placing”	the placing of the Placing Shares pursuant to the Placing Agreement
“Placing Agent”	Oriental Patron Securities Limited
“Placing Agreement”	the placing agreement dated 21 July 2009 between the Vendor, the Company and the Placing Agent
“Placing Price”	HK\$0.38 per Placing Share
“Placing Shares”	Up to 106,000,000 Shares to be placed pursuant to the Placing Agreement
“PRC”	the People’s Republic of China and for the purpose of this announcement shall exclude Hong Kong, the Macau Special administrative Region and Taiwan
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary shares of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the existing shares of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Subscription”	the conditional subscription by the Vendor of the Subscription Shares pursuant to the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 21 July 2009 between the Vendor and the Company

“Subscription Price”	HK\$0.38 per Share, equivalent to the Placing Price
“Subscription Shares”	Up to 106,000,000 new Shares to be subscribed by the Vendor pursuant to the Subscription Agreement
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor”	JL Investments Capital Limited, the controlling Shareholder of the Company and is wholly-owned by Mr. Lau Chi Yuen, Joseph Chairman of the Company

By order of the Board
China Post E-Commerce (Holdings) Limited
Lau Chi Yuen, Joseph
Chairman

Hong Kong, 21 July 2009

As at the date of this announcement, the Board comprises two (2) executive directors, namely, Mr. Lau Chi Yuen, Joseph (Chairman) and Mr. Chung Man Wai, and three (3) independent non-executive directors, namely Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.