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Smart Number

Smart Number Investments Limited Millennium Sense Holdings Limited

(Incorporated in the British Virgin Islands with limited liability) (Incorporated in Bermuda with limited liability)

JOINT ANNOUNCEMENT

**CLOSING OF
THE MANDATORY UNCONDITIONAL CASH OFFER
BY
ALTUS CAPITAL LIMITED
ON BEHALF OF
SMART NUMBER INVESTMENTS LIMITED (the “Offeror”)
FOR ALL THE ISSUED SHARES OF
MILLENNIUM SENSE HOLDINGS LIMITED (the “Company”)
(OTHER THAN THOSE SHARES ALREADY OWNED BY
THE OFFEROR OR PARTIES ACTING IN CONCERT WITH IT)**

CHANGE OF THE BOARD MEMBERS OF THE COMPANY

Financial adviser to the Offeror

Hercules

Hercules Capital Limited

**Independent financial adviser to the independent board committee
of the Company (the “Independent Board Committee”)**



AMS Corporate Finance Limited

The Offer made by Altus Capital Limited on behalf of the Offeror closed at 4:00 p.m. on Friday, 2 January 2004. The Offeror has received 4 valid acceptances in respect of 50,000 Shares, representing less than 1% of the issued capital of the Company.

Taking into account the valid acceptances under the Offer, the Offeror and parties acting in concert with it will be interested in 100,050,000 Shares, representing approximately 66.70% of the issued share capital of the Company. The balance of approximately 33.30% of the issued share capital of the Company is held by the Independent Shareholders, which satisfies the minimum public float requirement of not less than 25% of the issued share capital of the Company under the Listing Rules.

Further to the announcement dated 13 December 2003 in relation to the appointment of new executive directors, Mr. SHER Tak Chi, Ms. KANG Hsiao Fang, Mr. SHER Kam Hong and Ms. SHER Ching Yee have tendered resignation as executive directors of the Company and Mr. CHAN Ho Wah, Terence and Mr. LEUNG Hoi Yin have tendered resignation as independent non-executive directors of the Company with effect from 2 January 2004.

In addition, Mr. KANJANAPAS Chong Kwong Derek (黃創光), alias Mr. WONG Chong Kwong, Derek, has been appointed as Chairman of the Company with effect from 2 January 2004. He is also the chairman of 401 Holdings Limited (stock code #401) and the vice chairman of China HealthCare Holdings Limited (stock code #673).

The Company will appoint two independent non-executive directors within 14 days from the date of this announcement.

Reference is made to the composite document dated 12 December 2003 jointly issued by the Company and the Offeror (the “Composite Document”). Terms used in this announcement shall have the same meanings as those defined in the Composite Document unless defined otherwise herein.

CLOSING OF THE OFFER AND ACCEPTANCE LEVEL

The Offer closed at 4:00 p.m. on Friday, 2 January 2004. As at 4:00 p.m. on the Closing Date, the Offeror has received 4 valid acceptances in respect of 50,000 Shares, representing less than 1% of the issued capital of the Company.

The cash consideration (after deduction of the seller’s ad valorem stamp duty) payable to the Independent Shareholders who have accepted the Offer will be posted to them by ordinary post at their own risk within 10 days of the date of receipt by the Registrar from the relevant Independent Shareholders of all relevant documents which render the relevant acceptance under the Offer complete and valid.

SHAREHOLDINGS AND PUBLIC FLOAT OF SHARES

Immediately before the commencement of the Offer, the Offeror held 100,000,000 Shares, representing approximately 66.67% of the issued share capital of the Company. During the offer period, the Offeror and parties acting in concert with it had not dealt in and bought any Shares in the secondary market.

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CHANGE OF THE BOARD MEMBERS OF THE COMPANY

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We would like to express our thanks to Mr. SHER Tak Chi, Ms. KANG Hsiao Fang, Mr. SHER Kam Hong and Ms. SHER Ching Yee for their valuable contribution to the Company during their tenure of services.

By order of the board of
SMART NUMBER INVESTMENTS LIMITED
LAM Pik Wah
Director

By order of the board of
MILLENNIUM SENSE HOLDINGS LIMITED
WONG Chong Kwong, Derek
Chairman

Hong Kong, 2 January 2004

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relates to the Company and the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that relates to the Company and the Group) the omission of which would make any statement in this announcement (other than that relates to the Company and the Group) misleading.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relates to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than that relates to the Offeror) the omission of which would make any statement in this announcement (other than that relates to the Offeror) misleading.

Please also refer to the published version of this announcement in The Standard.