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DATASYS TECHNOLOGY HOLDINGS LIMITED

迪 斯 數 碼 科 技 集 團 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 : 172,000,000
(subject to Over-allotment Option)
Placing Price : HK\$0.38 per Share
Nominal Value : HK\$0.10 each
Stock Code : 8057

Sponsor



CSC ASIA LIMITED

Lead Manager

CSC SECURITIES (HK) LIMITED

Co-Managers

Kingsway SW Securities Limited

Shenyin Wanguo Capital (H.K.) Limited

** For identification only*

The Placing Shares were placed to 124 professional, institutional and individual investors and were approximately 0.76 times over-subscribed. 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 its subsidiaries or associates of any of them.

There is a high concentration of Placing Shares held by a small number of Shareholders. Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise extreme caution when dealing with the Shares.

The Company has granted the Over-allotment Option to CSC Securities, exercisable by CSC Securities at any time on or before 30th August, 2002, to require the Company to allot and issue at the Placing Price up to an aggregate of 25,800,000 additional Shares, representing 15% of the number of the Placing Shares initially available under the Placing. As at the date of this announcement, CSC Securities has not exercised the Over-allotment Option. An announcement will be made should CSC Securities exercise the Over-allotment Option.

Immediately following the Capitalisation Issue and the Placing (assuming the Over-allotment Option is not exercised), the Company will have a public float of approximately 28.83% of the enlarged issued share capital of the Company.

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 16th August, 2002.

Unless otherwise defined herein, terms used in this announcement shall have the same respective meanings as defined in the prospectus of the Company dated 31st July, 2002 (the "Prospectus").

LEVEL OF INTEREST

The 172,000,000 Placing Shares have been conditionally allocated in full to 124 professional, institutional and other individual investors. CSC Securities received an aggregate subscription of 303,214,000 Shares, representing an over-subscription rate of approximately 0.76 times. 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 its subsidiaries or associates of any of them.

RESULTS OF ALLOCATION

Pursuant to the Placing, the 172,000,000 Placing Shares have been conditionally allocated to a total of 124 places as follows:

Number of Placing Shares			Number of places	Approximate percentage of the Placing Shares
8,000	—	50,000	79	0.59%
50,001	—	100,000	5	0.23%
100,001	—	250,000	13	1.20%
250,001	—	500,000	3	0.85%
500,001	—	1,000,000	1	0.42%
1,000,001	—	2,500,000	3	3.09%
2,500,001	—	5,000,000	7	13.00%
5,000,001	—	10,000,000	9	31.21%
10,000,001	—	20,000,000	2	22.68%
20,000,001	or	above	<u>2</u>	<u>26.73%</u>
Total			<u>124</u>	<u>100%</u>

The following table sets out the distribution of the 172,000,000 Placing Shares:

	Aggregate number of Placing Shares held	Approximate percentage of the Placing Shares	Approximate percentage of shareholding immediately after the Capitalisation Issue and the Placing (assuming the Over-allotment Option is not exercised)
Top placee	25,808,000	15.01%	3.23%
Top 5 placees	91,632,000	53.27%	11.45%
Top 10 placees (<i>Note 1</i>)	133,632,000	77.69%	16.70%
Top 25 placees (<i>Note 2</i>)	168,080,000	97.72%	21.01%

Note 1: As the top 6 to top 12 placees have been placed 6,000,000 Shares each, 12 placees are included in this range.

Note 2: As the top 25 and top 26 placees have been placed 50,000 Shares each, 26 placees are included in this range.

There is a high concentration of Placing Shares held by a small number of Shareholders. Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise extreme caution when dealing with the Shares.

No Placing Shares have been placed to any parties or group of persons as specified in Rule 10.12(4) of the GEM Listing Rules.

OVER-ALLOTMENT OPTION

The Company has granted the Over-allotment Option to CSC Securities, exercisable by CSC Securities at any time on or before 30th August, 2002, to require the Company to allot and issue at the Placing Price up to an aggregate of 25,800,000 additional Shares, representing 15% of the number of Placing Shares initially available under the Placing to cover over-allocations to professional, institutional and individual investors in the Placing. As at the date of this announcement, CSC Securities has not exercised the Over-allotment Option. An announcement will be made should CSC Securities exercise the Over-allotment Option.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its issued share capital at all times immediately after the listing of the Shares on GEM. Immediately following the Capitalisation Issue and the Placing (assuming the Over-allotment Option is not exercised), the Company will have a public float of approximately 28.83% of the enlarged issued share capital of the Company.

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 commencement date of dealings in the Shares on GEM or any other date which HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business date after any trading day.

The share certificates for the Placing Shares will be issued in the name of HKSCC Nominees Limited and deposited into CCASS on Thursday, 15th August, 2002 for credit to the respective CCASS participants' stock accounts designated by CSC Securities, the placees or their agents, as the case may be, before dealings in the Shares on GEM commence. No temporary documents of title will be issued.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Friday, 16th August, 2002.

By order of the Board
Datasys Technology Holdings Limited
Ding Wei Ming
Chairman

Hong Kong, 14th August, 2002

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (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 appear on the GEM website at www.hkgem.com.