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## **EMER International Group Limited**

**埃謨國際集團有限公司\***

*(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 OF NEW SHARES AND SALE SHARES**

<b>Number of Placing Shares</b>	<b>:</b>	<b>72,000,000 Shares comprising 60,000,000 New Shares and 12,000,000 Sale Shares</b>
<b>Placing Price</b>	<b>:</b>	<b>HK\$0.73 per Placing Share</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.10 each</b>
<b>Stock code</b>	<b>:</b>	<b>8149</b>

#### **Sponsor**



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

#### **Lead Manager**



**South China Securities Limited**

#### **Co-Lead Managers**

**Goldbond Securities Limited**

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

#### **Co-Managers**

**China Merchants Securities (HK) Co., Ltd.  
Guotai Junan Securities (Hong Kong) Limited  
UOB Kay Hian (Hong Kong) Limited**

**First Shanghai Securities Limited  
Partners Capital International Limited  
Watterson Asia Limited**

\* For identification only

- The Directors announce that the total number of 72,000,000 Placing Shares have been fully subscribed and were conditionally allocated to 128 professional, institutional and individual investors.
- The Company was advised that a placee, Asia Infrastructure Limited, a professional investor, has been allotted 12,000,000 Shares, representing approximately 16.67% of the total Placing Shares and 5% of the enlarged issued share capital of the Company upon completion of the Placing and the Capitalisation Issue without taking into account of the Shares which may be issued upon the exercise of any options that were granted under the Pre-IPO Share Option Scheme and that may be granted under the Share Option Scheme (the “Enlarged Capital”).

In addition, of the 72,000,000 Placing Shares, 11,000,000 Shares, representing approximately 15.28% of the total Placing Shares and approximately 4.58% of the Enlarged Capital, have been allotted to FSC Investment Holdings Limited, being a wholly-owned subsidiary of CNPC (Hong Kong) Limited which is a company listed on the Main Board of the Stock Exchange and a fellow subsidiary of certain of the Group’s customers. A further of 280,000 Shares, representing approximately 0.39% of the total Placing Shares and approximately 0.12% of the Enlarged Capital, have been placed to Calder Valley Corp., a fellow subsidiary of Platinum Broking Co. Ltd. which is a sub-placing agent of the Placing, and a total of 88,000 Shares to four of its employees as follows:

Name of employee of Platinum Broking Co. Ltd.	Number of allotted Placing Shares	Approximate percentage of the total Placing Shares
Alvin Lai Shu Fun	68,000	0.09%
Rupindarpal K Gill	8,000	0.01%
Winnie Ng Wing Yan	8,000	0.01%
Benjamin Ruane	4,000	0.006%

The above persons or groups of persons were disclosed pursuant to Rule 10.12(4) of the GEM Listing Rules. All the placees are independent of and not connected with any of the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their respective associates.

- Immediately after the completion of the Placing and the Capitalisation Issue, the public float of the Company will be 30% of the Enlarged Capital.
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Monday, 28th November, 2005 (Hong Kong time).
- **Investors should be aware that there is a high concentration of Shares held by a small number of Shareholders, which may affect the liquidity of the Shares in the secondary market. Consequently, Shareholders and potential investors are advised to exercise extreme caution in dealing in the Shares.**

Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as defined in the prospectus of EMER International Group Limited (the “Company”) dated 21st November, 2005 (the “Prospectus”).

## LEVEL OF INTEREST

The Directors announce that the total number of 72,000,000 Placing Shares were fully subscribed and were conditionally allocated to 128 professional, institutional and individual investors.

The Company was advised that a placee, Asia Infrastructure Limited, a professional investor, has been allotted 12,000,000 Shares, representing approximately 16.67% of the total Placing Shares and 5% of the Enlarged Capital.

In addition, of the 72,000,000 Placing Shares, 11,000,000 Shares, representing approximately 15.28% of the total Placing Shares and approximately 4.58% of the Enlarged Capital, have been allotted to FSC Investment Holdings Limited, being a wholly-owned subsidiary of CNPC (Hong Kong) Limited which is a company listed on the Main Board of the Stock Exchange and a fellow subsidiary of certain of the Group's customers. A further of 280,000 Shares, representing approximately 0.39% of the total Placing Shares and approximately 0.12% of the Enlarged Capital, have been placed to Calder Valley Corp., a fellow subsidiary of Platinum Broking Co. Ltd. which is a sub-placing agent of the Placing, and a total of 88,000 Shares to four of its employees as follows:

<b>Name of employee of Platinum Broking Co. Ltd.</b>	<b>Number of allotted Placing Shares</b>	<b>Approximate percentage of the total Placing Shares</b>
Alvin Lai Shu Fun	68,000	0.09%
Rupindarpal K Gill	8,000	0.01%
Winnie Ng Wing Yan	8,000	0.01%
Benjamin Ruane	4,000	0.006%

The above persons or groups of persons were disclosed pursuant to Rule 10.12(4) of the GEM Listing Rules. All the placees are independent of and not connected with any of the Directors, chief executive, substantial shareholders or management shareholders of the Company or any of its subsidiaries or any of their respective associates.

## RESULTS OF ALLOCATION

The 72,000,000 Placing Shares have been conditionally allocated to a total of 128 placees pursuant to the Placing. The table below sets out the details of the Placing:

	<b>Aggregate number of Placing Shares held</b>	<b>Approximate percentage of the total Placing Shares</b>	<b>Approximate percentage of shareholding over the Enlarged Capital</b>
Top placee	12,000,000	16.67%	5.00%
Top 5 placees	41,047,000	57.00%	17.10%
Top 10 placees	57,260,000	79.52%	23.86%
Top 25 placees	70,500,000	97.92%	29.38%

<b>Number of Placing Shares</b>	<b>Number of places</b>
4,000 to 40,000	95
40,001 to 200,000	6
200,001 to 400,000	6
400,001 to 1,000,000	6
1,000,001 to 2,000,000	5
2,000,001 to 4,000,000	6
4,000,001 or 10,000,000	2
10,000,001 or above	2
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Total	<u>128</u>

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

### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(1) of the GEM Listing Rules, a public float of not less than 25% of its issued share capital is required to be maintained by the Company at the time of listing on GEM and at all times thereafter. Immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 30% of the Enlarged 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 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 or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. 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 25th November, 2005 for credit to the respective CCASS participants' stock accounts designated by the Underwriters and the places. If any events set out under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus occur at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, the Lead Manager (for itself and on behalf of the Underwriters) shall be entitled to terminate the Underwriting Agreement by notice in writing to the Company, and should this happen, an announcement will be made accordingly.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM, in board lots of 4,000 Shares, are expected to commence at 9:30 a.m. (Hong Kong time) on Monday, 28th November, 2005.

By order of the Board  
**EMER International Group Limited**  
**Zhang Meng Gui**  
*Chairman*

Hong Kong, 25th November, 2005

*Executive Directors:*

Mr. Jiang Bing Hua  
Mr. Zhang Meng Gui  
Mr. Zhang Hong Ru  
Mr. Chen Yun Qiang

*Independent Non-executive Directors:*

Mr. Bian Jun Jiang  
Mr. Chan Ngai Sang, Kenny  
Mr. Guan Zhi Chuan

*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 and a copy of the Prospectus will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) and, in the case of this announcement, on the “New Listings” page for at least 7 days from the date of its posting.*