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*(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** : **120,000,000 Shares comprising  
80,000,000 New Shares and  
40,000,000 Sale Shares (subject  
to Over-allotment Option)**

**Offer Price** : **HK\$0.25 per Share**

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

**Stock code** : **8192**

**Sponsor**



**South China Capital Limited**

**Co-Lead Managers**



**KINGSTON SECURITIES LIMITED**



**South China Securities Limited**

**Placing Underwriters**

**Kingston Securities Limited**

**Luen Fat Securities Company Limited**

**Sun Growth Securities Limited**

**South China Securities Limited**

**Mayfair Securities Limited**

*Unless defined otherwise, terms used in this announcement shall have the same meanings as those defined in the prospectus of the Company dated 22 November 2002 (the “Prospectus”) issued by AGL MediaTech Holdings Limited (the “Company”).*

## **Summary**

The Placing Shares were placed to professional, institutional and other individual investors and were fully 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 their respective associates. With the exception that the largest shareholder, Ms. Li Oi Kay, Clara, with a 25% shareholdings and without any management role in Mayfair Securities Limited, one of the Underwriters, and her spouse, Mr. Chim Kim Lim, Ricky, have subscribed for 3,800,000 and 200,000 Placing Shares respectively at the Placing Price on their behalf, which in total constitutes approximately 3.33% of the Placing Shares immediately after completion of the Placing and 0.83% of the Company’s enlarged share capital immediately after completion of the Placing, no Placing Shares have been allocated to any party or group of persons specified in note 1 to Rule 10.12(4) of the GEM Listing Rules, or any nominees of any of the foregoing.

The Company has granted the Over-allotment Option to the Placing Underwriters, exercisable by South China Capital at any time within 30 days from the date of the Prospectus, to require the Company to allot and issue at the Offer Price up to an aggregate of 12,000,000 additional Shares, representing 10% of the number of the Placing Shares initially available under the Placing. As at the date of this announcement, there is no over-allocation in the Placing and the Over-allotment Option will therefore not be exercised by South China Capital.

Immediately following the Placing, the Company will have a public float of 25% of the enlarged issued share capital of the Company.

Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 29 November 2002.

## LEVEL OF INTEREST

The 120,000,000 Placing Shares (comprising 80,000,000 New Shares and 40,000,000 Sale Shares) have been conditionally allocated in full to 108 professional, institutional and other individual investors and were fully 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 their respective associates.

With the exception that the largest shareholder, Ms. Li Oi Kay, Clara, with a 25% shareholdings and without any management role in Mayfair Securities Limited, one of the Underwriters, and her spouse, Mr. Chim Kim Lim, Ricky, have subscribed for 3,800,000 and 200,000 Placing Shares respectively at the Placing Price on their behalf, which in total constitutes approximately 3.33% of the Placing Shares immediately after completion of the Placing and 0.83% of the Company's enlarged share capital immediately after completion of the Placing, no Placing Shares have been allocated to any party or group of persons specified in note 1 to Rule 10.12(4) of the GEM Listing Rules, or any nominees of any of the foregoing.

## RESULTS OF ALLOCATION

Pursuant to the Placing, the 120,000,000 Placing Shares will be held by a total of 108 placees as follows:

<b>Number of Placing Shares</b>	<b>Number of placees</b>
8,000 to 40,000	39
40,001 to 80,000	30
80,001 to 120,000	2
120,001 to 160,000	0
160,001 to 400,000	5
400,001 to 600,000	7
600,001 to 1,000,000	4
1,000,001 to 5,000,000	16
5,000,001 to 10,000,000	3
10,000,001 or above	<u>2</u>
Total	<u><u>108</u></u>

The following table sets out the distribution of the 120,000,000 Placing Shares:

	<b>Aggregate number of Placing Shares held</b>	<b>Approximate percentage of the Placing Shares immediately after completion of the Placing</b>	<b>Approximate percentage of shareholding immediately after the completion of the Placing</b>
Top placee	20,000,000	16.67%	4.17%
Top 5 placees	58,500,000	48.75%	12.19%
Top 10 placees	78,300,000	65.25%	16.31%
Top 25 placees	111,068,000	92.56%	23.14%

**The investors should be aware that about 93% Placing Shares have been allotted to the top 25 placees and the concentration of Shareholders may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise extreme caution when dealing with the Shares.**

## **OVER-ALLOTMENT OPTION**

The Company has granted the Over-allotment Option to the Placing Underwriters, exercisable by South China Capital at any time within 30 days from the date of the Prospectus, to require the Company to allot and issue at the Placing Price up to an aggregate of 12,000,000 additional Shares, representing 10% of the number of Placing Shares initially available under the Placing to cover over-allocations to professional, institutional and other individual investors in the Placing. As at the date of this announcement, there is no over-allocation in the Placing and the Over-allotment Option will therefore not be exercised by South China Capital.

## **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant 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 all times immediately after the listing of the Shares on GEM. Immediately following the Placing but without taking into account the Shares which may be issued under the Over-allotment Option, the Company will have a public float of 25% of the enlarged issued share capital of the Company.

## **DEPOSIT OF SHARE CERTIFICATES INTO THE CENTRAL CLEARING AND SETTLEMENT SYSTEM (“CCASS”)**

The share certificates for the Placing Shares will be issued in the name of HKSCC Nominees Limited and deposited into CCASS on Wednesday, 27 November 2002 for credit to the respective CCASS participants’ stock accounts designated by the Placing Underwriters, the placees or their agents, as the case may be, before dealings in the Shares on GEM are to commence. No temporary documents of title will be issued.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 29 November 2002.

By order of the Board  
**AGL MediaTech Holdings Limited**  
**Chan Tik Yuen**  
*Chairman*

Hong Kong, 27 November 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](http://www.hkgem.com).*