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Unless otherwise defined, terms used herein shall have the same meanings as those defined in the prospectus of Spread Prospects Holdings Limited (the “Company”) dated 10 June 2003 (the “Prospectus”).



Spread Prospects Holdings Limited

展鴻控股有限公司

(incorporated in the Cayman Islands with limited liability)

**NEW ISSUE AND OFFER FOR SALE BY WAY OF
PLACING AND PUBLIC OFFER**

- Number of Offer Shares : 99,800,000 Shares comprising 82,800,000 New Shares and 17,000,000 Sale Shares (subject to Over-allotment Option)**
- Number of Placing Shares : 89,820,000 Shares comprising 72,820,000 New Shares and 17,000,000 Sale Shares (subject to re-allocation and Over-allotment Option)**
- Number of Public Offer Shares : 9,980,000 New Shares (subject to re-allocation)**
- Offer Price : HK\$1.23 per Share**
- Nominal value : HK\$0.10 each**
- Stock code : 572**

Sponsor



Upbest Securities Company Limited

Co-sponsors

**Deloitte & Touche
Corporate Finance Ltd**

 **CAF Securities**
wholly owned subsidiary of Agricultural Bank of China

Bookrunner and Lead Manager

 **CAF Securities**
wholly owned subsidiary of Agricultural Bank of China

Co-lead manager

Guotai Junan Securities (Hong Kong) Limited

Co-managers

BCOM Securities Company Limited	First Asia Finance Group Limited
First Shanghai Securities Limited	Get Nice Investment Limited
Gransing Securities Co., Limited	Kingston Securities Limited
Phoenix Capital Securities Limited	Stockwell Securities Limited
Sun Hung Kai International Limited	Wintech Securities Limited

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of HK\$0.10 each (the “Shares”) in the share capital of the Company in issue and to be issued as described in the Prospectus and the relevant application forms relating thereto, including any Shares which may fall to be issued pursuant to the Capitalisation Issue and upon the exercise of the Over-allotment Option and the options that may be granted under the Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence on Thursday, 19 June 2003. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange, 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 the Central Clearing and Settlement System (“CCASS”) with effect from the commencement date of dealings in the Shares on the Stock Exchange or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The offer of 99,800,000 Shares (the “Offer Shares”) comprises an offer (the “Public Offer”) of initially 9,980,000 Shares (the “Public Offer Shares”) for subscription to the public in Hong Kong and a placing (the “Placing”) of initially 89,820,000 Shares (the “Placing Shares”) (comprising 72,820,000 New Shares and 17,000,000 Sale Shares) to professional, institutional and private investors in Hong Kong (the Public Offer and the Placing, collectively referred to herein as the “Share Offer”). For allocation purposes only, the number of the Public Offer Shares will be divided equally into two pools: pool A and pool B. The Public Offer Shares in pool A will consist of 4,990,000 Shares and will be allocated on an equitable basis to applicants who have validly applied for the Public Offer Shares in the value of HK\$5,000,000 (excluding the brokerage, the Stock Exchange trading fee, the SFC transaction levy and the investor compensation levy thereon) or less. The Public Offer Shares available in pool B will consist of 4,990,000 Shares and will be allocated on an equitable basis to applicants who have validly applied for Public Offer Shares in the value of more than HK\$5,000,000 (excluding the brokerage, the Stock Exchange trading fee, the SFC transaction levy and the investor compensation levy) and up to the total initial value of pool B.

Investors should be aware that the allocation ratios for applications in the two pools, as well as the allocation ratios for applications in the same pool, are likely to be different. Where one of the pools is undersubscribed, the surplus Public Offer Shares will be transferred to satisfy demand in the other pool and be allocated accordingly. Applicants can only receive an allocation of the Public Offer Shares from any one pool but not from both pools and can only make applications to either pool A or pool B.

Applications for the Placing Shares and the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and, in respect of the Public Offer Shares, also on the basis of the terms and conditions of the **WHITE** and **YELLOW** application forms. Applicants under the Public Offer who would like to be allotted Public Offer Shares in their own names should complete and sign the **WHITE** application forms. Applicants under the Public Offer who would like to be allotted Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for the credit of their CCASS investor participants' stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** application forms.

Multiple or suspected multiple applications on **WHITE** and **YELLOW** application forms, applications made for more than 100% of the Public Offer Shares initially available under pool A or pool B will be rejected and only one application on a **WHITE** and **YELLOW** application form may be made for the benefit of any person. Applicants for the Public Offer Shares are required to undertake and confirm that they have not taken up any Placing Shares under the Placing.

The Share Offer is conditional on the conditions as stated in the paragraph headed "Conditions of the Share Offer" under the section headed "Structure of the Share Offer" in the Prospectus. If the Share Offer does not become unconditional on or before Thursday, 10 July 2003, all application monies received from applicants under the Share Offer will be refunded, without interest, on the terms set out under the paragraph headed "Refund of your money" in the application forms. Applicants who have applied for 1,000,000 Public Offer Shares or more and have indicated in their application forms that they wish to collect share certificate(s) and/or refund cheque(s) (if any) in person from the Company's branch share registrar may collect share certificate(s) and/or refund cheque(s) (if any) in person from the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Wednesday, 18 June 2003. If you have applied for less than 1,000,000 Public Offer Shares or where you have applied for 1,000,000 Public Offer Shares or more and have not indicated on your application form that you will collect your share certificate(s) (where applicable) and refund cheque(s) (if any) in person, your share certificate(s) and refund cheque(s) (if any) will be sent to the address on your application form on the date of despatch, by ordinary post at your own risk.

The allocation of the Offer Shares between the Public Offer and the Placing is subject to reallocation. If the number of Shares validly applied for under the Public Offer represents 15 times or more but less than 50 times the number of Shares initially available for subscription by the public under the Public Offer, the Lead Manager shall reallocate such number of Placing Shares under the Placing to the Public Offer, so that the total number of Shares available under the Public Offer will be 29,940,000 Shares, representing 30% of the Offer Shares initially available under the Share Offer (assuming the Over-allotment Option is not exercised). If the number of Shares validly applied for under the Public Offer represents 50 times or more but less than 100 times the number of Shares initially available for subscription by the public under the Public Offer, the Lead Manager shall reallocate such number of Placing Shares under the Placing to the Public Offer, so that the total number of Shares available under the Public Offer will be 39,920,000 Shares, representing 40% of the

Offer Shares initially available under the Share Offer (assuming the Over-allotment Option is not exercised). If the number of Shares validly applied for under the Public Offer represents not less than 100 times the number of Shares initially available for subscription by the public under the Public Offer, the Lead Manager shall reallocate such number of Placing Shares under the Placing to the Public Offer, so that the total number of Shares available under the Public Offer will be 49,900,000 Shares, representing 50% of the Offer Shares initially available under the Share Offer (assuming the Over-allotment Option is not exercised). The number of Shares available under the Placing will be correspondingly reduced as a result of such reallocation.

If the Public Offer Shares is not fully subscribed, the Lead Manager will have the absolute discretion to reallocate all or any unsubscribed Public Offer Shares originally included in the Public Offer to the Placing, in such proportions as it deems appropriate. Details of any reallocation of Shares between the Placing and the Public Offer will be disclosed in the results announcement, which is expected to be published in the *The Standard* (in English) and the *Hong Kong Economic Times* (in Chinese) on Wednesday, 18 June 2003.

The Company has granted to the Lead Manager the Over-allotment Option exercisable by the Lead Manager to require the Company to allot and issue up to 14,970,000 additional Shares to cover over-allocation in the Placing, if any. If any part of the Over-allotment Option is exercised, an announcement will be published in the *The Standard* (in English) and the *Hong Kong Economic Times* (in Chinese).

The price of the Shares may be stabilised in accordance with the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. Details of the possible stabilisation actions and how they will be regulated under the Securities and Futures Ordinance are set out in the Prospectus.

Copies of the Prospectus, together with the **WHITE** application forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 10 June 2003 until 12:00 noon on Friday, 13 June 2003 (“Public Offer Period”) from:

1. any participant of **The Stock Exchange of Hong Kong Limited**;
2. **Upbest Securities Company Limited, 2nd Floor, Wah Kit Commercial Centre, 300-302 Des Voeux Road Central, Hong Kong**;
3. **Deloitte & Touche Corporate Finance Ltd, 21st Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong**;
4. **CAF Securities Company Limited, 13th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong**;
5. **Guotai Junan Securities (Hong Kong) Limited, 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong**;
6. **BCOM Securities Company Limited, Rooms 201-2, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong**;

7. **First Asia Finance Group Limited, Unit 1502, 15th Floor, World Wide House, 19 Des Voeux Road Central, Hong Kong;**
8. **First Shanghai Securities Limited, 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong;**
9. **Get Nice Investment Limited, 21-22nd Floor, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong;**
10. **Gransing Securities Co., Limited, Room 805-6, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong;**
11. **Kingston Securities Limited, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong;**
12. **Phoenix Capital Securities Limited, Room 3203-04, 32nd Floor, Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong;**
13. **Stockwell Securities Limited, 1-3rd Floor, Dragon House, 7-7B Cameron Road, Tsim Sha Tsui, Hong Kong;**
14. **Sun Hung Kai International Limited, Level 12, One Pacific Place, 88 Queensway, Hong Kong;**
15. **Wintech Securities Limited, 1701, Hang Seng Building, 77 Des Voeux Road Central, Hong Kong;**

16. or any of the following branches of **Standard Chartered Bank**:

Hong Kong Island:	Central Branch	Shop No. 16, G/F, & LG/F, New World Tower 16-18 Queen's Road, Central
	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4a Des Voeux Road, Central
	CIG Building Branch	Shop B, G/F, CIG Building, 141 Des Voeux Road, Central
	Leighton Centre Branch	Shop 12-16, UG/F, Leighton Centre, 77 Leighton Road, Causeway Bay
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Taikoo Place Branch	G/F, 969 King's Road, Quarry Bay
Kowloon:	Kwun Tong Branch	88-90 Fu Yan Street, Kwun Tong
	Mongkok Bank Centre Branch	Bank Centre, 630-636 Nathan Road, Mongkok
	Tsim Sha Tsui Branch	10 Granville Road, Tsimshatsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
New Territories:	Tsuen Wan Branch	Basement 1/F, Emperor Plaza, 263 Sha Tsui Road, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** application forms, may be obtained during normal business hours within the Public Offer Period from: (i) the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or (ii) the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong.

Completed **WHITE** and **YELLOW** application forms (to which cheques or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any one of the branches of Standard Chartered Bank above on the following dates during the following times:

Tuesday, 10 June 2003 — 9:00 a.m. to 4:00 p.m.
Wednesday, 11 June 2003 — 9:00 a.m. to 4:00 p.m.
Thursday, 12 June 2003 — 9:00 a.m. to 4:00 p.m.
Friday, 13 June 2003 — 9:00 a.m. to 12:00 noon

Subject to the terms and conditions set out in the Prospectus and the application forms relating thereto, applications must be received by no later than 12:00 noon on Friday, 13 June 2003 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal being in force in Hong Kong as described in the paragraph headed "Effect of bad weather on the opening of the application lists" under the section headed "How to apply for the Public Offer Shares" in the Prospectus). Announcement of the level of indication of interest in the Placing, results of applications and

basis of allocation of the Public Offer Shares, the Hong Kong Identity Card Number/Passport Number/Hong Kong Business Registration Certificate Number of each successful applicant, the number of Shares reallocated between the Placing and the Public Offer (if any) and the procedure for collecting share certificate(s) and refund cheque(s) is scheduled to be published in the The Standard (in English) and the Hong Kong Economic Times (in Chinese) on Wednesday, 18 June 2003.

If an application is rejected, not accepted or accepted in part only, or if the conditions of the Public Offer Shares described in the paragraph headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” in the Prospectus are not fulfilled in accordance with their terms or if any application is revoked or any allotment pursuant thereto has become void, the application monies, together with the related brokerage fee, Stock Exchange trading fee, SFC transaction levy and the investor compensation levy, will be refunded, without interest. It is intended that special efforts will be made to avoid any undue delay in refunding application monies where appropriate.

The Company will not issue temporary documents of title. No receipt will be issued for application monies paid.

If you have applied for the Public Offer Shares on a **YELLOW** application form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS investor participant’s stock account or the stock account of your designated CCASS participant as instructed by you at the close of business on Wednesday, 18 June, 2003, or under contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. If you are applying through a designated CCASS participant, you can check the number of Public Offer Shares allotted to you with that CCASS participant. If you are applying as a CCASS investor participant, you can check the result of Public Offer to be published by the Company on Wednesday, 18 June 2003 in newspapers and check your new account balance via the “CCASS Phone System” and “CCASS Internet System” on Thursday, 19 June 2003, being the day following the credit of the allotted Public Offer Shares to your stock account (under the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC will also mail to you an activity statement showing the number of Public Offer Shares credited to your stock account.

By order of the Board
Yang Zongwang
Chairman

Hong Kong, 10 June 2003

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