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CyberM International (Holdings) Limited

美域數碼國際(控股)有限公司*

(Incorporated in Bermuda with limited liability)

PLACING OF SHARES AND LISTING

ON

THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Number of Placing Shares:	37,500,000 New Shares 12,500,000 Sale Shares
Placing Price:	HK\$0.93 per Share
Nominal Value:	HK\$0.10 each
Stock Code:	8017

International Coordinator and Sponsor



Core Pacific - Yamaichi Capital Limited

Lead Manager

Core Pacific - Yamaichi International (H.K.) Limited

Underwriters

**Kingsway SW Securities Limited
KGI Asia Limited
Yuanta Brokerage Company Limited**

**GOA Securities Limited
Phoenix Capital Securities Limited
YF Securities Company Limited**

Summary

- The Placing Shares were 1.13 times subscribed, of which 2,028,000 Shares have been placed to 25 full-time employees (other than the Directors or the chief executives of the Company or the beneficial owners of Shares immediately before the Placing or an associate of any of them) of the Group.
- Dealings in the Shares on the GEM are expected to commence at 10:00 a.m. on Thursday, 17 August 2000.
- Immediately following the Placing, 20% of the enlarged issued share capital of the Company will be in public hands.

Unless otherwise defined herein, the terms used in this announcement have the same meanings as used or defined in the prospectus of CyberM International (Holdings) Limited (the “Company”) dated 11 August 2000 (the “Prospectus”).

Placing Price

The Placing Price of HK\$0.93 per Share was determined by an agreement between Core Pacific - Yamaichi International (H.K.) Limited (“CPY International”) and the Company.

Level of Interest

50,000,000 Placing Shares were initially offered under the Placing, of which 45,000,000 Shares and 5,000,000 Shares were available for professional, institutional and other investors, and full time employees respectively. The Placing Shares were 1.13 times subscribed. 2,028,000 Shares have been placed (representing approximately 4.06% of the Placing Shares) on a preferential basis as to allocation only at the Placing Price to 25 full-time employees (other than the Directors or the chief executives of the Company or the beneficial owners of Shares immediately before the Placing or an associate of any of them) of the Group and 47,972,000 Placing Shares have been conditionally allocated to professional, institutional and other investors. To the knowledge of CPY International and the Directors, no Placing Shares have been placed with any connected person of the Company (as defined in the GEM Listing Rules).

Results of Allocations

Pursuant to the Placing, 50,000,000 shares will be held by a total of 190 placees as follows:

Number of Shares		Number of Placees
4,000	to 20,000	46
24,000	to 40,000	31
44,000	to 80,000	39
84,000	to 160,000	27
164,000	to 320,000	21
324,000	to 480,000	6
484,000	to 796,000	7
800,000	to 1,196,000	4
1,200,000	to 2,000,000	2
2,004,000	to 3,500,000	6
	5,000,000	<u>1</u>
		Total number of Placees: <u>190</u>

Of the Placing Shares, a total of 27,300,000 Shares which represent approximately 54.6% of the Placing Shares and approximately 10.92% of the enlarged issued share capital of the Company have been placed to the top 10 placees, who are independent of and not connected with any of the directors, chief executives, substantial shareholders or initial management shareholders of the Company or an associate of any of them.

The investors should be aware that the concentration of shareholders would affect the liquidity of the Shares. The shareholders and potential investors are advised to exercise extreme caution in dealing with the Shares.

Immediately following the Placing, GOA Securities Limited as an underwriter will hold 2,800,000 Shares of the Company, representing 1.12% of the enlarged issued share capital of the Company.

No Placing Shares have been placed to any parties (except employees and GOA Securities Limited) specified in Rule 10.12(4).

The Over-allocation Option granted to CPY International to require Noble Class Group Limited to sell up to an aggregate of 7,500,000 existing shares at the Placing Price will not be exercised.

Public Float

According to the GEM Listing Rules, the Company is required to maintain a public float of not less than 20% of its issued share capital at all times after the listing. Immediately following the Placing, 20% of the enlarged issued share capital of the Company will be in public hands.

Deposit of Share Certificates into CCASS

Share certificates in respect of the Placing Shares are expected to be issued in the name of HKSCC Nominees Limited and deposited into CCASS on or before Wednesday, 16 August 2000 for credit to the respective CCASS participants' stock accounts designated by the placees.

Commencement of Dealings

Dealings in the Shares on the GEM are expected to commence at 10:00 a.m. on Thursday, 17 August 2000.

By order of the Board
Fung Yiu Fai
Company Secretary

Hong Kong, 15 August 2000

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 listing document referred to above will appear on the GEM website at <http://www.hkgem.com>.

* *For identification purposes only*