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## **LAI FAI INTERNATIONAL HOLDINGS LIMITED**

**麗輝國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

### **NEW ISSUE AND OFFER FOR SALE**

#### **NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

<b>Number of Placing Shares</b>	<b>:</b>	<b>32,000,000 Shares comprising 25,600,000 New Shares and 6,400,000 Sale Shares (subject to Over-allotment Option)</b>
<b>Placing Price</b>	<b>:</b>	<b>HK\$1.00 per Share</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.10 each</b>
<b>GEM Stock code</b>	<b>:</b>	<b>8183</b>

#### **Joint Lead Managers**



**SBI E2-Capital Securities Limited**



**E\*Trade Securities Co., Ltd.**

#### **Sponsor**



**Celestial Capital Limited**

#### **Co-sponsor**



**SBI E2-Capital (HK) Limited**

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



**Celestial Capital Limited**



**First Shanghai Securities Limited**

#### **Co-Managers**

<b>Core Pacific-Yamaichi International (H.K.) Limited</b>	<b>Guotai Junan Securities (Hong Kong) Limited</b>
<b>Kingsway SW Securities Limited</b>	<b>Nomura International (Hong Kong) Limited</b>
<b>OpenOffering Capital Limited</b>	<b>Shun Loong Securities Company Limited</b>
<b>South China Securities Limited</b>	<b>Sun Hung Kai International Limited</b>
<b>UOB Kay Hian (Hong Kong) Limited</b>	

Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as those defined in the prospectus dated 11th February, 2003 (the “Prospectus”) of Lai Fai International Holdings Limited (the “Company”). The Placing will be subject to the terms and conditions set out in the Prospectus.

Copies of the Prospectus required by the GEM Listing Rules are available, for information purpose only, from Celestial Capital Limited at 21st Floor, Low Block, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong and SBI E2-Capital (HK) Limited at Room 4301-09, 43rd Floor, Jardine House, One Connaught Place, Central, Hong Kong during normal office hours (9:00 a.m. — 5:00 p.m.) from 11th February, 2003 to 26th February, 2003 (both days inclusive).

Application for the Placing Shares will only be considered upon the terms and conditions described in the Prospectus.

Pursuant to the Placing Agreement, the Company has granted the Over-allotment Option to SBI E2-Capital Securities Limited (for itself and on behalf of the Placing Managers) at any time on or before 13th March, 2003, under which the Company may be required to issue and allot at the Placing Price up to 4,800,000 additional Shares, representing 15% of the Placing Shares initially available under the Placing, to cover over-allocations in the Placing, if any. In order to facilitate settlement of over-allocations in connection with the Placing upon the exercise of the Over-allotment Option, SBI E2-Capital Securities Limited has entered into the Stock Borrowing Agreement with Best Perfect. Further announcement will be made if the Over-allotment Option is exercised.

Application has been made to the Stock Exchange for the listing of and, permission to deal in, the Shares in issue and to be issued as described in the Prospectus including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option and the options granted under the Pre-IPO Share Option Scheme and options which may be granted under the Share Option Scheme.

Subject to the Stock Exchange’s 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 any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on 26th February, 2003.

The level of indications of interest in the Placing and the basis of allocations in the Placing are expected to be published on the GEM website at [www.hkgem.com](http://www.hkgem.com) on 24th February, 2003.

By order of the Board  
**Lai Fai International Holdings Limited**  
**Li Shui**  
*Executive Chairman*

Hong Kong, 11th February, 2003

*This announcement and a copy of the Prospectus will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com).*