

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goldigit Atom-tech Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



GOLDIGIT ATOM-TECH HOLDINGS LIMITED
(金澤超分子科技控股有限公司)*

(incorporated in the Cayman Islands with limited liability)

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

The notice convening the annual general meeting of the Company to be held at 49th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, on Tuesday 29th April, 2003 at 10:30 a.m. is set out in the 2002 annual report.

A proxy form for the annual general meeting is enclosed with the 2002 annual report. Whether or not you intend to attend the annual general meeting, you are requested to complete the proxy form and return the same to the Company’s Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the annual general meeting if you so wish.

This circular, for which the directors of Goldigit Atom-tech Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities (the “GEM Listing Rules”) on the Growth Enterprise Market of the Stock Exchange (“GEM”) for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular 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 circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the website of the Company at www.goldigit.com.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

LETTER FROM THE BOARD OF DIRECTORS



GOLDIGIT ATOM-TECH HOLDINGS LIMITED **(金澤超分子科技控股有限公司)***

(incorporated in the Cayman Islands with limited liability)

Executive Directors:

Lao Seng Peng
Cai Wei Min
Yeh Tung Ming

Independent non-executive Directors:

Sun Juyi
Wong Stacey Martin
Lam Ming Yung

Registered office:

Century Yard
Cricket Square,
Hutchins Drive,
P.O. Box 2681GT
George Town,
Grand Cayman
British West Indies

*Head office and principal
place of business in the PRC*
No. 37 Jintang Road,
Jinshan Industrial Zone,
Fuzhou, Fujian 350002, PRC.

*Principal place of business
in Hong Kong:*
Unit 908, 9th Floor,
K. Wah Centre,
No. 191 Java Road,
North Point, Hong Kong

31st March, 2003

To the shareholders of the Company

Dear Sir or Madam,

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

INTRODUCTION

The directors of the Company were granted general unconditional mandates to issue shares of the Company and to repurchase by the Company its own shares on the GEM of the Stock Exchange by ordinary resolutions of the shareholders of the Company in its annual general meeting on 29th April, 2002. The existing general mandates will expire at the conclusion of the annual general meeting.

The purpose of this circular is to provide shareholders with details of the proposed general mandates to be dealt with at the forthcoming annual general meeting of the Company to be held at 49th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong, on Tuesday 29th April, 2003 at 10:30 a.m. (the "AGM").

* for identification purpose only

LETTER FROM THE BOARD OF DIRECTORS

GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions will be proposed to grant a general mandate to the directors of the Company to allot, issue and otherwise deal with shares of the Company not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution and the aggregate nominal amount of the shares repurchased under the Repurchase Mandate (as defined below). The directors of the Company wish to state that they have no present intention to issue any new shares pursuant to such general mandate.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant a general mandate to the directors of the Company to exercise the power of the Company to repurchase shares of the Company (the “Repurchase Mandate”) up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution. The explanatory statement, required by the GEM Listing Rules to be sent to Shareholders, is set out in the Appendix to this circular, which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution for the Repurchase Mandate.

ANNUAL GENERAL MEETING

The relevant resolutions for the aforesaid general mandates are set out in the notice of the AGM, which is set out in the 2002 annual report of the Company despatched to the Shareholders together with this circular. A proxy form for the AGM is enclosed with the 2002 annual report. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return the same to the Company’s Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the annual general meeting if you so wish.

RECOMMENDATION

The directors of the Company are of the opinion that the granting of general mandates to issue shares and to repurchase shares referred to in this circular are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Goldigit Atom-tech Holdings Limited
Lao Seng Peng
Chairman

SPONSOR'S INTERESTS

On 19th March, 2003, Core Pacific – Yamaichi Capital Limited (“CPY Capital”) resigned as sponsor of the Company as announced on GEM website and MasterLink Securities (Hong Kong) Corporation Limited (“MasterLink”) was appointed on 19th March, 2003 as the continuing sponsor of the Company as announced on 27th February, 2003. Pursuant to the agreement dated 20th February, 2003 entered into between the Company and MasterLink, MasterLink has received and will receive fees for acting as the Company’s continuing sponsor for the period from 19th March, 2003 to 31st December, 2003 or until the termination of the agreement upon the terms and conditions are set out therein.

As notified by the Company’s then sponsor, CPY Capital, as at 18th March, 2003, a wholly-owned subsidiary of Core Pacific – Yamaichi International (H.K.) Limited, an associate (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) of CPY Capital, held 512,000 shares in the Company. Save as disclosed herein, neither CPY Capital nor its directors, employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interests in the share capital of the Company as at 18th March, 2003.

As updated and notified by MasterLink, MasterLink, its directors, employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules), as at the Latest Practicable Date did not have any interests in the securities of the Company or any members of the Group, or any rights to subscribe for or to nominate persons to subscribe for the securities of the Company or any members of the Group.

This is an explanatory statement given to all shareholders of the Company relating to the resolution to be proposed at the AGM approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rules 13.08 and other relevant provisions of the GEM Listing Rules and the Stock Exchange.

1. EXERCISE OF THE REPURCHASE MANDATE

As at 26th March, 2003, being the latest practicable date (the “Latest Practicable Date”) prior to the printing of this circular, the issued share capital of the Company comprised of 1,699,860,000 shares of HK\$0.05 per share (the “Share”). Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 169,986,000 Shares during the period from the date of the passing of the ordinary resolution no. (5) in the notice of AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASES

The directors of the Company believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as it would enable the directors of the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the directors of the Company believe that such repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

Any repurchase would only be financed out of funds of the Company legally available for such purpose in accordance with its memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company will not repurchase shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its audited consolidated financial statements for the year ended 31st December, 2002) in the event that the Repurchase Mandate is exercised in full. However, the directors of the Company do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which in the opinion of the directors of the Company are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2002		
March	0.415	0.310
April	0.435	0.335
May	0.455	0.375
June	0.405	0.320
July	0.360	0.230
August	0.270	0.220
September	0.240	0.180
October	0.195	0.140
November	0.179	0.120
December	0.150	0.115
2003		
January	0.152	0.116
February	0.132	0.117
March (up to the Latest Practicable Date)	0.135	0.106

5. UNDERTAKING OF THE DIRECTORS

The directors of the Company have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Share(s) pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

6. DISCLOSURE OF INTEREST

None of the directors of the Company nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), has a present intention to sell any shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the shareholders.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the shareholders.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a shareholder or a group of shareholders acting in concert (within the meaning under the Code) could, depending on the level of increase of the shareholder's interests, obtain or consolidate control of the Company and then becomes obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, Best Today Investments Limited (“Best Today”), which is a substantial shareholder of the Company, was interested in approximately 68.8% of the issued share capital of the Company. Best Today was wholly owned by Lao Seng Peng (a director of the Company). Details of Lao Seng Peng are set out in the Company’s prospectus dated 29th June, 2001.

Assuming the full exercise of the power under the buyback mandate to repurchase shares, the aggregate interest of Best Today in the issued share capital of the Company will be increased from around 68.8% to around 76.4% as reduced by such repurchase(s) and Best Today will not be obliged to make a mandatory offer in accordance with Rule 26 in this aspect.

Save as disclosed above, the directors of the Company are not aware of any Shareholder or a group of Shareholders acting in concert who may become obliged to such mandatory offer in the event that the Repurchase Mandate is exercised in full.

The directors of the Company have no intention to exercise in full the power to repurchase shares under the Repurchase Mandate.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of shares have been made by the Company since dealing in shares of the Company on the GEM commenced on 9th July, 2001, whether on the Stock Exchange or otherwise.