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**西安海天天綫科技股份有限公司**  
**XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

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

**Number of H Shares under the Placing** : 161,764,706 H Shares comprising 147,058,824  
New H Shares and 14,705,882 Sale H Shares  
**Placing Price** : HK\$0.68 per H Share  
**Nominal value** : RMB0.10 per H Share  
**Stock code** : 8227

**Global Co-ordinator and Sponsor**



**Core Pacific – Yamaichi Capital Limited**

**Sole Bookrunner and Lead Manager**



**Core Pacific – Yamaichi International (H.K.) Limited**

**Co-Lead Managers**

**Worldwide Finance (Securities) Limited**

**G.K. Goh Securities (H.K.) Limited**

**JS Cresvale Capital Limited**

**Underwriters**

**Asian Capital (Corporate Finance) Limited**  
**Guotai Junan Securities (Hong Kong) Limited**  
**Okasan International (Asia) Limited**  
**Sun Hung Kai International Limited**  
**Polaris Securities (Hong Kong) Limited**  
**Crosby Limited**

**First Shanghai Securities Limited**  
**China Southern Securities (Hong Kong) Limited**  
**Shenyin Wanguo Capital (H.K.) Limited**  
**SBI E2-Capital Securities Limited**  
**Vinco Capital Limited**

- The Placing Price has been fixed at HK\$0.68 per H Share.
- As disclosed in the Prospectus, for the purpose of compliance with the Price Stabilising Rules, the Over-allocation Option can only be exercised where the Placing Price is HK\$0.70 per H Share or above. As the Placing Price is HK\$0.68 per H Share and there is no over-allocation in the Placing, the Over-allocation Option will not be exercised.
- Indications of interests to subscribe for a total number of 840,092,431 H Shares have been received by CPY International and the Placing Underwriters, equivalent to approximately 5.2 times of the total number of 161,764,706 H Shares offered in the Placing. The Placing of 161,764,706 H Shares was fully subscribed and such Placing Shares were conditionally allocated to 117 professional, institutional and other investors. All 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.
- Immediately after completion of the Placing, the public float of the Company will be approximately 25.00% of the enlarged issued share capital of the Company.
- **Investors should be aware that there is a high concentration of H Shares held by a small number of Shareholders, which may affect the liquidity of the H Shares in the secondary market. Consequently, shareholders and potential investors of the H Shares are advised to exercise extreme caution in dealing with the H Shares.**
- Dealings in the H Shares on the GEM are expected to commence at 9:30 a.m. on Wednesday, 5 November 2003.

Unless otherwise defined herein, the terms used in this announcement shall have the same meanings as defined in the prospectus dated 24 October 2003 (the “Prospectus”) issued by Xi’an Haitian Antenna Technologies Co., Ltd. (the “Company”).

## **PLACING PRICE**

The Company (for itself and on behalf of the Vendors) and CPY International (for itself and on behalf of the other Placing Underwriters) have entered into the price determination agreement on 28 October 2003 pursuant to which the Placing Price was fixed at HK\$0.68 per H Share.

## **LEVEL OF INTERESTS**

Indications of interest to subscribe for a total number of 840,092,431 H Shares have been received by CPY International and the other Placing Underwriters, equivalent to approximately 5.2 times of the total number of 161,764,706 H Shares offered in the Placing. The Placing of 161,764,706 H Shares was fully subscribed and such Placing Shares were conditionally allocated to 117 professional, institutional and other investors. All 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.

## RESULTS OF ALLOCATION

Pursuant to the Placing, an aggregate of 161,764,706 H Shares have been conditionally allocated to a total of 117 professional, institutional and other investors. The following table sets out the distribution of the Placing Shares:

	<b>Aggregate number of the Placing Shares held</b>	<b>Approximate percentage of the Placing Shares</b>	<b>Approximate percentage of shareholding immediately after completion of the Placing</b>
Top placee	13,004,000	8.04%	2.01%
Top 5 placees	51,044,000	31.56%	7.89%
Top 10 placees	83,008,000	51.31%	12.83%
Top 25 placees	129,900,000	80.30%	20.08%

The Placing of the 161,764,706 Placing Shares will be held by a total of 117 placees as follows:

<b>Number of Placing Shares</b>	<b>Number of placees</b>
4,000 to 51,999	23
52,000 to 99,999	11
100,000 to 499,999	35
500,000 to 999,999	13
1,000,000 to 4,999,999	24
5,000,000 to 9,999,999	8
10,000,000 to 29,999,999	3
30,000,000 or above	0
<b>Total</b>	<b><u>117</u></b>

**Investors should be aware that there is a high concentration of H Shares held by a small number of shareholders, which may affect the liquidity of the H Shares in the secondary market. Consequently, the shareholders and potential investors of the H Shares are advised to exercise extreme caution in dealing with the H Shares.**

None of the Placing Shares have been allocated to any person or group of persons as referred to the notes to Rule 10.12(4) of the GEM Listing Rules.

## MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 25.08 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 the time the H Shares commence dealings on the GEM and at all times thereafter. Immediately after completion of the Placing, the public float of the Company will be approximately 25.00% of the enlarged issued share capital of the Company.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the H Shares on the GEM as well as the compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such 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 the date on which the relevant securities transactions are effected on the Stock Exchange. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share certificates issued in respect of the Placing Shares will be deposited, in the board lot of 4,000 H Shares, into CCASS on Monday, 3 November 2003 for credit to the respective CCASS participants' stock accounts designated by the Placing Underwriters, the placees or their agents (as the case may be). If any events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus occur at any time prior to 6:00 p.m. on the date immediately preceding the Listing Date, the Lead Manager (for itself and on behalf of the Placing Underwriters) is entitled to terminate the obligations of the Placing Underwriters under the Placing and Underwriting Agreement by notice in writing to the Company (for itself and on behalf of the Vendors). In such a case, an announcement will be issued and published on the GEM website (in English and Chinese) not later than 9:30 a.m. on the morning of Wednesday, 5 November 2003.

## **OVER-ALLOCATION OPTION**

In connection with the Placing, the Company and the Vendors have granted the Over-allocation Option to the Placing Underwriters, exercisable by CPY International for itself and on behalf of the Sponsor and the Placing Underwriters, at any time and from time to time exercisable within 30 days from the date of the Prospectus to require the Company to issue up to an additional 22,058,824 New H Shares, and the Vendors to sell up to an additional 2,205,882 Sale H Shares in aggregate both at the Placing Price representing approximately 15% of the Placing Shares initially being offered under the Placing solely to cover any over-allocations in the Placing, if any. Pursuant to section 3 of the Price Stabilising Rules, stabilising action may only take place, among other factors, where the total value of the New H Shares at the Placing Price is not less than HK\$100 million. Accordingly, for the purpose of compliance with the Price Stabilising Rules, as it is disclosed in the Prospectus, the Over-allocation Option can only be exercised where the Placing Price is HK\$0.70 per H Share or above. As the Placing Price is HK\$0.68 per H Share and there is no over-allocation in the Placing, the Over-allocation Option will not be exercised.

## **COMMENCEMENT OF DEALINGS**

Dealings in the H Shares on the GEM are expected to commence at 9:30 a.m. on Wednesday, 5 November 2003. If there is any change to the expected timetable, an announcement will be made immediately by the Company on the GEM website at [www.hkgem.com](http://www.hkgem.com).

For and on behalf of the Board of  
西安海天天綫科技股份有限公司  
**Xi'an Haitian Antenna Technologies Co., Ltd.\***  
**Professor Xiao Liangyong**  
*Chairman*

Hong Kong, 3 November 2003

*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 enquires, 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 will appear on the GEM website at <http://www.hkgem.com>.*

*\* for identification purposes only*