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EZCOM
BRING TECHNOLOGY TO LIFE
EZCOM HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

RESULTS OF OPEN OFFER AND ALLOTMENT OF OFFER SHARES

At the close of the Open Offer at 4:00 p.m. on 7 May 2003, the Company had received a total number of 21 valid applications from Qualifying Shareholders applying for a total number of 222,011,862 Offer Shares pursuant to the Open Offer.

As the Open Offer was undersubscribed, pursuant to the Underwriting Agreement, the Underwriter was required to take up 287,544,153 Offer Shares, for which valid applications were not received.

Introduction

The Company announced on 17 April 2003, inter alia, that at a special general meeting of the Company held on 17 April 2003 (“SGM”), the Independent Shareholders approved the Open Offer and the Whitewash Waiver. Terms defined in the Company’s prospectus dated 23 April 2003 have the same meanings in this announcement.

Results of Open Offer

The results of the applications in the Open Offer are summarised as follows:

Total number of Offer Shares:	509,556,015
<i>Less: total number of Offer Shares applied for (see breakdown below)</i>	<u>222,011,862</u>
Total number of Offer Shares for which no applications were received	<u>287,544,153</u>

Details of applications

Number of valid applications	Total number of Offer Shares applied for (A)	Number of Offer Shares applied for as a percentage of the total number of Offer Shares	Amount received by the Company (HK\$) <i>(A) multiplied by HK\$0.10</i>
21	222,011,862	43.57%	22,201,186.20 ¹

Note 1: The total amount of proceeds under the Open Offer received by the Company amounted to HK\$50,955,601.50 of which HK\$28,754,415.30 were from the Underwriter.

Underwriting arrangements

The Underwriter has fulfilled its underwriting obligations pursuant to the Underwriting Agreement and paid in full the amount payable for subscription by the Underwriter of 287,544,153 Offer Shares for which valid applications were not received, representing 47.03% of the enlarged issued share capital of the Company.

Changes in shares held by the Controlling Shareholder, the Underwriter and their concert parties in the Company

At the date of the SGM, the Controlling Shareholder, the Underwriter and its concert parties were interested in a total of 1,699,092,000 Unadjusted Shares (equivalent to 33,981,840 Shares), representing approximately 33.3% of the then issued share capital of the Company.

Upon allotment and issue of the Offer Shares by the Company, the issued share capital of the Company will be increased to 611,467,218 ordinary shares of HK\$0.01 each. The Controlling Shareholder, the Underwriter and their concert parties will be interested in a total of 321,525,993 Shares, representing approximately 52.58% of the enlarged issued share capital of the Company. Pursuant to the Whitewash Waiver under Note 1 to the Dispensations from Rule 26 of the Takeovers Code which was granted by the Executive and approved by the Independent Shareholders at the SGM, the Underwriter and its concert parties are not required to make a general offer for the issued Shares and outstanding Options and Convertible Notes of the Company.

Share options adjustment

The issuance of the Offer Shares will cause adjustments to the exercise price and the number of Shares to be issued pursuant to the exercise of Options. The new number of Shares and exercise price of Options are as follows:–

Exercise Period	Exercise price per Share before adjustment (HK\$)	Exercise price per Share after adjustment (HK\$)	Number of Shares subject to outstanding Options before adjustment	Number of Shares subject to outstanding Options after adjustment
13 July 1996 to 12 July 2006	15.82	3.14	5,760	34,560
3 July 1997 to 2 July 2007	13.10	2.60	1,026,720	6,160,320
3 January 2000 to 2 January 2004	5.28	1.05	1,362,000	8,172,000
1 September 2001 to 31 August 2005	5.00	0.99	2,400,000	14,400,000

Share certificates

Certificates in respect of the Offer Shares are expected to be posted to those entitled thereto (and in the case of joint Shareholders, to the first-named Shareholders) at their own risk to their addresses shown on the register of members of the Company on or before Wednesday, 14 May 2003.

By order of the board of
Ezcom Holdings Limited
Kok Kin Hok
Chairman

Hong Kong, 12 May 2003

All directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinion expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement in this announcement misleading.

“Please also refer to the published version of this announcement in China Daily”.