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EZCOM HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 312)

SUBSCRIPTION FOR NEW SHARES

SUMMARY

The board of directors of Ezcom Holdings Limited (the "Company") wishes to announce that subscription agreements were entered into on 7 April, 2005 between the Company and eight (8) subscribers (the "Subscribers"), being independent third parties, pursuant to which the Company, will allot 35,500,000 shares of HK\$0.01 each to the Subscribers at a price of HK\$0.114 per Subscription Share.

The price and the terms of the Subscription Agreements have been arrived at after arm's length negotiations between the Company and the Subscribers. The price of HK\$0.114 per Subscription Share represents (i) a discount of approximately 19.72% to the closing price of HK\$0.142 per Share as quoted on the Stock Exchange on 7 April 2005, being the date of the Subscription Agreements; (ii) a discount of approximately 19.38% to the average closing price of HK\$0.141 per Share for the five consecutive trading days up to and including 6 April 2005; (iii) a discount of approximately 14.16% to the average closing price of HK\$0.133 per Share for the ten consecutive trading days up to and including 6 April 2005; and (iv) a discount of approximately 24.84% to the average closing price of HK\$0.152 per Share for the thirty consecutive trading days up to and including 6 April 2005.

The gross proceeds from the Subscription amounted to approximately HK\$4.05 million. The net proceeds from the Subscription of approximately HK\$4 million will be applied mainly for general working capital purposes.

The Subscription Shares amount to approximately 4.88% of the existing issued share capital of the Company and approximately 4.65% of its issued share capital as enlarged by the Subscription.

Completion of the Subscription Agreements are conditional on the Stock Exchange granting listing of and permission to deal in the Subscription Shares and shall take place on or before 30 April 2005, or such later date as the parties may agree in writing.

SUBSCRIPTION AGREEMENTS DATED 7 APRIL, 2005

Number of Shares to be Subscribed

35,500,000 new Shares

The Subscription Shares amount to approximately 4.88% of the existing issued share capital of the Company and approximately 4.65% of the Company's issued share capital as enlarged by issue of the Subscription Shares.

The Subscription Shares will be issued under the general mandate granted to the Directors at the annual general meeting of the Company held on 23 September 2004. Pursuant to the said general mandate, the Company may issue 122,293,443 new Shares (representing 20% of the number of issued Shares as at 23 September 2004) and 86,700,000 new Shares have been issued under the said general mandate up to the date hereof.

Parties

Subscribers

Name	Number of Shares
(i) Pang Ming	5,000,000
(ii) Mang Sheung Ling	7,500,000
(iii) Lam Siu Ki	2,000,000
(iv) Wong Yim Wah	1,000,000
(v) Lam Mau	4,000,000
(vi) Lui Yuk Lan	3,000,000
(vii) Cheung Chun Sek	8,000,000
(viii) Tu Betty Bao Hua	5,000,000
Total	<u>35,500,000</u>

There will be no board representation to the Company made by the Subscribers in connection with the Subscription. The Subscribers have confirmed to the Company that they have no shareholding in the Company prior to the Subscription. To the best of the Directors' knowledge, the Subscribers are not connected with each other.

All the eight (8) Subscription Agreements have same terms and conditions and each of the Subscribers will pay in full the aggregate Subscription Price to the Company in cash within 3 days after the date of the Subscription Agreements.

Independence of the Subscribers

The Subscribers are not connected persons of the Company and are independent of, and are not connected with, and not acting in concert with the directors, chief executives and substantial shareholders of the Company and any of its subsidiaries or any of their respective associates (as defined in the Listing Rules).

Price

The price of HK\$0.114 per Subscription Share represents:

- (i) a discount of approximately 19.72% to the closing price of HK\$0.142 per Share as quoted on the Stock Exchange on 7 April 2005, being the date of the Subscription Agreements;
- (ii) a discount of approximately 19.38% to the average closing price of HK\$0.141 per Share for the five consecutive trading days up to and including 6 April 2005;
- (iii) a discount of approximately 14.16% to the average closing price of HK\$0.133 per Share for the ten consecutive trading days up to and including 6 April 2005; and
- (iv) a discount of approximately 24.84% to the average closing price of HK\$0.152 per Share for the thirty consecutive trading days up to and including 6 April 2005.

The price and the terms of the Subscription Agreements were arrived at after arm's length negotiations between the Company and the Subscribers on 7 April 2005.

Completion of Subscription

Completion of the Subscription Agreements are conditional on the Stock Exchange granting listing of and permission to deal in the Subscription Shares and shall take place on or before 30 April, 2005, or such later date as the parties may agree in writing.

Reason for the Subscription

The Company is an investment holding company and its subsidiaries are principally engaged in the trading of mobile phones and spare parts. As announced by the Company on 18 March 2005, the Company is in confidential discussions with one of the largest domestic distributors of mobile phones in China (the "Distributor") in respect of strategic and business co-operation which may include without limitation acquisitions of certain mobile phone business of the Distributor in China by the Company which may result in the issue of new shares to the Distributor by the Company but no material terms have been finalized as at the date hereof.

The Directors consider the Subscription to be beneficial to the Company as it will strengthen the financial position and broaden the shareholders base of the Company and raise funds mainly for general working capital purposes. The Board considers the dilution of the percentage shareholding of the existing Shareholders by 4.65% on an enlarged basis to be acceptable. The Directors including independent non-executive Directors of the Company are of the view that the terms of the Subscription Agreements and the price per Subscription Share, which were arrived at after arm's length negotiation, are fair and reasonable so far as the Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

Ranking and rights of Subscription Shares

The Subscription Shares, when fully paid, will rank pari passu in all respects with the existing Shares of the Company in issue, and holders of the Subscription Shares shall be entitled to receive all dividends and distributions (if any) declared, made or paid after date of issue.

Use of proceeds

The gross proceeds from the Subscription amounted to approximately HK\$4.05 million. The net proceeds from the Subscription, after netting off all fees and expenses to be borne by the Company (amounting to approximately HK\$50,000), is approximately HK\$4 million (with net issue price calculated to be approximately HK\$0.113 per Subscription Share). It is the present intention of the Directors to use the net proceeds from the Subscription mainly for general working capital purposes.

Fund raising exercise by the Company in the past twelve months

Save for the issues of an aggregate of 86,700,000 new shares (the “Previous Issues”) as announced by the Company on 16 February 2005 and 1 March 2005 and as set out below, the Company has not conducted any fund raising exercise in the past twelve months.

Date of subscription agreements

Net fund raised

15 February 2005

HK\$9,800,000

28 February 2005

HK\$2,950,000

It is the present intention of the Directors to use the net proceeds (as set out above) from the Previous Issues mainly for expanding its existing business of distribution of mobile phones and strengthening its distribution network in China which has not yet been utilized for such purpose up to the date hereof.

Application for listing

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

Changes in shareholding structure of the Company

The shareholding structures of the Company immediately before and after completion of the Subscription are as follows:

Shareholders	Immediately before completion of the Subscription Agreements		Immediately after completion of the Subscription Agreements	
	<i>number of Shares</i>	<i>%</i>	<i>number of Share</i>	<i>%</i>
All About Investments Limited (<i>Note 1</i>)	287,544,153	39.52	287,544,153	37.68
Anglo Express Group Limited (<i>Note 1</i>)	34,759,840	4.78	34,759,840	4.56
Mr. Lian Song Qing, a Director	2,400,000	0.33	2,400,000	0.31
Public Shareholders				
Subscribers	–	–	35,500,000	4.65
Other public Shareholders	402,863,225	55.37	402,863,225	52.80
Total	<u>727,567,218</u>	<u>100.00</u>	<u>763,067,218</u>	<u>100.00</u>

Note:

1. All About Investments Limited and Anglo Express Group Limited are ultimately beneficially owned by Mr. Kok Kin Hok, Chairman and a Director. Mr. Kok is deemed interested in the Shares held by these companies.

DEFINITIONS

The terms used in this announcement have the following meanings unless the context otherwise requires:

“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Ezcom Holdings Limited, a company incorporated in Bermuda with limited liability and whose issued Shares are listed on the Stock Exchange.
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Subscription”	the Subscription for 35,500,000 new Shares in total by the Subscribers pursuant to the Subscription Agreements

“Subscription Agreements”	subscription agreements dated 7 April 2005 entered into between the Company and the Subscribers in relation to the Subscription
“Subscription Price”	price of HK\$0.114 per Subscription Share in respect of the Subscription
“Subscription Shares”	35,500,000 new Shares in total to be issued by the Company pursuant to the Subscription Agreements
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 7 April 2005

The board of directors of the Company as at the date of this announcement comprises Mr. Kok Kin Hok, Mr. Lam Bing Sum and Mr. Lian Song Qing, being executive directors, Mr. Li Jianhua, Mr. Wu Tak Lung and Mr. Chu Po Tien being independent non-executive directors.

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