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## GOLDBOND GROUP HOLDINGS LIMITED

### 金榜集團控股有限公司

*(incorporated in Hong Kong with limited liability)*

#### ANNOUNCEMENT RESULTS OF EGM AND DESPATCH OF PROSPECTUS DOCUMENTS

The Board is pleased to announce that the resolutions approving (1) the Open Offer and (2) the granting of the General Mandate and the Repurchase Mandate were duly passed by way of show of hands at the EGM held on 28 November 2003.

The Prospectus Documents have been despatched on 28 November 2003 to the Qualifying Shareholders and the Prospectus has been despatched to the Overseas Shareholders and Preference Shareholders for their information only.

Reference is made to the announcement of the Company dated 22 October 2003 (the "Announcement") in respect of the proposals involving, inter alia, (1) the Open Offer and (2) the granting of the General Mandate and the Repurchase Mandate. Terms used in this announcement shall have the same meanings as defined in the Announcement unless provided otherwise.

#### RESULTS OF EGM

The Board is pleased to announce that the resolutions approving the following were duly passed by way of show of hands at the EGM held on 28 November 2003:—

1. the approval of the Open Offer; and
2. the granting of the General Mandate and the Repurchase Mandate.

#### OPEN OFFER

Subject to the obligations of the Underwriters under the Underwriting Agreement not having been terminated, the listing of and permission to deal in the Offer Shares having been granted and not revoked by the Listing Committee of the Stock Exchange and all the other conditions of the Open Offer having been fulfilled, the Underwriting Agreement is expected to become unconditional at 4:00 p.m. on 18 December 2003.

As at 28 November 2003, being the Record Date, there are 331,488,000 Shares in issue. On the basis of four Offer Shares for every existing Share held on the Record Date, a total of 1,325,952,000 Offer Shares will be issued pursuant to the Open Offer. None of the Preference Shares has been converted into the Shares as at the Record Date.

#### DESPATCH OF THE PROSPECTUS DOCUMENTS

The Prospectus and the provisional allotment letter for the Offer Shares, (together the "Prospectus Documents"), have been despatched to the Qualifying Shareholders on 28 November 2003. The Prospectus on the same date, has been despatched to the Overseas Shareholders and Preference Shareholders for their information only.

#### DEALINGS AND LATEST TIME FOR ACCEPTANCE

Dealings in Shares on an ex-entitlement basis have commenced since 24 November 2003. The latest time for acceptance of, and payment for, the Offer Shares is 4:00 p.m. on Monday, 15 December 2003.

**Any Shareholder or other person contemplating the sale or purchase of Shares from 24 November 2003 up to the date on which all the conditions of the Underwriting Agreement are fulfilled will bear the risk that the Open Offer may not become unconditional and/or may not proceed.** Any Shareholder or other person who is in any doubt about his or her position is advised to consult his or her own independent professional adviser.

**TERMINATION OF THE UNDERWRITING AGREEMENT**

**There are no force majeure clauses under the Underwriting Agreement. However, the Underwriters may terminate the arrangements as set out in the Underwriting Agreement by giving written notice to the Company at any time prior to 4:00 p.m. on 18 December 2003 should the Company commit any material breach of any term of the Underwriting Agreement.**

**Should such notice of termination be given all obligations of the Underwriters under the Underwriting Agreement shall cease and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriters exercise such right, the Open Offer will not proceed.**

By Order of the Board  
**Goldbond Group Holdings Limited**  
**Lam Kwok Wah**  
*Company Secretary*

Hong Kong, 28 November 2003

Please also refer to the published version of this announcement in The Standard dated on 01-12-2003.