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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)

### OPEN OFFER TO QUALIFYING SHAREHOLDERS OF 1,325,952,000 OFFER SHARES ON THE BASIS OF FOUR OFFER SHARES FOR EVERY EXISTING SHARE HELD AT A SUBSCRIPTION PRICE OF HK\$0.10 PER OFFER SHARE PAYABLE IN FULL ON ACCEPTANCE

The Company has today despatched the Supplemental Prospectus of the Open Offer to all Qualifying Shareholders and, for information only, the Overseas Shareholders and the Preference Shareholders.

**Qualifying Shareholders are advised to read the Supplemental Prospectus before they make any investment decision to accept or not to accept the Open Offer.**

**Qualifying Shareholders who have tendered their acceptances of the Open Offer prior to the date of this supplemental prospectus are entitled to withdraw their acceptances at or before 12:00 noon, Monday, 15 December 2003 by personally attending the offices of the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone number: (852) 2862 8628). Any Qualifying Shareholder who withdraws his/her acceptance as described herein will be given a new replacement provisional allotment letter by the share registrar of the Company, and that Qualifying Shareholder will be entitled to re-lodge his/her acceptance by 4:00 p.m. on Monday, 15 December, 2003 in accordance with the terms set out in the section headed "Procedure for application" in the "Letter from the Board" of the Prospectus and the terms set out in the provisional allotment letter.**

Reference is made to the prospectus issued by the Company dated 28 November 2003 in connection with the Open Offer and the announcement of the Company dated 3 December 2003 in connection with the Proposed Acquisition. Capitalised terms used in this announcement shall have the same meanings as described in the Prospectus and the Announcement.

The Company issued the Prospectus on 28 November 2003 and, subsequent to such issuance, Sino Dynasty, a wholly-owned subsidiary of the Company, entered into the S&P Agreement dated 1 December 2003 to acquire the SD Sale Interest in accordance with the terms set out therein. The Proposed Acquisition was announced by way of the Announcement.

The Company has today despatched the Supplemental Prospectus to Qualifying Shareholders, and for information only, the Overseas Shareholders and the Preference Shareholders, to supplement the Prospectus by giving information relating to the Proposed Acquisition, which should be read in conjunction with the Prospectus. The SFC has issued a certificate of exemption relating to the contents of the Supplemental Prospectus pursuant to Section 38A(1) of the Companies Ordinance in respect of the provision of all the information required by that section other than paragraph 3 of the Third Schedule to the Companies Ordinance on grounds that it is unduly burdensome for the Company to fully comply with the content requirements as:

- (a) such section and paragraphs will be satisfied by reading together the Supplemental Prospectus with the Prospectus; and
- (b) the information set out in the Prospectus is not inconsistent with the information set out in the Supplemental Prospectus, and remains valid in all material respects.

The certificate of exemption is issued subject to the following conditions:

- (i) the Supplemental Prospectus shall be distributed to the Qualifying Shareholders and all other persons to whom a copy of the Prospectus has been distributed on or before the date hereof;
- (ii) the Supplemental Prospectus shall be distributed together with a copy of the Prospectus to all persons (other than those in paragraph (i) above) to whom a copy of the Prospectus is distributed after the date hereof; and
- (iii) the Supplemental Prospectus shall contain particulars of the certificate of Exemption.

Therefore, in the context of the Open Offer, the Supplemental Prospectus and the Prospectus together satisfy (subject to the Exemptions granted by the SFC as aforesaid) the requirements of the Companies Ordinance for such an offer. Moreover, such documents together contain sufficient particulars and information to enable a reasonable person to form, as a result thereof, a valid and justifiable opinion of the Open Offer and the financial condition and profitability of the Company as at the date of the Supplemental Prospectus.

**Qualifying Shareholders are advised to read the Supplemental Prospectus in conjunction with the Prospectus before they make any investment decision to accept or not to accept the Open Offer.**

**For those Qualifying Shareholders who have tendered their acceptances of the Open Offer prior to the date of this supplemental prospectus are entitled to withdraw their acceptances at or before 12:00 noon, Monday 15 December 2003 by personally attending the offices of the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone number: (852) 2862 8628). Any Qualifying Shareholder who withdraws his/her acceptance as described herein will be given a new replacement provisional allotment letter by the share registrar of the Company, and that Qualifying Shareholder will be entitled to re-lodge his/her acceptance by 4:00 p.m. on Monday, 15 December, 2003 in accordance with the terms set out in the section headed "Procedure for application" in the "Letter from the Board" of the Prospectus and the terms set out in the provisional allotment letter.**

**DEFINITIONS**

“Announcement”	the announcement dated 3 December 2003 issued by the Company in respect of the Proposed Acquisition
“Prospectus”	the prospectus dated 28 November 2003 issued by the Company in respect of the Open Offer
“Supplemental Prospectus”	the supplemental prospectus dated the same date as this announcement and issued by the Company to supplement the Prospectus

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

Hong Kong, 8 December 2003

Please also refer to the published version of this announcement in The Standard dated on 09-12-2003.