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## **CHINAINFO HOLDINGS LIMITED**

**神州資訊控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8206)**

### **COMPLETION OF THE PLACING OF CONVERTIBLE BONDS, THE PLACING OF EXISTING SHARES AND THE SUBSCRIPTION FOR NEW SHARES**

Completion of the Placing took place on 17 May 2005 and a total of 26,300,000 Placing Shares were successfully placed by the Placing Agent to a total of six Placees.

Completion of the CB Placing and the Subscription took place on 23 May 2005. The Convertible Bonds of a principal amount of HK\$5,000,000 in aggregate were successfully placed by the Placing Agent to the CB Placee, while Superhero Limited subscribed for a total of 26,300,000 Subscription Shares pursuant to the Subscription Agreement.

Immediately after completion of the Placing, the CB Placing and the Subscription, Ms. Chan was interested in approximately 25.07% of the issued share capital of the Company.

Trading in the Shares on GEM was suspended with effect from 9:30 a.m. on Friday, 20 May 2005 at the request of the Company, and trading in the Shares on GEM will remain suspended until the release of further announcement of the Company in relation to its price sensitive information.

Reference is made to the announcement (the “Announcement”) dated 11 May 2005 issued by Chinainfo Holdings Limited (the “Company”) in relation to (i) the placing of Convertible Bonds of a maximum principal amount of HK\$5,000,000 on a best efforts basis; (ii) the placing of up to a maximum of 50,000,000 existing Shares on a best efforts basis; and (iii) the subscription by Superhero Limited for up to a maximum of 50,000,000 new Shares. Terms used in this announcement shall have the same respective meanings as those defined in the Announcement unless the context otherwise requires.

\* For identification purpose only

## Completion of the Placing, the CB Placing and the Subscription

The Board is pleased to announce that (i) the Placing was completed on 17 May 2005 and a total of 26,300,000 Placing Shares were successfully placed by the Placing Agent to a total of six Placees; (ii) with all the conditions under the CB Placing Agreement being fulfilled, the CB Placing was completed on 23 May 2005 and the Convertible Bonds of a principal amount of HK\$5,000,000 was successfully placed by the Placing Agent to the CB Placee; and (iii) with all the conditions under the Subscription Agreement being fulfilled, the Subscription was completed on 23 May 2005 and Superhero Limited subscribed for a total of 26,300,000 Subscription Shares pursuant to the Subscription Agreement, being equal to the number of the Placing Shares successfully placed under the Placing. The six Placees and the CB Placee are Independent Third Parties.

As a result of the abovementioned completion of the CB Placing, the Placing and the Subscription, the gross proceeds received by the Company amounted to approximately HK\$15.5 million. After deduction of the expenses of approximately HK\$0.6 million to be incurred in the CB Placing, the Placing and the Subscription, the net proceeds received by the Company from the CB Placing and the Subscription were approximately HK\$14.9 million. The net price per Placing Share was approximately HK\$0.38 per Placing Share.

It was stated in the Announcement that the aggregate net proceeds from the CB Placing and the Subscription will be used for the Group's general working capital. However, as at the date of this announcement, the Company intends to change the use of proceeds from the CB Placing and the Subscription. Further announcement will be issued by the Company in relation to the aforementioned change in the use of proceeds.

## Shareholding structure of the Company

The following table summarises the effect the CB Placing, the Placing and the Subscription on the shareholding structure of the Company (*Note 1*):

	As at the date of the CB Placing Agreement, the Placing Agreement and the Subscription Agreement		Immediately after completion of the CB Placing, the Placing and the Subscription		Immediately after completion of the CB Placing, the Placing and the Subscription and assuming the issue of 11,904,761 Conversion Shares as a result of the full conversion of the Convertible Bonds	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Ms. Chan ( <i>Note 2</i> )	107,319,195	26.72	107,319,195	25.07	107,319,195	24.40
Mr. Fung Shing Ki	97,001,144	24.15	97,001,144	22.66	97,001,144	22.05
Ms. Chan Wong Kam Fung, Cecilia	71,265,798	17.74	71,265,798	16.65	71,265,798	16.20
Sub-total	275,586,137	68.61	275,586,137	64.38	275,586,137	62.65
Public Shareholders	126,113,863	31.39	152,413,863	35.62	164,318,624	37.35
Total	<u>401,700,000</u>	<u>100.00</u>	<u>428,000,000</u>	<u>100.00</u>	<u>439,904,761</u>	<u>100.00</u>

Notes:

1. Assuming no other changes in the shareholding structure of the Company after the date of this announcement.
2. Out of the 107,319,195 Shares beneficially owned by Ms. Chan as at the date of the CB Placing Agreement, the Placing Agreement and the Subscription Agreement, 107,079,195 Shares were owned by Superhero Limited which is wholly owned by Ms. Chan.

### **Suspension of trading in the Shares on GEM**

Trading in the Shares on GEM was suspended with effect from 9:30 a.m. on Friday, 20 May 2005 at the request of the Company, and trading in the Shares on GEM will remain suspended until the release of further announcement of the Company in relation to its price sensitive information.

By Order of the Board  
**CHINAINFO HOLDINGS LIMITED**  
**Chan Tan Lui, Danielle**  
*Chairman*

As at the date of this announcement, the Board comprises of:

Ms. Chan Tan Lui, Danielle (*Executive Director and Chairman*)  
Mr. Choo Kwok How (*Executive Director*)  
Ms. Guo Qi (*Independent non-executive Director*)  
Mr. Yip Tai Him (*Independent non-executive Director*)  
Mr. Chiu Kwok Ching (*Independent non-executive Director*)

Hong Kong, 23 May 2005

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinion 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 remain at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its posting and on the website of the Group at [www.hk6.com](http://www.hk6.com).*