



## LEEFUNG-ASCO PRINTERS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

### PLACING OF EXISTING SHARES

SNP Corporation Ltd (the “Vendor”) has agreed to place, through its placing agent, DBS Asia Capital Limited (“DBS Asia”), 39,000,000 existing ordinary shares (the “Placing Shares”) of HK\$0.10 each (“Shares”) in the share capital of Leefung-Asco Printers Holdings Limited (the “Company”) to independent investors at a price of HK\$1.38 per Share (the “Placing”).

The Placing was fully placed and is fully underwritten by DBS Asia.

The Placing Shares represent approximately 9.68% of the existing issued share capital of the Company of 402,726,918 Shares.

The Vendor, the controlling shareholder of the Company, has approximately a 76.94% interest in the Company as at the date of this announcement.

The shareholding of the Vendor in the Company will be reduced from approximately 76.94% to approximately 67.26% immediately upon completion of the Placing.

The Placing is subject to termination on the occurrence of, amongst other things, an event of force majeure, before 12:00 noon on 22 August 2003 or such other date as the Vendor and DBS Asia shall agree.

Trading in the Shares was suspended from 9:30 a.m. on 19 August 2003 at the request of the Company pending the issue of this announcement and application has been made to The Stock Exchange of Hong Kong Limited (“Stock Exchange”) for resumption of trading of the Shares from 9:30 a.m. on 20 August 2003.

#### PLACING OF 39,000,000 EXISTING SHARES

A placing agreement dated 19 August 2003 (the “Placing Agreement”) containing the following terms was entered into between the Vendor and DBS Asia:

##### Vendor:

The Vendor, the controlling shareholder of the Company.

##### Placing agent and Underwriter:

DBS Asia, which is independent of, not connected with the directors, chief executive or substantial shareholders of the Company and its subsidiaries (the “Group”) or any of their respective associates (as defined under the Rules Governing the Listing of Securities on the Stock Exchange) (the “Listing Rules”).

##### Placees:

The placees (which will be six or more individuals, corporate and/or institutional investors) will be independent of, not connected with the directors, chief executive or substantial shareholders of any member of the Group or any of their respective associates. It is expected that no placee will become a substantial shareholder (“Substantial Shareholder”) as defined under the Listing Rules of the Company as a result of the Placing.

##### Placing price:

HK\$1.38 per Placing Share. This price was agreed after arm’s length negotiations between the Vendor and DBS Asia and represents (i) a discount of approximately 1.43% to the closing price of HK\$1.40 per Share quoted on the Stock Exchange on 18 August 2003; and (ii) a discount of approximately 3.50% to the average closing price of approximately HK\$1.43 per Share as quoted on the Stock Exchange from 5 August 2003 to 18 August 2003, both dates inclusive, being the last ten trading days of the Shares.

##### Rights

The Placing Shares will rank equally with the existing Shares.

##### Number of existing Shares to be placed

39,000,000 Shares to be placed, representing approximately 9.68% of the existing issued share capital of the Company of 402,726,918 Shares. The Placing is fully underwritten by DBS Asia.

##### Completion of the Placing

The Placing is unconditional. Completion will take place on or before 22 August 2003, the third business day from the date of the Placing Agreement.

##### Force majeure

The Placing is subject to rescission on the occurrence of certain events before 12:00 noon on the date for completion of the Placing Agreement, including:

- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, or other nature, resulting in a material adverse change in, or which may result in a material adverse change in, political, economic or stock market conditions and which in the reasonable opinion of the Placing Agreement would or may materially adversely affect the success of the Placing; or

- (ii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the reasonable opinion of the Placing Agreement, would or may materially adversely affect the success of the Placing; or

- (iii) any material adverse change or deterioration in conditions of local, national or international securities markets occurs which in the reasonable opinion of the Placing Agreement would or may materially adversely affect the success of the Placing.

##### Reason for the Placing

Following the completion of the general offer by the Vendor for the Shares as announced by the Company on 29 July 2003, the Vendor and its associates are interested in 309,874,556 Shares representing approximately 76.94% of the issued share capital of the Company. Taking into account the aggregate shareholding interests of the directors of the Company of approximately 7.33%, the public shareholders of the Company held approximately 15.73% of the entire issued share capital of the Company.

In order for the Company to comply with Rule 8.08(1) of the Listing Rules regarding the minimum public float, the Vendor is therefore placing down its current shareholding interest so that at least 25% of the Shares are held in public hands. The Company had been granted a waiver from strict compliance with Rule 8.08 of the Listing Rules till 29 August 2003 by the Stock Exchange.

The following table sets out the shareholding structure of the Company immediately following closing of the Placing (subject to completion of transfer of Placing Shares to the placees):

	Number of Shares held	% (approximately)
The Vendor	270,874,556	67.26%
Existing Directors		
Maria Yang	11,469,432	2.85%
Peter Yang Sze Chen (personal)	900,000	0.22%
(corporate)	16,514,867	4.10%
Anthony John Nevill Russell	300,000	0.08%
Kyle Arnold Shaw Junior	324,000	0.08%
	29,508,299	7.33%
Public (including placees)	102,344,063	25.41%
Total:	402,726,918	100%

##### General

Trading in the Shares was suspended from 9:30 a.m. on 19 August 2003 at the request of the Company pending the issue of this announcement and application has been made to the Stock Exchange for the resumption of trading of the Shares from 9:30 a.m. on 20 August 2003.

By order of the board of directors of  
**Leefung-Asco Printers Holdings Limited**  
**LO KIN CHEUNG**  
*Company Secretary*

Hong Kong, 19 August 2003