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Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the prospectus (the "Prospectus") of Hopefluent Group Holdings Limited (the "Company") dated 30 June 2004.

In connection with the Share Offer, the Lead Manager may, but is not obliged to, exercise the Offer Size Adjustment Option (for itself and on behalf of the Placing Underwriters) to cover over-allocations in the Placing. Pursuant to the exercise of the Offer Size Adjustment Option granted to the Lead Manager by the Company and exercisable by the Lead Manager, up to an aggregate of 8,100,000 additional new Shares may be issued to cover over-allocations in the Placing, at any time on or before the second last business day immediately prior to the date of the listing of the Shares on the Stock Exchange.



# Hopefluent Group Holdings Limited

合富輝煌集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

## LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING, PUBLIC OFFER AND OFFER FOR SALE

<b>Number of Placing Shares</b>	<b>:</b>	<b>48,600,000 Shares (subject to Offer Size Adjustment Option and re-allocation) comprising 39,600,000 New Shares and 9,000,000 Sale Shares</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>5,400,000 New Shares (subject to re-allocation)</b>
<b>Offer Price</b>	<b>:</b>	<b>HK\$1.50 per Offer Share, payable in full on application</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock code</b>	<b>:</b>	<b>733</b>

Sponsor

**KE CAPITAL (HONG KONG) LIMITED**

Co-sponsor

**ALTUS CAPITAL LIMITED**

Lead Manager



Joint Co-lead Managers

Co-managers

**Kim Eng Securities (Hong Kong) Limited**

**Koffman Securities Limited**

**Christfund Securities Limited  
Fuhwa Securities (Hong Kong) Co., Limited  
Luen Fat Securities Company Limited  
Phillip Securities (Hong Kong) Limited  
Upbest Securities Company Limited**

**Emperor Securities Limited  
Kingston Securities Limited  
Oriental Patron Asia Limited  
TIS Securities (HK) Limited  
Watterson Asia Limited**

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus and the application forms relating thereto, and any Shares which may be issued upon the exercise of the Offer Size Adjustment Option or any options which may be granted under the Share Option Scheme. Subject to the granting of the listing of, and permission to deal in, the Shares on the main board of the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Share Offer of an aggregate of 54,000,000 Offer Shares comprises an offer for subscription of initially 5,400,000 Public Offer Shares, representing approximately 10% of the Offer Shares initially available under the Share Offer, to be offered to the public in Hong Kong and a conditional placing of initially 48,600,000 Placing Shares (comprising 39,600,000 New Shares and 9,000,000 Sale Shares), representing approximately 90% of the Offer Shares, by the Underwriters with professional, institutional and individual investors. Investors may apply for the Offer Shares under the Public Offer or indicate an interest for Offer Shares under the Placing, but may not do both. Investors may only receive an allocation of Shares under the Placing or the Public Offer, but not both. The Company has granted to the Lead Manager the Offer Size Adjustment Option which is exercisable by the Lead Manager, for itself and on behalf of the Placing Underwriters, at any time on or before the second business day immediately prior to the date of listing of the Shares on the Stock Exchange, to require the Company to allot and issue at the Offer Price up to an aggregate of 8,100,000 additional new Shares solely to cover any excess demand or over-allocations in the Placing. Up to a maximum of 540,000 Shares, representing approximately 10% of the Public Offer Shares, are available for subscription by full-time employees of the Group (excluding the Directors, chief executive of the Company or the existing beneficial owner(s) of the Shares and any of their respective associates) in Hong Kong on a preferential basis.

Multiple or suspected multiple applications will be rejected. No application will be accepted from applicants applying for more than the total number of the Public Offer Shares. In addition, each applicant for the Public Offer Shares under the Public Offer is required to undertake and confirm in the application form submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application has not received or been placed or allocated (including conditionally and/or provisionally) any Shares under the Placing. Applicants should note that if such undertaking and/or confirmation given by an applicant is breached and/or is untrue (as the case may be), his/her/its application under the Public Offer is liable to be rejected.

The Public Offer is subject to the fulfillment of the conditions stated in the paragraph headed "Conditions of the Share Offer" under the section headed "Structure of the Share Offer" of the Prospectus. If the conditions are not fulfilled on or before 29 July 2004, all application monies received from applicants under the Public Offer will be refunded, without interest, to them on the terms set out under the section headed "Refund of your money" in the application forms. The allocation of the Offer Shares between the Placing and the Public Offer is also subject to adjustments as stated in the paragraph headed "Adjustment of Offer Shares between the Placing and the Public Offer" under the section headed "Structure of the Share Offer" of the Prospectus. If you have applied for 1,000,000 Shares or more and have indicated on your application form that you will collect your share certificate(s) and/or refund cheque (if any), you may collect them in person from: Tricor Investor Services Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on the date notified by the Company in the newspapers at the date of despatch of share certificates and/or refund cheques. This is expected to be 13 July 2004.

You must show identification to collect your share certificate(s) and/or refund cheque (if any).

If you do not collect your share certificate(s) and/or refund cheque (if any), they will be sent to the address on your application form shortly after the date of despatch, by ordinary post and at your own risk.

If you have not indicated on your application form that you will collect your share certificate(s) and refund cheque (if any), your certificate(s) and/or refund cheque (if any) will be sent to the address on your application form on the date of despatch, by ordinary post and at your own risk.

Applications for Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the application forms relating thereto. Applicants who would like to apply for the Public Offer Shares to be issued in their own names should complete and sign the WHITE application forms. Applicants who would like to apply for the Public Offer Shares to be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the YELLOW application forms. Copies of the YELLOW application forms, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on 30 June 2004 to 12:00 noon on 6 July 2004 at the depository counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or the Customer Service Centre of HKSCC at Upper Ground Floor, V-Huon Building, 128-140 Queen's Road Central, Hong Kong or stockbroker may have copies of the Prospectus and YELLOW application forms available.

Copies of the WHITE application forms, together with the Prospectus, are available during normal business hours during the same period from:

1. **KE Capital (Hong Kong) Limited**, 17th Floor, 8 Queen's Road Central, Hong Kong;
2. **Altus Capital Limited**, 8th Floor, Hong Kong Diamond Exchange Building, 8 Duddell Street, Central, Hong Kong;
3. **Tai Fook Securities Company Limited**, 25th Floor, New World Tower, 16-18 Queen's Road Central, Hong Kong
4. **Kim Eng Securities (Hong Kong) Limited**, Room 1901, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong
5. **Koffman Securities Limited**, 13th Floor, Ying Kong Mansion, 2-6 Yee Wo Street, Causeway Bay, Hong Kong
6. **Christfund Securities Limited**, Suite 1907-9, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
7. **Emperor Securities Limited**, 23rd & 24th Floors, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong

8. **Fuhwa Securities (Hong Kong) Co., Limited**, Suite 3507-8, Tower 1, Lippo Centre, 89 Queensway, Hong Kong
9. **Kingston Securities Limited**, Suite 2801, 28/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong
10. **Luen Fat Securities Company Limited**, 23rd Floor, Euro Trade Centre, 21-23 Des Voeux Road Central, Hong Kong
11. **Oriental Patron Asia Limited**, 27/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
12. **Phillip Securities (Hong Kong) Limited**, 11th-12th Floor, United Centre, 95 Queensway, Hong Kong
13. **TIS Securities (HK) Limited**, Unit 1010, 10/F, Tower 2, Lippo Centre, 89 Queensway, Hong Kong
14. **Upbest Securities Company Limited**, 2/F, Wah Kit Commercial Centre, 302 Des Voeux Road Central, Hong Kong
15. **Watterson Asia Limited**, 5/F., 8 Queen's Road Central, Hong Kong
16. **any of the following branches of Standard Chartered Bank:**

<b>Hong Kong Island:</b>	88 Des Voeux Road Branch Des Voeux Road Branch Central Branch Leighton Centre Branch Hennessy Road Branch Taikoo Place Branch	88 Des Voeux Road Central Standard Chartered Bank Bldg, 4-4A Des Voeux Road Central Shop no. 16, G/F & LG/F, New World Tower, 16-18 Queen's Road Central Shop 12-16, Upper Ground Floor, Leighton Centre, 77 Leighton Road 399 Hennessy Road, Wanchai G/F, 969 King's Road, Quarry Bay
<b>Kowloon:</b>	Mongkok Bank Centre Branch Tsim Sha Tsui Branch Kwun Tong Branch Cheung Sha Wan Branch	Bank Centre, 630-636 Nathan Road Mongkok 10 Granville Road, Tsimshatsui 88-90 Fu Yan Street, Kwun Tong 828 Cheung Sha Wan Road, Cheung Sha Wan
<b>New Territories:</b>	Tsuen Wan Branch	Basement 1/F, Emperor Plaza, 263 Sha Tsui Road, Tsuen Wan

Completed WHITE and YELLOW application forms, to which cheques or banker's cashier orders should be securely stapled, should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank referred to above on the following dates during the following times:

<b>30 June 2004</b>	<b>— 9:00 a.m. to 4:00 p.m.</b>
<b>2 July 2004</b>	<b>— 9:00 a.m. to 4:00 p.m.</b>
<b>3 July 2004</b>	<b>— 9:00 a.m. to 12:00 noon</b>
<b>5 July 2004</b>	<b>— 9:00 a.m. to 4:00 p.m.</b>
<b>6 July 2004</b>	<b>— 9:00 a.m. to 12:00 noon</b>

Subject to the terms and conditions set out in the Prospectus and the application forms relating thereto, completed WHITE and/or YELLOW application forms (together with cheques or banker's cashier orders securely stapled) must be received by Standard Chartered Bank by no later than 12:00 noon on 6 July 2004 (or such later date as may apply in case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning being in force in Hong Kong as described in the section headed "How to Apply for the Public Offer Shares" in the Prospectus).

Copies of the Prospectus, together with the PINK application forms, are available to the full-time employees of the Group. Completed PINK application forms (together with cheques or banker's cashier orders securely stapled) must be returned to the Company's company secretary, Mr. Lo Hang Fong at Room 1502, Shun Tak Centre, West Tower, 200 Connaught Road, Central, Hong Kong by no later than 4:00 p.m. on 5 July 2004.

The Company will not issue temporary documents of title or evidence of title or any receipt for application monies received.

It is expected that the announcement of level of indication of interests in the Placing and the results of applications for and basis of allocation of the Public Offer Shares will be published on 12 July 2004 in The Standard (in English) and Hong Kong Economic Times (in Chinese). The date of despatch of share certificates and/or, if any, refund cheques is expected to be 13 July 2004. Details of the procedures regarding the collection/posting of share certificates and/or refund cheques are set out in the paragraph headed "Collection/posting of share certificates/refund cheques and deposit of share certificates into CCASS" under the section headed "How to apply for the public offer shares" of the Prospectus and in the paragraph headed "If your application for the Public Offer Shares is successful (in whole or in part)" of the application forms.

As at the date of this announcement, the directors of the Company are Fu Wai Chung, Ng Wan, Fu Man, Lo Yat Fung, Tsao Kwang Yung, Peter, Ng Keung and Lam King Pui.

Dealings are expected to commence at 9:30 a.m. on 15 July 2004.

Hong Kong, 30 June 2004

By order of the Board  
**Hopefluent Group Holdings Limited**  
Fu Wai Chung  
Chairman