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VODATEL NETWORKS HOLDINGS LIMITED

愛達利網絡控股有限公司*

(Incorporated in Bermuda with limited liability)

PLACING OF SHARES

AND

**LISTING ON THE GROWTH ENTERPRISE MARKET
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Number of Placing Shares: 150,000,000 (subject to Over-allotment Option)
(comprising Sale Shares)**

Placing Price: HK\$1.33 per Share

Nominal value: HK\$0.10 each

Stock Code: 8033

International Coordinator and Sponsor



Core Pacific - Yamaichi Capital Limited

Lead Manager

Core Pacific - Yamaichi International (H.K.) Limited

Summary

- The Placing Price has been fixed at HK\$1.33 per Share.
- The 150,000,000 Placing Shares were significantly over-subscribed by over 23 times.
- Core Pacific - Yamaichi International (H.K.) Limited, on behalf of the Placing Agents, has fully exercised the Over-allotment Option in respect of 15,000,000 additional Shares and 7,500,000 existing Shares, in each case, at the Placing Price of HK\$1.33 per Share.
- Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 25th February, 2000.

Unless the context otherwise requires, terms used in this announcement have the same meanings as those defined in the prospectus of Vodatel Networks Holdings Limited (the “Company”) dated 16th February, 2000 (the “Prospectus”).

Placing Price

The Placing Price has been fixed at HK\$1.33 per Share.

Level of Interest

The initial 150,000,000 Placing Shares were significantly over-subscribed by over 23 times, and have been conditionally allocated in full to around 360 individual, professional and institutional investors.

The placees are independent third parties and not connected to the Directors, Initial Management Shareholders of the Company or any of their respective associates for the purpose of the GEM Listing Rules. 7,700,000 Placing Shares have been allocated to CPY International, representing approximately 1.25% of the enlarged issued share capital of the Company of 615,000,000 Shares, taking into account Shares to be issued under the Over-allotment Option, at the Placing Price of HK\$1.33 for investment purpose.

According to the GEM Listing Rules, the Company is required to maintain a public float of not less than 20 per cent. of its issued share capital. Immediately following the Placing, Capitalisation Issue and the exercise of the Over-allotment Option, the Company will have a public float of approximately 28 per cent. of its enlarged issued share capital.

Deposit of share certificates into CCASS

The certificates in respect of the Placing Shares are expected to be deposited into CCASS for credit to the relevant CCASS participants accounts on or before 23rd February, 2000.

Exercise of Over-allotment Option

The Company and the Vendor had granted the Over-allotment Option to the Placing Agent, exercisable by CPY International, on behalf of the Placing Agents, at any time and from time to time within 30 days from 16th February, 2000 to require the Company to allot and issue up to 15,000,000 additional Shares and the Vendor to sell up to 7,500,000 existing Shares, in each case, at the Placing Price to cover over-allotments in the Placing. Since the Over-allotment Option was exercised before the listing of the Company's Shares on GEM of the Stock Exchange, there will be no stabilisation on the secondary market.

On 19th February, 2000, CPY International, on behalf of the Placing Agents, has fully exercised the Over-allotment Option. The Over-allotment Shares which comprise 22,500,000 Shares in aggregate, represent 15% of the 150,000,000 Shares initially being offered under the Placing. Immediately after the issue of the 15,000,000 additional Shares, such additional new Shares will represent approximately 2.4% of the enlarged issued share capital of the Company, which will comprise a total of 615,000,000 Shares in issue, and approximately 28% of the enlarged issued share capital of the Company will be in the hands of the public. It is the present intention of the Directors that the additional proceeds of approximately HK\$19 million received by the Company as a result of the exercise of the Over-allotment Option by CPY International (on behalf of the Placing Agents) will be issued as additional working capital.

Immediately following the full exercise of the Over-allotment Option and the issuance of the 15,000,000 additional Shares, the interests of the existing shareholders in the share capital of the Company will be:

Name	Number of shares	Percentage
Eve Resources Limited (<i>Notes 1 & 2</i>)	293,388,000	47.71%
Back Support Properties Limited (<i>Notes 2 & 3</i>)	29,430,000	4.79%
Yat Yi Properties Limited (<i>Notes 2 & 3</i>)	29,430,000	4.79%
Best Eastern Limited (<i>Notes 2 & 3</i>)	26,977,500	4.39%
Ting Hong Nominees Limited (100% owned by Dao Heng Bank Limited)	21,582,000	3.51%
Elegant International Limited (100% owned by an independent third party)	19,620,000	3.19%
Kuan Kin Man (<i>Note 2</i>)	12,262,500	1.99%
Yim Hong (<i>Note 2</i>)	7,357,500	1.20%
Monica Maria Nunes (<i>Note 2</i>)	2,452,500	0.40%

Notes:

- 1) The entire issued share capital in Eve Resources Limited is held by a company wholly-owned by Mr. Santos, the Chairman of the Company, as trustee of a discretionary family trust of which beneficiaries include Ms. Lei Hon Kin, the spouse of Mr. Santos, and the children of Mr. Santos only.
- 2) These shareholders are or deemed to be Initial Management Shareholders of the Company
- 3) For details on the ownership of these companies, please refer to the Prospectus.

Commencement of Dealings

Dealings in the Shares on GEM are expected to commence at 10:00 a.m. on Friday, 25th February, 2000.

By order of the Board
Vodatel Networks Holdings Limited
José Manuel dos Santos
Chairman

Hong Kong, 22nd February, 2000

* *For identification purpose only.*

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading, (ii) there are no other matters the omission of which would make any statement in this announcement misleading, and (iii) all opinions 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 and a copy of the Prospects will appear on the GEM website.