



GLOBAL CHINA TECHNOLOGY GROUP LIMITED

泛華科技集團有限公司*

(a company incorporated in Bermuda with limited liability)



GLOBAL CHINA MULTIMEDIA LIMITED

(a company incorporated in the British Virgin Islands with limited liability)

VOLUNTARY CONDITIONAL SECURITIES EXCHANGE OFFER
BY GLOBAL CHINA CORPORATE FINANCE LIMITED ON BEHALF OF GLOBAL CHINA MULTIMEDIA LIMITED,
A WHOLLY OWNED SUBSIDIARY OF GLOBAL CHINA TECHNOLOGY GROUP LIMITED
TO ACQUIRE THE ENTIRE ISSUED SHARE CAPITAL OF SING TAO MEDIA HOLDINGS LIMITED
OTHER THAN THOSE SHARES HELD BY GLOBAL CHINA MULTIMEDIA LIMITED
AND
CLARIFICATION ANNOUNCEMENT
AND
DESPATCH OF COMPOSITE OFFER DOCUMENT

Reference is made to the announcement (the “**Relevant Announcement**”) of Global China Technology Group Limited and the joint announcement (the “**Joint Announcement**”) of Global China Technology Group Limited and Global China Multimedia Limited both dated 11th July 2002 (collectively, the “**Announcements**”). Terms used in this announcement have the same meanings as defined in the Announcements unless the context otherwise requires.

CLARIFICATION OF NUMBER OF SHARES/GCT SHARES HELD BY STAGELIGHT GROUP LIMITED

The Boards of Global China and Global China Multimedia noted that there were some errors on the Announcements and wish to amend as follows:— (i) the number of Shares (as defined in the Relevant Announcement)/GCT Shares (as defined in the Joint Announcement) held by Stagelight Group Limited and parties acting in concert with it should be “165,169,000” instead of “163,919,000” and the number of Shares/GCT Shares held in the public hands shall accordingly be reduced by 1,250,000. A revised table setting out the change of the shareholding in Global China as a result of the Subscriptions (as defined in the Relevant Announcement)/Placing (as defined in the Joint Announcement), the Conversion and the Offer is set out below:—

(1) Name of Shareholders	(2) Number of Shares/ GCT Shares held as at the date of this announcement	(3) % of the existing issued share capital (approximate)	(4) Number of Shares/GCT Shares held immediately after the completion of the Subscriptions/ Placing	(5) % of the issued share capital as enlarged by the Subscriptions/ Placing (approximate)	(6) Number of Shares/GCT Shares held immediately after the completion of the Subscriptions/ Placing and the Conversion	(7) % of the issued share capital after the completion of the Subscriptions/ Placing and the Conversion (approximate)	(8) Number of Shares/ GCT Shares held immediately after the completion of the Subscriptions/ Placing, the Conversion and the Offer	(9) % of the issued share capital after the completion of the Subscriptions/ Placing, the Conversion and the Offer (approximate)
Luckman Trading Limited and parties acting in concert with it (note 1)	739,396,000	50.3%	739,396,000	46.4%	775,396,000	47.5%	777,895,000	42.8%
Stagelight Group Limited and parties acting in concert with it (note 2)	165,169,000	11.2%	165,169,000	10.4%	165,169,000	10.1%	165,169,000	9.1%
Directors (note 3)	286,000	0.0%	286,000	0.0%	286,000	0.0%	286,000	0.0%
							(note 4)	
Public	565,494,273	38.5%	689,994,273	43.2%	689,994,273	42.4%	874,736,178	48.1%
Total	<u>1,470,345,273</u>	<u>100.0%</u>	<u>1,594,845,273</u>	<u>100.0%</u>	<u>1,630,845,273</u>	<u>100.0%</u>	<u>1,818,086,178</u>	<u>100.0%</u>
							(note 5)	

Note 1: Luckman Trading Limited is a company incorporated in the British Virgin Islands with limited liability, whose entire issued share capital is wholly and beneficially owned by Mr. Ho Tsu Kwok, Charles, the Chairman of Global China.

Note 2: Stagelight Group Limited is a company incorporated in the British Virgin Islands with limited liability, whose entire issued share capital is wholly and beneficially owned by Fine Garden Group Limited, which is in turn wholly and beneficially owned by Mrs. Sy Wong Chor Fong, being an executive director of Global China, and her family members. The said 165,169,000 Shares/GCT Shares include the 1,250,000 Shares/GCT Shares held.

Note 3: The column only sets out 186,000 and 100,000 Shares/GCT Shares respectively held by Mr. Wong Wai Ming, and Miss Inn Judy. The personal interests of the other directors, i.e. Mr. Ho Tsu Kwok, Charles and Mrs. Sy Wong Chor Fong have been included in those interests of Luckman Trading Limited and Stagelight Group Limited respectively.

Note 4: Mr. Ho Tsu Kwok, Charles personally holds 1,428,000 shares in Sing Tao Media and the said 777,895,000 Shares/GCT Shares as stated in column 8 includes the 2,499,000 Shares/GCT Shares to be received by Mr. Ho Tsu Kwok, Charles pursuant to the Offer. Mr. Ho Tsu Kwok, Charles shall be deemed to be interested in 777,895,000 Shares/GCT Shares after the completion of the Subscriptions/Placing, the Offer and the Conversion.

Note 5: The 1,818,086,178 Shares/GCT Shares are arrived at on the basis that all shareholders of Sing Tao Media will accept the Offer.

UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following statement of the unaudited pro forma adjusted consolidated net tangible assets of the Global China Group is based on the audited consolidated net assets of the Global China Group as at 31st December, 2001 and adjusted as described below:

	HK\$'million
Audited consolidated net assets of the Global China Group as at 31st December, 2001	898.2
Less: Goodwill arising on acquisition of subsidiaries and jointly-controlled entities	(20.6)
Adjusted audited consolidated net tangible assets of the Global China Group as at 31st December, 2001	877.6
Less: Deficit on revaluation of the Global China Group's properties (Note 1)	(15.8)
Estimated decrease in net tangible assets of the Global China Group upon acquisition of certain business assets (Note 2)	(22.3)
Estimated increase in net tangible assets of the Global China Group upon disposal of certain properties (Note 3)	2.6
Add: Proceeds from issue of 124,500,000 Shares/GCT Shares upon completion of the Subscriptions/Placing (Note 4)	79.5
Proceeds from the Conversion (Note 5)	20.7
Estimated increase in net tangible assets of the Global China Group upon completion of the Sale and Purchase Agreement (Note 6)	80.8
Estimated increase in net tangible assets of the Global China Group upon disposal of certain subsidiaries (Note 7)	111.8
Unaudited pro forma adjusted consolidated net tangible assets of the Global China Group immediately before the completion of the Offer	1,134.9
Estimated increase in net tangible assets of the Global China Group upon completion of the Offer (Note 8)	119.6
Unaudited pro forma adjusted consolidated net tangible assets of the Global China Group immediately after the completion of the Offer	1,254.5
Adjusted audited consolidated net tangible assets per Share/GCT Share as at 31st December, 2001 based on 1,470,345,273 Shares/GCT Shares in issue as at the Latest Practicable Date	HK\$0.60
Unaudited pro forma adjusted consolidated net tangible assets per Share/GCT Share based on 1,630,845,273 Shares/GCT Shares in issue before the completion of the Offer	HK\$0.70
Unaudited pro forma adjusted consolidated net tangible assets per Share/GCT Share based on 1,818,086,178 Shares/GCT Shares in issue after the completion of the Offer	HK\$0.69

Notes:

1. The properties of the Global China Group were revalued for the specific and sole purpose of the Composite Offer Document and therefore the valuation will not be incorporated in the interim consolidated accounts of the Global China Group for the six months ended 30th June, 2002. The texts of the letter, summary of valuation and valuation certificates issued by Jones Lang LaSalle Limited, Cushman & Wakefield (HK) Limited, and Chung, Chan & Associates in respect of such valuations are set out in Appendix V to the Composite Offer Document.
2. In January 2002, the Global China Group purchased from independent third parties of certain business assets, including data library, copyright, trademark, domain name of "East Touch" magazine and "Teens" magazine at an aggregate consideration of approximately HK\$23.4 million. The said acquisitions gave rise to intangible assets of approximately HK\$22.3 million.
3. A sale and purchase agreement dated 10th May, 2002 was entered into with Emwell Limited to dispose of workshops 1,2,3 and 24 on 3rd Floor (each including the flat roof thereof) of Block B; workshops 4,5 and 6 on 3rd Floor of Block B (excluding the flat roofs thereof); workshops 1-23 (inclusive) on 4th Floor (including the flat roofs of workshops 5 and 6) of Block B; and workshops 1-23 (inclusive) on 4th Floor (including the flat roofs of workshops 5 and 6) of Block A, Shatin Industrial Centre, Nos. 5-7 Yuen Shun Circuit, Shatin, New Territories, Hong Kong at a consideration of HK\$27,250,000.
4. Global China entered into conditional subscription agreements all dated 3rd July, 2002 with independent third parties for the subscription of an aggregate of 124,500,000 new Shares/GCT Shares at HK\$0.6388 per Share/GCT Share. The Subscriptions/Placing are/is conditional upon, among others, the completion of the Distribution and the approval by the shareholders of Global China for the allotment and issue of the 124,500,000 new Shares/GCT Shares. The Distribution was completed on 21st August, 2002 and the shareholders' approval was obtained at the special general meeting convened on 19th August, 2002.
5. The conditional conversion of the 36,000,000 Preference Shares by Mr. Ho Tsu Kwok, Charles at the conversion price of HK\$0.6388 per Preference Share, such Preference Shares having been partly paid up to 10%, is conditional upon the completion of the Subscriptions/Placing. Global China received a conditional conversion notice duly served by Luckman Trading Limited on 19th July, 2002.
6. The estimated increase in net tangible assets of the Global China Group upon completion of the Sale and Purchase Agreement is calculated based on deducting from the sale proceeds of HK\$163.8 million the adjusted unaudited net tangible asset value of HK\$83 million of Sing Tao Holdings and its subsidiaries as at 31st December, 2001 after adjusting for the revaluation effects of HK\$4.9 million and assuming that the Distribution had been effected prior to this date. The revaluation effect arises due to Global China Group, and Sing Tao Holdings and its subsidiaries using different accounting policies to record land and buildings. The Global China Group states the land and buildings at valuation less accumulated depreciation and any impairment losses whereas Sing Tao Holdings and its subsidiaries state the land and buildings at cost less accumulated depreciation and any impairment losses.
7. On 25th January, 2002, the Global China Group entered into an agreement to dispose of its entire interests in Roman Enterprises Holdings Limited and Super Grand Holdings Limited to an independent third party, which together hold the Global China Group's entire interests in South China Printing Company (1988) Limited, Noble World Printing Company Limited, Roman Financial Press Limited, Valiant Packaging (Holdings) Limited and their subsidiaries (collectively referred to as the "Printing Entities"), for a total cash consideration of HK\$428 million, subject to adjustments. The Printing Entities were principally engaged in the provision of commercial printing and financial printing services in Hong Kong and overseas. The transaction was completed on 19th April, 2002.
8. The estimated increase in net tangible assets of the Global China Group upon completion of the Offer is calculated with reference to the value of STM Shares held by independent shareholders at approximately HK\$119.6 million, based on the maximum number of 187,240,905 new Shares/GCT Shares to be issued on full acceptance of the Offer at an issue price of HK\$0.6388 each.

DESPATCH OF COMPOSITE OFFER DOCUMENT

The Composite Offer Document containing details of the Offer and attaching therewith the form of acceptance and transfer in respect of the Offer will be dispatched to the shareholders of Sing Tao Media on 30th August, 2002. The Securities and Futures Commission has granted a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code to the effect that overseas shareholders of Sing Tao Media with addresses registered in Malaysia, New Zealand, the Philippines and the United States shall be excluded from receiving the Composite Offer Document. The shareholders of Sing Tao Media are asked to read "Letter from the Independent Board Committee of Sing Tao Media" and "Letter from Kingsway" contained in the Composite Offer Document carefully before taking any action in respect of their shares in Sing Tao Media.

DEFINITIONS

In this announcement, the following expressions have the meanings as set out below unless the context requires otherwise.

"GCT Shares" or "Shares"	shares of HK\$0.10 each in the ordinary share capital of Global China Technology Group Limited
"Global China Group"	Global China Technology Group Limited and its subsidiaries
"Placing" or "Subscriptions"	the subscription of an aggregate of 124,500,000 Shares by CyberTime Limited, Concord Fortune Limited and Novel Investments (Overseas) Limited

By Order of the Board of
Global China Technology Group Limited
Ho Tsu Kwok, Charles
Chairman

By Order of the Board of
Global China Multimedia Limited
Wong Wai Ming
Chairman

Hong Kong, 30th August, 2002

The directors of Global China and Global China Multimedia accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.

* For identification purpose only