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**Asia Alliance Holdings Limited**

**亞洲聯盟集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**RESULTS OF THE RIGHTS ISSUE  
OF 297,505,700 RIGHTS SHARES  
OF HK\$0.10 EACH AT HK\$0.25 PER RIGHTS SHARE  
PAYABLE IN FULL UPON ACCEPTANCE  
ON THE BASIS OF  
FIVE RIGHTS SHARES FOR EVERY SHARE HELD**

The Board wishes to announce that as at 4:00 p.m. on Monday, 22 March, 2004, being the latest time and date for payment and acceptance in respect of the Rights Issue, a total of 583 valid acceptances and applications had been received in respect of a total of 342,311,941 Rights Shares, which comprised (i) 474 valid acceptances of provisional allotments in respect of a total of 275,400,926 Rights Shares; and (ii) 109 valid applications for excess Rights Shares in respect of a total of 66,911,015 Rights Shares, representing in aggregate approximately 115.1% of the total number of Rights Shares available.

The Rights Issue became unconditional at 4:00 p.m. on Wednesday, 24 March, 2004.

Reference is made to the prospectus of the Company dated 4 March, 2004 (the "Prospectus") in respect of the Rights Issue. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

**Results of the Rights Issue**

The Board wishes to announce that as at 4:00 p.m. on Monday, 22 March, 2004, being the latest time and date for payment and acceptance in respect of the Rights Issue, a total of 583 valid acceptances and applications had been received in respect of a total of 342,311,941 Rights Shares, which comprised (i) 474 valid acceptances of provisional allotments in respect of a total of 275,400,926 Rights Shares; and (ii) 109 valid applications for excess Rights Shares in respect of a total of 66,911,015 Rights Shares, representing in aggregate approximately 115.1% of the total number of Rights Shares available.

The Rights Issue became unconditional at 4:00 p.m. on Wednesday, 24 March, 2004.

The Board will allot the 22,104,774 Rights Shares available for excess application on a fair and equitable basis but will give preference to topping-up odd lots to whole board lots. Allotment proposals in respect of the excess Rights Shares are set out as follows:

<b>Number of excess Rights Shares applied for</b>	<b>Number of successful applications</b>	<b>Approximate percentage for the allocation of excess Rights Shares applied for</b>
1-8,000	44	100%
8,001-60,000	24	100% for odd lots and approximately 32.70% of the remaining excess Rights Shares applied for (rounded up to a board lot)
60,001-4,000,000	40	100% for odd lots and approximately 32.70% of the remaining excess Rights Shares applied for (rounded down to a board lot)
Above 4,000,000	<u>1</u>	Approximately 32.69%
<b>Total</b>	<b><u><u>109</u></u></b>	

#### **Shareholding of Controlling Shareholder**

In accordance with the terms of its undertaking to the Company and the Underwriters dated 2 January, 2004, Landmark Profits, the controlling shareholder of the Company, has procured to take up an entire provisional allotment of 106,882,770 Rights Shares and will be beneficially interested in a total of 128,259,324 Shares immediately upon completion of the Rights Issue, representing approximately 35.9% of the issued share capital of the Company as enlarged by the Rights Issue. Landmark Profits did not procure application for any excess Rights Shares under the Rights Issue. The Board has confirmed that not less than 25% of the issued share capital of the Company will be held by the public following the completion of the Rights Issue.

## Adjustments in relation to the Share Options

Upon completion of the Capital Reduction, Subdivision and the Rights Issue, the exercise prices of the Share Options have been amended as follows:

<b>Exercise period</b>	<b>Original exercise price per Old Share (HK\$)</b>	<b>Original number of Share Options</b>	<b>Exercise price per Share upon completion of the Capital Reduction and Subdivision (HK\$)</b>	<b>Adjusted exercise price per Share upon completion of the Rights Issue (HK\$)</b>	<b>Adjusted number of Share Options upon completion of the Rights Issue</b>
2 August, 2001 to 1 August, 2010	20.000	7,500	20.000	3.333	45,000
26 March, 2002 to 25 March, 2011	10.267	9,375	10.267	1.711	56,250
31 August, 2002 to 30 August, 2011	10.752	39,675	10.752	1.792	238,050
31 August, 2001 to 30 August, 2011	10.752	937,500	10.752	1.792	5,625,000

Holders of the Share Options should note that the exercise prices of the Share Options have been amended in accordance with the terms and conditions of the Company's share option schemes adopted on 21 August, 1991 and 22 May, 2001 respectively and the adjustments to the exercise prices have been verified by the auditors of the Company as fair and reasonable.

## General

Share certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares on PALs and successful applications for excess Rights Shares will be despatched by ordinary post to those entitled thereto at their own risk by the Registrar on or before Friday, 26 March, 2004. Refund cheques in respect of wholly or partially unsuccessful applications (without interest) will be despatched to those entitled thereto at their own risk on or before Friday, 26 March, 2004. Dealings in fully-paid Rights Shares will commence on Tuesday, 30 March, 2004.

By order of the Board of  
**Asia Alliance Holdings Limited**  
**Koon Wing Yee**  
*President and Chief Executive Officer*

Hong Kong, 24 March, 2004

*\* For identification only*

Please also refer to the published version of this announcement in The Standard.