



Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)
(Websites: <http://www.peacemark.com> and <http://www.irasia.com/listco/hk/peacemark>)

INTERIM DIVIDEND OF HK\$0.015 PER SHARE FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2002 MARKET VALUE OF INTERIM SCRIP DIVIDEND SHARES

This announcement is to advise the shareholders of the Company who are entitled to receive the 2002 Interim Dividend the following information regarding the 2002 Interim Scrip Dividend Scheme:

- how the interim scrip dividend entitlements are derived;
- further details with respect to the election for Interim Scrip Dividend Shares; and
- the dispatch of dividend warrants and/or share certificates.

The 2002 Interim Scrip Dividend Scheme will be implemented according to the following expected timetable:

- Record Date Tuesday, 24 December 2002
- Five trading days fixed for calculating the average closing price Friday, 27 December 2002 to Friday, 3 January 2003
- Date of dispatch of circulars together with forms of election to Eligible Shareholders On or about Thursday, 9 January 2003
- Last day for returning forms of election 4:00 p.m. on Monday, 27 January 2003**
- Date of dispatch of dividend warrants and/or share certificates in respect of the Interim Scrip Dividend Shares to Eligible Shareholders On or about Monday, 17 February 2003

The market value of a new Share to be allotted pursuant to the 2002 Interim Scrip Dividend Scheme has been set at HK\$0.219.

INTRODUCTION

On 4 December 2002, the Directors declared the 2002 Interim Dividend. Eligible Shareholders may elect to receive such dividend wholly or partly by allotment of Interim Scrip Dividend Shares. Those shareholders of the Company whose respective addresses as recorded in the registers of members of the Company as being located outside Hong Kong will not be permitted to participate in the 2002 Interim Scrip Dividend Scheme and will receive the 2002 Interim Dividend wholly in cash. No form of election is required if shareholders choose to receive the 2002 Interim Dividend wholly in cash.

MARKET VALUE OF INTERIM SCRIP DIVIDEND SHARES

The market value of Interim Scrip Dividend Shares has been set at HK\$0.219 per Share, which is equivalent to 80% of the average closing prices of Shares quoted on the Stock Exchange for the five consecutive trading days immediately preceding and including Friday, 3 January 2003.

CALCULATION OF THE NUMBER OF INTERIM SCRIP DIVIDEND SHARES

The number of Interim Scrip Dividend Shares to be received by each electing Eligible Shareholders will be calculated as follows:

$$\text{Number of Interim Scrip Dividend Shares to be received} = \frac{\text{Number of existing Shares held at the close of business on the Record Date for which interim scrip dividend election is made}}{\frac{\text{HK\$0.015}}{\text{HK\$0.219}}} \times \frac{\text{HK\$0.015}}{\text{HK\$0.219}}$$

The number of Interim Scrip Dividend Shares to be received by an electing Eligible Shareholder will be rounded down to the nearest whole number thereof. Fractions of Shares will be disregarded and will not be allotted to the electing Eligible Shareholders. The Interim Scrip Dividend Shares will rank *pari passu* in all respects with the existing issued Shares of the Company except that they shall not entitle their respective shareholders to receive the 2002 Interim Dividend.

DISPATCH OF CIRCULARS AND FORMS OF ELECTION

A circular giving details of the 2002 Interim Scrip Dividend Scheme together with the relevant form of election for electing to receive the Interim Scrip Dividend Shares, if applicable, will be sent to the Eligible Shareholders on or about Thursday, 9 January 2003.

DEADLINE FOR RETURNING FORMS OF ELECTION

Eligible Shareholders who wish to elect to receive the 2002 Interim Dividend wholly in Interim Scrip Dividend Shares, or partly in Interim Scrip Dividend Shares and partly in cash, must lodge the forms of election with Secretaries Limited, the Company's branch share registrar in Hong Kong, of 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong (please be informed that, with effect from 13 January 2003, the location of the Company's branch share registrar will be changed to G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong) **not later than 4:00 p.m. on Monday, 27 January 2003**. If Eligible Shareholders do not complete and return the form of election before the time stated above, they will receive their 2002 Interim Dividend wholly in cash.

GENERAL

Application will be made to the Stock Exchange for the grant of the listing of, and permission to deal in, the Interim Scrip Dividend Shares. It is expected that the dividend warrants in relation to the 2002 Interim Dividend and/or share certificates with respect to the Interim Scrip Dividend Shares will be dispatched at the risk of those entitled thereto on or about Monday, 17 February 2003. Dealings in the Interim Scrip Dividend Shares are expected to commence on Monday, 17 February 2003 subject to the proper receipt of share certificates with respect to the Interim Scrip Dividend Shares by the relevant shareholders of the Company.

DEFINITIONS

"2002 Interim Dividend"	the interim dividend of HK\$0.015 per Share for the six months ended 30 September 2002 payable on Monday, 17 February 2003 to the shareholders of the Company whose names were recorded on the registers of members of the Company at the close of business on the Record Date;
"2002 Interim Scrip Dividend Scheme"	the scheme approved by the Directors on 4 December 2002 in relation to the 2002 Interim Dividend to offer to the Eligible Shareholders to elect to receive such dividend wholly or partly by allotment of new Shares credited as fully paid in lieu of cash;
"Company"	Peace Mark (Holdings) Limited, a company incorporated in Bermuda and whose shares are listed on the Stock Exchange;
"Directors"	the directors of the Company;
"Eligible Shareholders"	shareholders of the Company whose names were recorded on the registers of members of the Company at the close of business on Tuesday, 24 December 2002 save and except for those shareholders whose respective addresses as recorded on the registers of members of the Company as being located outside Hong Kong at that time;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Interim Scrip Dividend Shares"	new Shares to be issued and credited as fully paid under the 2002 Interim Scrip Dividend Scheme;
"Record Date"	Tuesday, 24 December 2002;
"Share(s)"	ordinary share(s) of par value HK\$0.10 each in the capital of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited.

By Order of the Board
Peace Mark (Holdings) Limited
Chau Cham Wong, Patrick
Chairman