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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Computech Holdings Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

**PROPOSED CAPITAL REDUCTION OF ISSUED EXISTING SHARES;
SHARE SUBDIVISION OF UNISSUED EXISTING SHARES;
PROPOSED CHANGE IN BOARD LOT SIZE;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong on Monday, 10 March 2014 at 9:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the shareholders at the extraordinary general meeting is enclosed herein.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the website of GEM at <http://www.hkgem.com> for a minimum period of seven days from the date of its posting and the website of the Company at <http://www.computech.com.hk>.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Expected timetable	3
Letter from the Board	5
Notice of EGM	EGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the par value of each issued Existing Share from HK\$0.10 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.09 on each of the issued Existing Shares such that each issued Existing Share of HK\$0.10 be treated as one fully paid-up share of HK\$0.01 in the share capital of the Company and the application of the credits arising from such capital reduction to set off the accumulated losses of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to a distributable reserve called the distributable capital reduction reserve account or other reserve account of the Company
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC
“Companies Law”	Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Computech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 9:00 a.m. on Monday, 10 March 2014 for the Shareholders to consider and, if thought fit, approve, the Capital Reduction and the Share Subdivision
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the existing share capital of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 February 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately after the Capital Reduction and the Share Subdivision becoming effective
“Share(s)”	Existing Share(s) and/or New Share(s) as the case may be
“Share Subdivision”	the proposed subdivision of each authorised but unissued Existing Share into ten (10) unissued New Shares
“Shareholder(s)”	holder(s) of the Existing Share(s) and/or New Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Capital Reduction, the Share Subdivision and the change in board lot size is as follows:

Despatch date of circular with notice
and proxy form of the EGM Friday, 14 February 2014

Latest time for lodging
forms of proxy for the EGM 9:00 a.m., Saturday,
8 March 2014

Date and time of the EGM 9:00 a.m., Monday,
10 March 2014

Announcement of voting results
of the EGM Monday, 10 March 2014

The following events are conditional on the results of the EGM and the relevant Court hearings. The dates are therefore tentative.

Expected effective date
of the Capital Reduction and
change in board lot size from 6,000
Existing Shares to 18,000 New Shares after 4:30 p.m. on Friday,
11 July 2014

First day for free exchange of existing
certificates of Existing Shares for
new certificates for New Shares
(dealing in a board lot size of 18,000 New Shares) Monday, 14 July 2014

Commencement of dealings in New Shares
(dealing in a board lot size of 18,000 New Shares) 9:00 a.m., Monday,
14 July 2014

Designated broker starts to stand in the
market to provide matching services
for odd lots of the New Shares
(dealing in a board lot size of 18,000 New Shares) 9:00 a.m., Monday,
14 July 2014

The last day for the designated broker to
provide matching services for odd lots
of New Shares (dealing in a board
lot size of 18,000 New Shares) Friday, 1 August 2014

EXPECTED TIMETABLE

Last day for free exchange of existing
certificates of Existing Shares for
new certificate for New Shares
(dealing in a board lot size of 18,000 New Shares) Tuesday,
5 August 2014

Notes:

- (1) All times and dates in this circular refer to Hong Kong local times and dates.
- (2) Dates specified in this circular are indicative only. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.



COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

Executive Directors:

Mr. Zhang Xiongfeng (*Chairman*)

Mr. Zhang Peiao

Mr. Mak Kwong Yiu

Independent non-executive Directors:

Mr. Wong Siu Keung, Joe

Mr. Wong Ching Yip

Mr. Luk Chi Shing

Registered office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 1801,
18/F., Jubilee Centre,
46 Gloucester Road,
Wanchai,
Hong Kong

14 February 2014

To the Shareholders

Dear Sir or Madam

**PROPOSED CAPITAL REDUCTION OF ISSUED EXISTING SHARES;
SHARE SUBDIVISION OF UNISSUED EXISTING SHARES;
PROPOSED CHANGE IN BOARD LOT SIZE**

INTRODUCTION

On 4 February 2014, the Board announced that, among other matters, the Company proposed to seek Shareholders' approval at the EGM to approve the Capital Reduction and the Share Subdivision.

The purpose of this circular is to provide you with information regarding (i) the proposed Capital Reduction; (ii) the proposed Share Subdivision; and (iii) the proposed change in board lot size upon the Capital Reduction and the Share Subdivision becoming effective, and to give you notice of the EGM.

* *For identification purpose only*

LETTER FROM THE BOARD

PROPOSED CAPITAL REDUCTION AND SHARE SUBDIVISION

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$200,000,000 divided into 2,000,000,000 Existing Shares, of which 1,120,857,620 Existing Shares had been issued and were fully paid or credited as fully paid. The Board proposes the Capital Reduction and the Share Subdivision to be implemented in the following manner:

- (i) the par value of each of the issued Existing Shares will be reduced from HK\$0.10 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.09 per issued Existing Share so that each issued Existing Share of HK\$0.10 of the Company be treated as one fully paid-up share of HK\$0.01 in the share capital of the Company;
- (ii) immediately following the Capital Reduction becoming effective, each authorised but unissued Existing Share with a par value of HK\$0.10 be subdivided into ten (10) unissued New Shares with par value of HK\$0.01 each and such shares will rank *pari passu* in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (iii) the credits arising from the Capital Reduction be applied towards setting off the accumulated losses of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to a distributable reserve called the distributable capital reduction reserve account or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the GEM Listing Rules).

For the avoidance of doubt, the authorised share capital of the Company after the effective date of the Capital Reduction and the Share Subdivision will be HK\$200,000,000 divided into 20,000,000,000 New Shares.

As at the Latest Practicable Date, 1,120,857,620 Existing Shares had been issued and were fully paid or credited as fully paid. Assuming that the paid-up capital of each of the 1,120,857,620 issued Existing Shares will be reduced from HK\$0.10 to HK\$0.01 per share by cancelling the paid-up capital to the extent of HK\$0.09 per share so as to form issued ordinary shares with a par value of HK\$0.01 each, the Company's existing issued share capital of HK\$112,085,762 will be reduced by HK\$100,877,185.80 to HK\$11,208,576.20. A credit of HK\$100,877,185.80 will arise as a result of the Capital Reduction. Such credits will be applied by the Company towards setting off the accumulated losses of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to a distributable reserve called the distributable capital reduction reserve account or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the GEM Listing Rules).

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had no outstanding warrants, options or convertible securities in issue which confer any right to subscribe for, convert or exchange into Shares.

Reasons for and Effects of the Capital Reduction and the Share Subdivision

Given that the Board considers that it will be in the interest of the Company to reduce the accumulated losses of the Company so as to facilitate payment of dividends as and when the Directors consider it appropriate in the future, the Board proposed to implement the Capital Reduction and the Share Subdivision as the proposed Capital Reduction and the proposed Share Subdivision will enable the nominal value of the Existing Shares of the Company to be reduced from HK\$0.10 each to HK\$0.01 each, the credits arising from the Capital Reduction will then be applied towards setting off the accumulated losses of the Company as at the effective date of the Capital Reduction (if any), thereby reducing the accumulated losses of the Group; and the balance of such credit (if any) will be transferred to a distributable reserve called the distributable capital reduction reserve account or other reserve account of the Company which may be utilized by the Directors as a distributable reserve and will, subject to compliance with the articles of association of the Company, facilitate payment of dividends as and when the Directors consider it appropriate in the future. Whether the Company will propose any payment of dividends or to carry out any fund raising activity in the future will depend on a number of factors, including but not limited to, the then financial performance and capital requirement of the Group and the then market conditions. As at the Latest Practicable Date, the Company had no intention to propose any payment of dividend or to carry out any fund raising activity merely as a result of the Capital Reduction and the Share Subdivision, save that as at the Latest Practicable Date, the Company was in preliminary consideration to raise fund, which may be equity financing or debt financing. However, as at the Latest Practicable Date, the Company did not have any concrete plan in relation to such fund raising exercise. The Company will make announcement in accordance with the GEM Listing Rules if it proceeds to any fund raising exercise.

Save for applying the credits arising from the Capital Reduction towards setting off the accumulated losses of the Company and the expenses to be incurred in relation to the Capital Reduction and the Share Subdivision, the Directors consider that the Capital Reduction and the Share Subdivision will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company. The Capital Reduction and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

The Board considers that it is in the best interest of the Company and its Shareholders as a whole to implement the Capital Reduction and the Share Subdivision.

Conditions of the Capital Reduction and the Share Subdivision

The Capital Reduction and the Share Subdivision are conditional on the following conditions being fulfilled:

- (i) the Shareholders' approval by way of special resolution at the EGM to be convened to approve the Capital Reduction and the Share Subdivision;

LETTER FROM THE BOARD

- (ii) approval of the Capital Reduction by the Court;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (iv) registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction; and
- (v) the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction and the Share Subdivision.

As at the Latest Practicable Date, none of the above conditions had been fulfilled.

Listing and Dealings

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reduction and the Share Subdivision.

No part of the equity or debt securities of the Company is listed or dealt in on any other exchanges other than the Stock Exchange and no such listing or permission to deal in is being currently proposed to be sought from any other stock exchange.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

PROPOSED CHANGE OF IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lot of 6,000 Shares. Based on the closing price of HK\$0.163 per Existing Share (equivalent to a theoretical price of HK\$0.163 per New Share) as at the Latest Practicable Date, the value of each board lot of 6,000 New Shares, assuming the Capital Reduction had already been effective, would be HK\$978. It is proposed that with effect from the Capital Reduction and Share Subdivision becoming effective, the board lot size of the New Shares shall be changed from 6,000 New Shares to 18,000 New Shares so that the estimated market value per board lot of the New Shares will be HK\$2,934. For the avoidance of doubt, the Company will not proceed with the change in board lot size if the Shareholders' approval for the Capital Reduction and the Share Subdivision is not obtained. The Board considers that the change in board lot size will increase the value of each board lot of the New Shares, so as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company.

LETTER FROM THE BOARD

FRACTIONAL SHARES

No fractional shares will arise as a result of the Capital Reduction, the Share Subdivision and the proposed change in board lot size.

FREE EXCHANGE OF CERTIFICATES FOR NEW SHARES AND ARRANGEMENT FOR MATCHING SERVICE FOR ODD LOTS

Subject to the Capital Reduction and Share Subdivision becoming effective, Shareholders may, during the period from Monday, 14 July 2014 to Tuesday, 5 August 2014 on every business day from 9:00 a.m. to 4:30 p.m. (both days inclusive), submit existing certificates in yellow for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for exchange, at the expense of the Company, for new certificates in red for the New Shares. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each certificate for the New Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates involved is higher. The share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the New Shares at any time but are not acceptable for trading, settlement and registration purpose upon completion of the Capital Reduction and Share Subdivision.

In order to facilitate the trading of odd lots (if any) of the New Shares, the Company has appointed Trinity Finance Investment Limited as an agent to provide matching service for the sale and purchase of odd lots of New Shares arising from the change in board lot size of the Company from Monday, 14 July 2014 to Friday, 1 August 2014 (both dates inclusive). Holders of odd lots of New Shares who wish to take advantage of this trading facility should contact Alvin Kwok of Trinity Finance Investment Limited at Room 2402, 24/F., Regent Centre, 88 Queen's Road Central, Central, HK (telephone number (852) 2106 3113) during the period from Monday, 14 July 2014 to Friday, 1 August 2014 (both days inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the New Shares will not be guaranteed. Any Shareholder, who is in doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

EGM

The EGM is convened to be held at 9:00 a.m. on Monday, 10 March 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, the notice of which is set out on pages EGM-1 to EGM-3 of this circular, for the Shareholders to consider and, if thought fit, approve the Capital Reduction and the Share Subdivision.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or the controlling shareholder of the Company or their respective associates had any business or interest which competes or may compete with the business of the Group or had or may have any other conflict of interests with the Group.

RESPONSIBILITY STATEMENT

This circular, 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the Capital Reduction and the Share Subdivision are in the best interests of the Company as well as to the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution as set out in the notice of the EGM.

Yours faithfully
On behalf of the Board
Computech Holdings Limited
Zhang Xiongfeng
Chairman



COMPUTECH HOLDINGS LIMITED

駿科網絡訊息有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8081)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**Meeting**") of Computech Holdings Limited ("**Company**") will be held at 9:00 a.m. on Monday, 10 March 2014 at Chairman Room, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the "**Court**"); (ii) the compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minute approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Subdivision (as defined below), with effect from the date on which these conditions are fulfilled (the "**Effective Date**");

- (a) the issued and paid-up share capital of the Company be reduced ("**Capital Reduction**") by cancelling the paid-up capital to the extent of HK\$0.09 on each existing share of HK\$0.10 of the Company (the "**Existing Share**") in issue so that each issued Existing Share with a par value of HK\$0.10 of the Company be treated as one fully paid-up share with a par value of HK\$0.01 (the "**New Shares**") in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;
- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Existing Shares with a par value of HK\$0.10 be subdivided into ten (10) unissued New Shares with a par value of HK\$0.01 each (the "**Share Subdivision**");

* For identification purpose only

NOTICE OF EGM

- (c) the credits arising from the Capital Reduction shall be applied to set off the accumulated losses of the Company as at the Effective Date (if any) and the balance (if any) will be transferred to a distributable reserve of the Company called the distributable capital reduction reserve account or other reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange) including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time and/or paying dividend or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
- (d) all of the New Shares resulting from the Capital Reduction and the Share Subdivision shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Company's memorandum and articles of association; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Subdivision and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Subdivision."

On behalf of the Board
Computech Holdings Limited
Zhang Xiongfeng
Chairman

14 February 2014

Registered office:
Cricket Square,
Hutchins Drive,
P. O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit 1801,
18/F., Jubilee Centre,
46 Gloucester Road,
Wanchai,
Hong Kong

NOTICE OF EGM

Notes:

1. All resolutions at the EGM will be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this notice, the Board comprises (i) three executive Directors, namely Mr. Zhang Xiongfeng, Mr. Zhang Peiao and Mr. Mak Kwong Yiu and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Wong Ching Yip and Mr. Luk Chi Shing.