

FinTronics

銀創控股

FINTRONICS HOLDINGS COMPANY LIMITED

銀創控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 706)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of FinTronics Holdings Company Limited (“**Company**”) will be held at 10:00 a.m. on Friday, 16 February 2007 at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares (“**Shares**”) of the Company which may fall to be allotted and issued upon conversion of the whole or any part of the principal amount of the Loan (as defined below) and such additional number of Shares (if any) which may fall to be allotted and issued upon conversion of the whole or any part of the principal amount of the Loan within 12 months from the date of drawdown of the Loan pursuant to the convertible loan agreement dated 14 November 2006 entered into between Customers Asia Limited as the lender and the Company as the borrower in relation to a loan facility (“**Loan**”) in the principal amount of HK\$62,400,000 (as varied and supplemented by a supplemental deed dated 10 January 2007) (“**Loan Agreement**”), a copy of the Loan Agreement marked “A” and initialed by the chairman of the meeting for identification purpose having been produced to the meeting:

- (a) approval be and is hereby granted for the allotment and issue of the Shares subject to and pursuant to the terms and conditions of the Loan Agreement; and
- (b) the directors of the Company or a duly authorised committee of the board of directors of the Company be and are hereby authorised:
 - (i) to allot and issue any Shares subject to and pursuant to the terms and conditions of the Loan Agreement; and

- (ii) to do and execute all such acts, matters, deeds, documents and things as they may consider appropriate, necessary or desirable for or in connection with the allotment and issue of any Shares subject to and pursuant to the terms and conditions of the Loan Agreement and all other matters incidental thereto in connection therewith and to agree to variation and/or waiver of all matters relating thereto which, in the opinion of the Directors, are not material to the transactions contemplated thereby and are in the best interest of the Company.”

Yours faithfully,
For and on behalf of the Board of
FinTronics Holdings Company Limited
Sze Wai, Marco
Chairman

Hong Kong, 26 January 2007

Registered office:
Clarendon House
Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Units 2003 and 2005, 20th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, 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. 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.
5. As at the date of this notice, the board of directors of the Company comprises Sze Wai, Marco, Chu Chi Shing, Robert Kenneth Gaunt, Robertus Martinus Andreas Broers, Song Jing Sheng and Gu Peijian as executive directors and Wong Po Yan, Mao Zhenhua and Chong Yiu Kan, Sherman as independent non-executive directors.

* *for identification purpose only*

Please also refer to the published version of this announcement in China Daily.