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FINTRONICS HOLDINGS COMPANY LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 706)

**DISCLOSEABLE TRANSACTION
DISPOSAL OF SALE SHARES**

DEFINITIONS

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

“Announcement”	the joint announcement issued by the Company, SJTU and the Purchaser dated 1 December 2006 in relation to, among other matters, the Offers and the S&P agreement
“Board”	the board of directors of the Company from time to time
“Business Day”	a day (other than Saturday or Sunday and days on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	FinTronics Holdings Company Limited, a company whose Shares are listed on the Main Board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the S&P Agreement
“Completion Date”	subject to satisfaction and/or waiver of all conditions, the date falling on the second Business Day after all the conditions set out in the S&P Agreement have been fulfilled or waived or such other date as may be agreed between the parties
“Consideration”	HK\$8,750,000
“Director(s)”	director(s) of the Company
“Encumbrance”	any mortgage, charge, pledge, lien, (otherwise than arising by statute or operation of law), equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries, associates, affiliated companies, including the Vendor but excluding members of the SJTU Group

DEFINITIONS

“Group A Options”	an aggregate of 6,000,000 options granted under the SJTU Share Option Scheme having an exercisable period from 10 October 2005 to 9 October 2015 at an exercise price of HK\$0.14 per Share which remained outstanding as at the date of the Announcement
“Group B Options”	an aggregate of 2,000,000 options granted under the SJTU Share Option Scheme having an exercisable period from 17 January 2005 to 16 January 2015 at an exercise price of HK\$0.45 per Share which remained outstanding as at the date of the Announcement
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Indebtedness”	all the loans, advances, obligations, indebtedness and moneys owed by any member of the SJTU Group to any member of the Group amounted to approximately HK\$22 million as at the date of the S&P Agreement. The Indebtedness was waived by the Group and the execution of the Waivers have been approved by the directors of the relevant members of the Group. No consideration has been or will be received by the Group for the execution of the Waivers.
“Last Trading Day”	23 November 2006
“Latest Practicable Date”	20 December 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Legal Proceedings”	together: (a) High Court Action No.2939 of 2004 instituted by Salt & Light Development Inc. and Exclusive Investments Limited against SJTU; and (b) High Court Action No.2992 of 2004 instituted by Salt & Light Development Inc., Exclusive Investments Limited and Beauhorse Professional Translation Limited against SJTU
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	15 February 2007

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“Offers”	the mandatory conditional cash offer to be made by the Grand Vinco Capital Limited on behalf of the Purchaser to the shareholders of SJTU and Optionholders (other than the Purchaser and parties with whom the Purchaser is acting in concert (as defined in the Takeovers Code)) for their SJTU Shares in compliance with the Takeovers Code, the Option Offer A and the Option Offer B
“Option Offer A”	to cancel the Group A Options at the offer price of HK\$1.00 per grantee
“Option Offer B”	to cancel the Group B Options at the offer price of HK\$ 1.00 per grantee
“Optionholders”	holders of the Group A Options and/or the Group B Options
“Options”	collectively, the Group A Options and the Group B Options
“PRC”	the People’s Republic of China, which for the purpose of the S&P Agreement and this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	S&D Holdings Group Limited
“S&P Agreement”	the agreement dated 23 November 2006 and entered into between the Purchaser, the Vendor and the Company for the sale and purchase of the Sale Shares
“Sale Shares”	64,355,828 SJTU Shares beneficially owned by the Vendor as at the date of the S&P Agreement, representing approximately 32.18% of the entire issued share capital of SJTU
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Shareholders”	the holders of Shares
“Shares”	shares of HK\$0.10 each in the share capital of the Company
“SJTU”	SJTU Sunway Software Industry Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on GEM
“SJTU Group”	SJTU and its subsidiaries

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“SJTU Share Option Scheme”	the share option scheme adopted by SJTU on 25 November 2003 and became effective upon the listing of the SJTU Shares on GEM on 9 January 2004
“SJTU Shares”	shares of HK\$0.01 each in the share capital of SJTU
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“Vendor”	Futart Industry Company Limited, a wholly owned subsidiary of the Company
“Waivers”	the deeds of waiver dated 23 November 2006 in relation to the Indebtedness executed by the relevant members of the SJTU Group and the Group pursuant to which all the Indebtedness owed by any member of the SJTU Group to any member of the Group have been waived absolutely by the member of the Group, and such deeds of waiver were executed prior to the entering into of the S&P Agreement by the parties thereto
“Warranties”	the representations, warranties and indemnities given by the Vendor under the S&P Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

FinTronics

银创控股

FINTRONICS HOLDINGS COMPANY LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 706)

Executive Directors:

Sze Wai, Marco (*Chairman*)

Chu Chi Shing

Sung Jing Sheng

Gu Peijian

Robert Kenneth Gaunt

Robertus Martinus Andreas Broers

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent non-executive Directors:

Wong Po Yan

Mao Zhenhua

Chong Yiu Kan, Sherman

Principal office in Hong Kong:

Units 2003 and 2005, 20th Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

To the shareholders of the Company

22 December 2006

Dear Sir or Madam

DISCLOSEABLE TRANSACTION DISPOSAL OF SALE SHARES

INTRODUCTION

On 1 December 2006, the Company announced in the Announcement that on 23 November 2006, the Purchaser, entered into the S&P Agreement with the Vendor (a wholly owned subsidiary of the Company), pursuant to which the Purchaser agreed conditionally to purchase and the Vendor agreed conditionally to sell an aggregate of 64,355,828 Sale Shares at a total consideration of HK\$8,750,000 (equivalent to approximately HK\$0.1360 per Sale Share). The Sale Shares represented approximately 32.18% of the issued share capital of SJTU as at the date of the S&P Agreement.

The Company, being the holding company of the Vendor with 100% share control, has agreed to act as the guarantor in the S&P Agreement. In consideration of the Purchaser agreeing to enter into the S&P Agreement, the Company has agreed to guarantee in favour of the Purchaser the due and the punctual performance of the obligations of the Vendor under the S&P Agreement subject to and upon the terms and conditions of the S&P Agreement.

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The sale of the Sale Shares constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules. The purpose of this circular is to give you further details of the S&P Agreement and other information of the Group.

S&P AGREEMENT

Date: 23 November 2006

Vendor: Futart Industry Company Limited, a wholly owned subsidiary of the Company

Purchaser: S&D Holdings Group Limited, an investment holding company incorporated in the British Virgin Islands on 12 September 2006

The Purchaser and its ultimate beneficial owners are third parties independent of the Group and connected persons of the Group.

Sale Shares: An aggregate of 64,355,828 SJTU Shares, representing approximately 32.18% of the issued share capital of SJTU as at the date of S&P Agreement. The 64,355,828 Sale Shares were the entire shareholdings in SJTU held by the Vendor prior to completion.

Consideration: HK\$8,750,000, representing a price of approximately HK\$0.1360 per Sale Share.

The consideration for S&P Agreement has been satisfied by Purchaser in the following manner:

- (1) HK\$100,000 has been paid by the Purchaser to the Vendor as non-refundable deposit and part payment of the Consideration on the date of the S&P Agreement;
- (2) HK\$8,420,000 has been paid by the Purchaser at Completion; and
- (3) the balance of the Consideration of HK\$230,000 was withheld by the Purchaser pursuant to the terms of the S&P Agreement for court orders described below which is equivalent to the amount payable by SJTU under the two consent orders both dated 19 October 2006 relating to the Legal Proceedings at completion. Such sum so withheld had been paid to the Vendor (or its order) as at the Latest Practicable Date

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Conditions

Completion is conditional upon:

- (1) the SJTU Shares remaining listed and traded on GEM at all times from the date of the S&P Agreement up to (and including) the Completion Date, excluding any temporary suspension not exceeding seven consecutive trading days for the purposes of clearing any announcements, circulars or documents in relation to the transactions contemplated under the S&P Agreement;
- (2) there being no indication from the Stock Exchange or the SFC prior to the Completion Date that listing of the Shares will be suspended, revoked or withdrawn at any time after Completion, whether in connection with any of the transactions contemplated by the S&P Agreement or otherwise;
- (3) all necessary consents and approvals required to be obtained on the part of the Vendor and the Company in respect of the S&P Agreement and the transactions contemplated thereby having been obtained;
- (4) the Warranties remaining true and accurate in all respects up to and including the time of Completion;
- (5) the publication of the joint announcement in relation to the S&P Agreement and the transactions contemplated thereby by or on behalf of SJTU and the Purchaser and/or the Company which has been cleared by the Stock Exchange and the SFC;
- (6) delivery of a written undertaking under seal from each of the grantees of the Group A Options undertaking to the Purchaser that they shall not exercise any of their Group A Options as from the date of the said written undertaking up to and including the close of the Offers and will accept the Option Offer A;
- (7) delivery of a written undertaking under seal from each of the grantees of the Group B Options undertaking to the Purchaser that they shall not exercise any of their Group B Options as from the date of the said written undertaking up to and including the close of the Offers and will accept the Option Offer B;
- (8) relevant members of the SJTU Group and the Group entering into the Waivers pursuant to which the Indebtedness has been waived absolutely by the members of the Group.

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The Purchaser may at any time by notice in writing to the Vendor waive any of the conditions (3), (4), (6), and (7) and such waiver may be made subject to such terms and conditions as are determined by the Purchaser.

The Purchaser and the Vendor are of the view that since conditions (1), (2) and (3) are continuing events, the parties may regard such conditions have been satisfied provided that there are no breach of such conditions when other conditions have also been satisfied, and then proceed to Completion on the understanding that on the Completion Date, such conditions will remain satisfied.

Pursuant to the terms of the S&P Agreement, the Vendor shall procure each of the grantees of the Group A Options to provide an undertaking to Purchaser confirming that he/she shall not exercise any of his/her Group A Options as from the date of the said undertaking up to and including the close of the Offers and will accept the Option Offer A. However, the Vendor was unable to procure the provision of the undertaking of a grantee of the Group A Options entitling him to subscribe a total of 1,000,000 SJTU Shares. Such condition was partly waived by the Purchaser before Completion.

Pursuant to the terms of the S&P Agreement, the Vendor shall procure each of the grantees of the Group B Options to provide an undertaking to the Purchaser confirming that he/she shall not exercise any of his/her Group B Options as from the date of the said undertaking up to and including the close of the Offers and will accept the Option Offer B. However, the Vendor was unable to procure the provision of the undertaking of a grantee of the Group B Options entitling him to subscribe a total of 2,000,000 SJTU Shares. Such condition was partly waived by the Purchaser before Completion.

Completion: Completion took place on 12 December 2006 pursuant to the terms of the S&P agreement.

(I) Basis of consideration

The consideration per Sale Share of approximately HK\$0.1360 represents:

- (a) a premium of approximately 0.7% over the closing price of HK\$0.1350 per SJTU Share as quoted by the Stock Exchange on the Last Trading Day;
- (b) a premium of approximately 0.7% over the average of the closing prices of HK\$0.1350 per SJTU Share for the 5 trading days up to and including the Last Trading Day;

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- (c) a premium of approximately 1.5% over the average of the closing prices of HK\$0.1340 per SJTU Share for the 10 trading days up to and including the Last Trading Day;
- (d) a premium of approximately 1.7% over the average of the closing prices of approximately HK\$0.1337 per SJTU Share for the 30 consecutive trading days up to and including the Last Trading Day; and
- (e) a premium of approximately 204.3% over the unaudited consolidated net asset value of approximately HK\$0.04469 per SJTU Share as at 30 June 2006 based on the unaudited consolidated accounts of the SJTU Group.

(II) Sale Shares

An aggregate of 64,355,828 Sale Shares, representing approximately 32.18 % of the issued share capital of SJTU as at the date of the S&P Agreement. The Sale Shares acquired by the Purchaser are free from all claims, charges, liens, encumbrances, equities and other third parties' rights on Completion and were all the Shares held by the Vendor and parties acting in concert with it in SJTU as at the date of the S&P Agreement.

The Company, being the holding company of the Vendor with 100% share control, has agreed to act as the guarantor in the S&P Agreement. In consideration of the Purchaser agreeing to enter into this S&P Agreement, the Company has agreed to guarantee in favour of the Purchaser the due and the punctual performance of the obligations of the Vendor under the S&P Agreement subject to and upon the terms and conditions of the S&P Agreement.

INFORMATION ON THE VENDOR AND THE COMPANY

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in (i) the procurement, deployment and operation of automatic teller machines ("ATM") and the provision of maintenance and technical support services for the ATM and the development of value-added services for the ATM in collaboration with commercial banks (such as utility payment and sale of air and train tickets by ATM); and (ii) the provision of software development and systems integration services covering mainly healthcare security, social security, hospital information management systems and public security sectors in the PRC.

The consideration for the Sale Shares was arrived at after arm's length negotiation between the Vendor and the Purchaser. Without taking into account the indebtedness as appeared in the books of the Company waived by it, the consideration per Sale Share represents a premium of approximately 0.7% on the closing price of HK\$0.1350 per SJTU Share as quoted by the Stock Exchange on the Last Trading Day. Assuming that the Indebtedness could be recovered in its full amount and taking into account the market value of the Sale Shares, the transactions contemplated by the S&P Agreement would result in a loss for the Company of approximately HK\$22 million (which represents the difference between (i) the aggregate value of the Indebtedness (approximately HK\$22 million) and the market value of the Sale Shares as at the Last Trading Day (approximately HK\$8.68 million) and (ii) the

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consideration for the Sale Shares (HK\$8,750,000)). However, in view of the loss-making position of the SJTU Group, the liquidity of the SJTU Shares on GEM, the premium of the consideration per Sale Share over the trading price of the Shares on GEM and the fact that the Company's investment in the SJTU Group is not in line with the current principal business activities of the Group as outlined above, the Directors believe that the disposal of the Sale Shares represents a good opportunity for it to dispose of the Sale Shares at a reasonable price notwithstanding that the Group is required to waive the Indebtedness in full pursuant to the terms and conditions of the S&P Agreement. The Directors (including the independent non-executive Directors) are of the view that the terms of the S&P Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Shareholders as a whole.

Prior to the completion of the S&P Agreement, SJTU was accounted for as an associated company of the Company. After completion of the S&P Agreement, the Company no longer holds any shareholding interest in the SJTU and therefore SJTU ceased to be an associated company of the Company.

The Group's investment in SJTU Group was first made in June 2000 when the Group acquired an aggregate of 40% interests in Besto Investment Limited ("**Besto**") at an aggregate consideration of HK\$52,000,000. In September 2003, the Group further subscribed 3,343 shares of Besto at an aggregate subscription price of HK\$9,459,906. After such subscription, the Group held approximately 49.5% of the entire issued share capital of Besto. In November 2003, a reorganisation took place in preparation of the listing of SJTU pursuant to which SJTU acquired the entire issued share capital of Besto from the Group and the other shareholders of Besto at that time and in return, SJTU issued certain SJTU Shares to such shareholders as consideration. Immediately following such reorganisation, the Group held approximately 49.5% of the then entire issued share capital of SJTU. In January 2004, SJTU became listed on GEM and immediately following the listing of SJTU and up to the Completion, the Group held 64,355,828 SJTU Shares.

As at 31 December 2004, the audited carrying value of the Company's interests in the SJTU Group was reduced to approximately HK\$14,876,000 mainly due to (i) the share of the losses of SJTU Group for the year ended 31 December 2004; (ii) the written off of goodwill in the preceding years and (iii) the deemed loss on disposal of interest as a result of dilution after the listing of SJTU. Such value was written down to zero during the year ended 31 December 2005 in the books of the Company. Such write-down was mainly due to (i) the share of losses of associates amounted to HK\$12,348,000 and (ii) the impairment losses on associates amounted to HK\$2,528,000. In addition, the amount of HK\$18,699,000 due from the SJTU Group to the Group was written down to zero during the year ended 31 December 2005 which was reflected in the impairment losses on trade and receivables during the year ended 31 December 2005. During the period from 1 January 2006 to 30 September 2006, the Group has made further advances to the SJTU Group. As at 30 September 2006, the amount due from the SJTU Group to the Group amounted to approximately HK\$4.25 million.

It is expected that the Company will record a book gain of approximately HK\$4.5 million as a result of the disposal of the Sale Shares which represents the difference between the Consideration (being HK\$8.75 million) and the Indebtedness amounting to approximately HK\$4.25 million as appeared on the books of the Group as at 30 September 2006 which have been waived by the Group pursuant to

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the terms and conditions of the S&P Agreement. As a result of the transactions contemplated by the S&P Agreement, it is expected that the assets value of the Group will be increased by approximately HK\$4.5 million and there is no major effect on the liabilities of the Group. After completion of the S&P Agreement, the Group no longer shares the profits and losses of SJTU Group.

The Company intends to use the net proceeds from the disposal of the Sale Shares as the general working capital of the Group.

INFORMATION ON SJTU

SJTU is a company incorporated in Cayman Islands with limited liability and the SJTU Shares are listed on GEM. The SJTU Group is information localisation services provider principally engaged in the software development in Hong Kong and the PRC.

Based on the annual reports of SJTU, the unaudited net loss attributable to equity holders of SJTU for the year ended 31 December 2004 and 2005 was as follows:

	For the year ended 31 December 2005	For the year ended 31 December 2004
Net loss (before taxation and extraordinary items)	HK\$39,453,233	HK\$25,983,352
Net loss (after taxation and extraordinary items)	HK\$39,458,955	HK\$25,983,725

The unaudited consolidated net asset value of the SJTU Group as at 30 June 2006 was approximately HK\$8,938,000. Based on the unaudited consolidated financial statement of the SJTU Group for the nine months ended 30 September 2006, the net loss attributable to equity holders of SJTU for the same period was approximately HK\$4.5 million.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendix to this circular.

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

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DIRECTORS' INTERESTS

- (a) As at the Latest Practicable Date, the interests and short positions of each Director in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he was deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name	Name of company	Capacity	Number and class of securities (note 1)
Sze Wai, Marco	The Company	Interest of controlled corporation (note 2)	264,869,906 ordinary shares (L)
	The Company	Beneficial interest	4,500,000 ordinary shares (L) (note 3)
Chu Chi Shing	The Company	Beneficial interest	4,500,000 ordinary shares (L) (note 3)
Song Jing Sheng	The Company	Beneficial interest	43,800,000 ordinary shares (L)
	The Company	Beneficial interest	2,000,000 ordinary shares (L) (note 3)
Robert Kenneth Gaunt	The Company	Interest of controlled corporation (note 4)	1,700,000 ordinary shares (L)

Name	Name of company	Capacity	Number and class of securities <i>(note 1)</i>
Gu Peijian	The Company	Beneficial interest	540,000 ordinary shares (L)
	The Company	Beneficial interest	1,000,000 ordinary shares (L) <i>(note 3)</i>
Wong Po Yan	The Company	Beneficial interest	1,000,000 ordinary shares (L) <i>(note 3)</i>
Mao Zhenhua	The Company	Beneficial interest	1,000,000 ordinary shares (L) <i>(note 3)</i>
Chong Yiu Kan, Sherman	The Company	Beneficial interest	1,000,000 ordinary shares (L) <i>(note 3)</i>

Notes:

1. The letter "L" represents the Director's interests in the shares and underlying shares of the Company.
 2. These Shares were held by Leading Value Industrial Limited which is wholly owned by Sze Wai, Marco.
 3. These shares were the respective number of shares which would be allotted and issued upon exercise in full of the options granted to each of the Directors under the share option scheme of the Company.
 4. These Shares were held by Blazzed Pty Ltd., a company wholly owned by Robert Kenneth Gaunt.
- (b) Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

- (a) As at the Latest Practicable Date, so far as is known to the Directors, the following persons, other than a director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Name of shareholder	Number of ordinary shares (note 1)	Capacity	Approximate percentage of interest
Customers Asia Limited	450,000,000(L)	Beneficial owner	32.91
Customers Limited	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
FCP Brencorp Limited	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
FCP Direct Investments Limited	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
First Capital Parthers Offshore Limited	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
Andrew Wyles Waters	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
Brencorp No. 12 Pty Ltd	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
Brencorp Holdings Pty Ltd	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
Brencorp Pty Ltd	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
Peter Darnian Scanlon	450,000,000(L)	Interest of a controlled corporation (note 2)	32.91
Leading Value Industrial Limited	264,869,906(L)	Beneficial owner	19.37
Wen Jian Zhu	100,000,000(L)	Beneficial owner	7.31

Notes:

1. The letter “L” represents the entity’s interests in the Shares.
 2. Customers Asia Limited is owned as to 50% by Customers Limited (a company whose shares are listed on the Australian Stock Exchange) and as to 50% by FCP Brencorp Limited. FCP Brencorp Limited is owned as to 50% by FCP Direct Investments Limited and as to 50% by Brencorp No. 12 Pty Ltd. FCP Direct Investments Limited is wholly owned by First Capital Partners Offshore Limited, which is in turn wholly owned by Andrew Wyles Waters. Brencorp No. 12 Pty Ltd is wholly owned by Brencorp Holdings Pty Ltd, which is in turn wholly owned by Brencorp Pty Ltd. Brencorp Pty Ltd is owned as to 33.33% by Peter Darnian Scanlon.
- (b) As at the Latest Practicable Date, so far as is known to the Directors, the following entities were interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the subsidiaries of the Company:

Name of subsidiary	Name of entity	Approximate percentage
Anhui Start Technology and System Integration Co., Ltd	Hefei Information Investment Co., Ltd.	49%
Shanxi Start Technology Software System Co., Ltd	Da Ting Shi Yuan Da Software Engineering Limited Liability Company	40%

- (c) Save as disclosed in this circular, so far as is known to the Directors, there is no other person who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, had a direct or indirect interests amounting to 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

5. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

6. DIRECTORS’ SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

7. COMPETING BUSINESS

None of the Directors and his associates (as defined in the Listing Rules) has any interests in any business which competes or may compete with the business in which the Group is engaged.

8. MISCELLANEOUS

- (a) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at Units 2003 and 2005, 20th Floor, Great Eagle Centre, 23 Harbour Road, Hong Kong.
- (c) The company secretary and qualified accountant of the Company is Mr Chan Ying Kay, a fellow member of Hong Kong Institute of Certified Public Accountants and the Chartered Association of Certified Accountants.
- (d) The branch share registrar and transfer office of the Company is Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (e) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.