

FinTronics

银创控股

FINTRONICS HOLDINGS COMPANY LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 706)

ADJUSTMENTS TO THE EXERCISE PRICE AND THE NUMBER OF SHARES ISSUABLE UPON EXERCISE OF THE OUTSTANDING OPTIONS AND THE OUTSTANDING WARRANTS

As a result of the completion of the Rights Issue on 23 March 2006, (1) the exercise price and the numbers of Shares issuable pursuant to exercise of the Outstanding Options and (2) the subscription price per Share and the number of the Shares issuable pursuant to the exercise of the subscription rights of the Outstanding Warrants have been adjusted. Details of the adjustments are set out below.

Reference is made to the announcement of FinTronics Holdings Company Limited (“**Company**”) dated 24 March 2006 in relation to the results of a rights issue of the Company, pursuant to which a total of 528,644,000 rights shares of HK\$0.10 each were allotted and issued by the Company by way of rights issue (“**Rights Issue**”). The Rights Issue became unconditional on 23 March 2006.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Immediately before completion of the Rights Issue, the Company had outstanding share options (“**Outstanding Options**”) entitling the holders thereof to subscribe for an aggregate of 15,681,000 shares of the Company of HK\$0.10 each (each a “**Share**”). None of the Outstanding Options had been exercised up to the date of this announcement.

As a result of the completion of the Rights Issue, the exercise price and the number of Shares to be issued upon exercise of the Outstanding Options have been adjusted with effect from 23 March 2006 in compliance with the supplementary guidance on Rule 17.03(13) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Supplementary Guidance**”) as follows:

Date of grant	Exercisable period	Before the Rights Issue		After the Rights Issue	
		Original exercise price per Share (HK\$)	Number of Shares issuable upon exercise in full of the Outstanding Options	Adjusted exercise price per Share (HK\$)	Adjusted number of Shares issuable upon exercise in full of the Outstanding Options (Note)
06.07.1999	02.10.1999 – 05.07.2009	1.08	4,981,000	0.806	6,674,211
30.12.1999	02.01.2001 – 29.12.2009	1.13	100,000	0.843	133,993
17.01.2000	02.01.2001 – 16.01.2010	1.32	850,000	0.985	1,138,944
21.01.2000	02.01.2001 – 20.01.2010	1.44	560,000	1.075	750,363
07.03.2000	02.01.2001 – 06.03.2010	2.06	40,000	1.537	53,597
10.08.2000	02.01.2001 – 09.08.2010	1.14	200,000	0.851	267,987
04.06.2001	01.10.2001 – 03.06.2011	0.58	8,950,000	0.433	11,992,409

CIMB-GK Securities (HK) Limited, the independent financial adviser of the Company has confirmed to the Company in writing that the adjustments to the exercise price and the number of Shares to be issued upon exercise of the Outstanding Options were in compliance with the Supplementary Guidance. Save as disclosed above, there is no alteration to the rights of the holders of the Outstanding Options.

ADJUSTMENTS TO THE OUTSTANDING WARRANTS

Immediately before the completion of the Rights Issue, the Company had outstanding warrants (“**Outstanding Warrants**”) issued on 11 January 2005 attached with subscription rights to subscribe for 90,000,000 Shares at an initial subscription price of HK\$0.35 per Share. None of the Outstanding Warrants had exercised the subscription rights attached to the Outstanding Warrants up to the date of this announcement.

As a result of the completion of the Rights Issue, the subscription price has been adjusted from HK\$0.35 to HK\$0.26 per Share and the number of new Shares subject to the Outstanding Warrants has been adjusted from 90,000,000 to 121,153,846. The adjustments became effective from 7 March 2006 and were made in compliance with the terms of the instrument governing the Outstanding Warrants dated 11 January 2005 (“**Warrant Instrument**”). Veda Capital Limited, the independent financial adviser of the Company, has confirmed to the Company in writing that the adjustments have been made such that the proportion of the issued share capital of the Company to which the Outstanding Warrants entitling the holders of the Outstanding Warrants to subscribe after the adjustments are the same as that to which the Warrant Instrument entitled the holders of the Outstanding Warrants to subscribe immediately before the adjustments, but so that the adjustments have not been made to the extent that the effects of the adjustments would be to enable any Shares to be issued at less than their nominal values.

As at the date of this announcement, the Directors are as follows:

Executive Directors

Mr. Sze Wai, Marco, Mr. Chu Chi Shing, Mr. Robert Kenneth Gaunt, Mr. Robertus Martinus Andreas Broers, Mr. Tan Shu Jiang and Mr. Song Jing Sheng

Non-executive Director

Mr. Zee Zin Yee

Independent non-executive Directors

Mr. Wong Po Yan, Mr. Mao Zhenhua and Mr. Chong Yiu Kan, Sherman

By order of the board of directors of
FinTronics Holdings Company Limited
Sze Wai, Marco
Chairman

Hong Kong, 22 May 2007

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