

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

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

This circular is addressed to the shareholders of the Company in connection with a special general meeting (“SGM”) of the Company to be held on Monday, 26 February 2007.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**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)

**MAJOR TRANSACTION:  
DISPOSAL OF THE SI COMPANIES  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening the SGM to be held at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 26 February 2007 is set out on pages 24 to 25 of this circular. If you are not able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

9 February 2007

\* for identification purpose only

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	5
Equity Transfer Agreement .....	6
Information on the SI Companies .....	8
Reasons for the Disposal .....	10
Financial effect of the Disposal .....	11
Recommendation .....	11
SGM .....	11
Procedures to demand a poll at general meeting .....	12
Additional information .....	12
<b>Appendix I - Further information of the Group</b> .....	13
<b>Appendix II - General information</b> .....	15
<b>Notice of SGM</b> .....	24

---

## DEFINITIONS

---

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

“Anhui Start”	安徽實達科技軟件系統有限公司 (Anhui Start Technology and System Integration Co. Ltd.), a domestic limited liability company established in the PRC and owned as to 51% by Start-tech (Fujian)
“Announcement”	the announcement of the Company dated 19 January 2007 in relation to, among other matters, the Equity Transfer Agreement
“Board”	the board of directors of the Company from time to time
“Company”	FinTronics Holdings Company Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Condition”	the condition precedent to the completion of the Equity Transfer Agreement as set out in the paragraph headed “Condition precedent” in the section headed “Letter from the Board” in this circular
“Consideration”	the consideration payable by the Purchaser to Stepping Stones for the Disposal in accordance with the Equity Transfer Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Interests by Stepping Stones to the Purchaser pursuant to the Equity Transfer Agreement
“Equity Transfer Agreement”	the equity transfer agreement entered into between Stepping Stones and the Purchaser on 19 January 2007 in relation to the Disposal
“Fujian Yi Lian Tong”	福建易聯通科技發展有限公司 (Fujian Yi Lian Tong Technology Development Co., Ltd.), a domestic limited liability company established in the PRC and owned as to 94% by Start-tech (Fujian) and as to 6% by Fuzhou Start Medical Systems
“Fujian Start System Integration”	福建實達系統集成有限公司 (Fujian Start System Integration Co., Ltd), a domestic limited liability company established in the PRC and owned as to 47% by Fujian He Zhong and as to 53% by independent third parties who are independent of the Company and connected persons (within the meaning of the Listing Rules) of the Group or any of their respective associates

---

## DEFINITIONS

---

“Fujian Start Software”	福建實達軟件系統開發有限公司, an enterprise established in the PRC and owned as to 44% by Start-tech (Fujian)
“Fujian He Zhong”	福建合眾信息科技有限公司 (Fujian He Zhong Information Technology Ltd.), a domestic limited liability company established in the PRC and owned as to 59% by Start-tech (Fujian)
“Fuzhou Start Medical Systems”	福州實達醫療系統有限公司 (Fuzhou Start Medical Systems Co., Ltd.), a wholly foreign-owned enterprise established in the PRC and wholly owned by Stepping Stones, an indirectly wholly owned subsidiary of the Company, before the completion of the Disposal
“GAAP”	generally accepted accounting principles
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Inner Mongolia Start-Tech”	內蒙古實達科技軟件系統有限公司 (Inner Mongolia Start-Tech Software and System Co., Ltd.), a domestic limited liability company established in the PRC and owned as to 90% by Start-tech (Fujian) and as to 10% by Fujian Yi Lian Tong
“Latest Practicable Date”	6 February 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchaser”	Smart Hero (HK) Investment Development Limited (駿豪(香港)投資發展有限公司), a company incorporated in Hong Kong and wholly owned by two individuals who are independent of the Company not connected persons (within the meaning of the Listing Rules) of the Company or any of their respective associates

---

## DEFINITIONS

---

“RMB”	Renminbi yuan, the lawful currency of the PRC
“Sale Interests”	100% interests in each of the SI Companies owned by Stepping Stones, together with the interests in other companies held by each of the SI Companies respectively as shown in the simplified corporate structure of the Group set out under the paragraph headed “Corporate structure” in the section headed “Letter from the Board” in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company convened to be held on 26 February 2007 for the purpose of considering and, if thought fit, approving the Equity Transfer Agreement
“Shanxi Start Technology”	山西實達軟件系統有限公司 (Shanxi Start Technology Co., Ltd.), a domestic limited liability company established in the PRC and owned as to 51% by Start-tech (Fujian)
“Shareholders”	the holders of Shares
“Shares”	shares of HK\$0.10 each in the share capital of the Company
“SI Companies”	collectively, Start-tech (Fujian), Fuzhou Start Medical Systems and Start-tech (Guangzhou) which are principally engaged in the provision of software development and systems integration services in the PRC
“Start-tech (Fujian)”	實達科技(福建)軟件系統集團有限公司 (Start-tech (Fujian) Software and System Co., Ltd.), a wholly foreign-owned enterprise established in the PRC and wholly owned by Stepping Stones, an indirectly wholly owned subsidiary of the Company, before the completion of the Disposal
“Start-tech (Guangzhou)”	實達科技(廣州)醫療系統有限公司 (Start-tech (Guangzhou) Medical Systems Co., Ltd.), a wholly foreign-owned enterprise established in the PRC and wholly owned by Stepping Stones, an indirectly wholly owned subsidiary of the Company, before the completion of the Disposal
“Stepping Stones”	Stepping Stones Limited, an investment holding company incorporated in the British Virgin Islands and an indirectly wholly owned subsidiary of the Company

---

## DEFINITIONS

---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

*In this circular, for the purposes of illustration only, amounts quoted in RMB have been converted into HK dollars at the rate of RMB1.04 to HK\$1.00. Such exchange rate has been used, where applicable, for purposes of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

**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)

*Executive Directors:*

Sze Wai, Marco (*Chairman*)  
Chu Chi Shing  
Robert Kenneth Gaunt  
Robertus Martinus Andreas Broers  
Song Jing Sheng  
Tan Shu Jiang

*Non-executive Director:*

Zee Zin Yee

*Independent non-executive Directors:*

Wong Po Yan  
Mao Zhenhua  
Chong Yiu Kan, Sherman

*Registered office:*

Clarendon House  
2 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

*To the Shareholders*

9 February 2007

Dear Sir or Madam

**MAJOR TRANSACTION:  
DISPOSAL OF THE SI COMPANIES**

**INTRODUCTION**

The Company announced in the Announcement that on 19 January 2007, Stepping Stones, a wholly owned subsidiary of the Company, and the Purchaser entered into the Equity Transfer Agreement pursuant to which Stepping Stones had agreed to sell, and the Purchaser had agreed to purchase, the Sale Interests at an aggregate consideration of HK\$14,330,000.

Since the applicable percentage ratios are more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company and is subject to the approval by Shareholders pursuant to Rule 14.40 of the Listing Rules. The purpose of this circular is to give you further details of the Equity Transfer Agreement and other information of the Group and to give you notice of the SGM.

\* for identification purpose only

---

## LETTER FROM THE BOARD

---

### EQUITY TRANSFER AGREEMENT

**Date** : 19 January 2007

**Parties** : (i) Stepping Stones (as vendor); and  
(ii) the Purchaser (as purchaser), an investment holding company incorporated in Hong Kong.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Purchaser and its beneficial owners is an independent third party who is independent of the Company and connected persons (within the meaning of the Listing Rules) of the Group or any of their respective associates.

**Subject matter of the Equity Transfer Agreement** : The Sale Interests, comprising 100% interests in each of the SI Companies, together with the interests in other companies held by each of the SI Companies respectively as shown in the simplified corporate structure of the Group set out under the paragraph headed "Corporate structure" below.

**Condition precedent** : Completion of the Equity Transfer Agreement is conditional upon the Shareholders having passed an ordinary resolution at the SGM to approve the transactions contemplated by the Equity Transfer Agreement.

If the Condition is not fulfilled on or before 31 March 2007 (or such later date as agreed between Stepping Stones and the Purchaser in writing):

- (1) the Equity Transfer Agreement shall cease to have any effect (save for any antecedent breach of the terms of the Equity Transfer Agreement); and
- (2) Stepping Stones shall refund the Deposit (as defined in the paragraph headed "Consideration" below) to the Purchaser within 10 business days after the receipt of written notice from the Purchaser.

**Completion** : Completion shall take place after the fulfillment of the Condition. Pursuant to the Equity Transfer Agreement, Stepping Stones shall assist the Purchaser in obtaining the approval from the PRC governmental authority for the transfer of the Sale Interests to the Purchaser. Upon obtaining the approval from the relevant PRC governmental authority for the transfer of the Sale Interests and the completion of the filing procedures with the State Administration for Industry and Commerce, Stepping Stones will cease to have any interests in the SI Companies.



---

## LETTER FROM THE BOARD

---

### Consideration

The Consideration of HK\$14,330,000 was determined after arm's length negotiations between the Group and the Purchaser and on normal commercial terms with reference to the aggregate of the unaudited net asset value of the SI Companies of HK\$23,686,000 as at 30 June 2006 (prepared in accordance with Hong Kong GAAP) and taking into account the loss-making status of the SI Companies.

The Consideration shall be paid by the Purchaser to the Group in the following manner:

- i) HK\$4,299,000 ("**Deposit**"), being 30% of the Consideration shall be paid in cash within five business days from the date of signing the Equity Transfer Agreement;
- ii) HK\$8,598,000, being 60% of the Consideration shall be paid in cash within five business days from the date of the satisfaction of the condition precedent to the Equity Transfer Agreement; and
- iii) the remaining balance of HK\$1,433,000 shall be paid in cash within five business days from the date of the completion of the relevant approval and registration of the transfer of equity of Start-tech (Fujian).

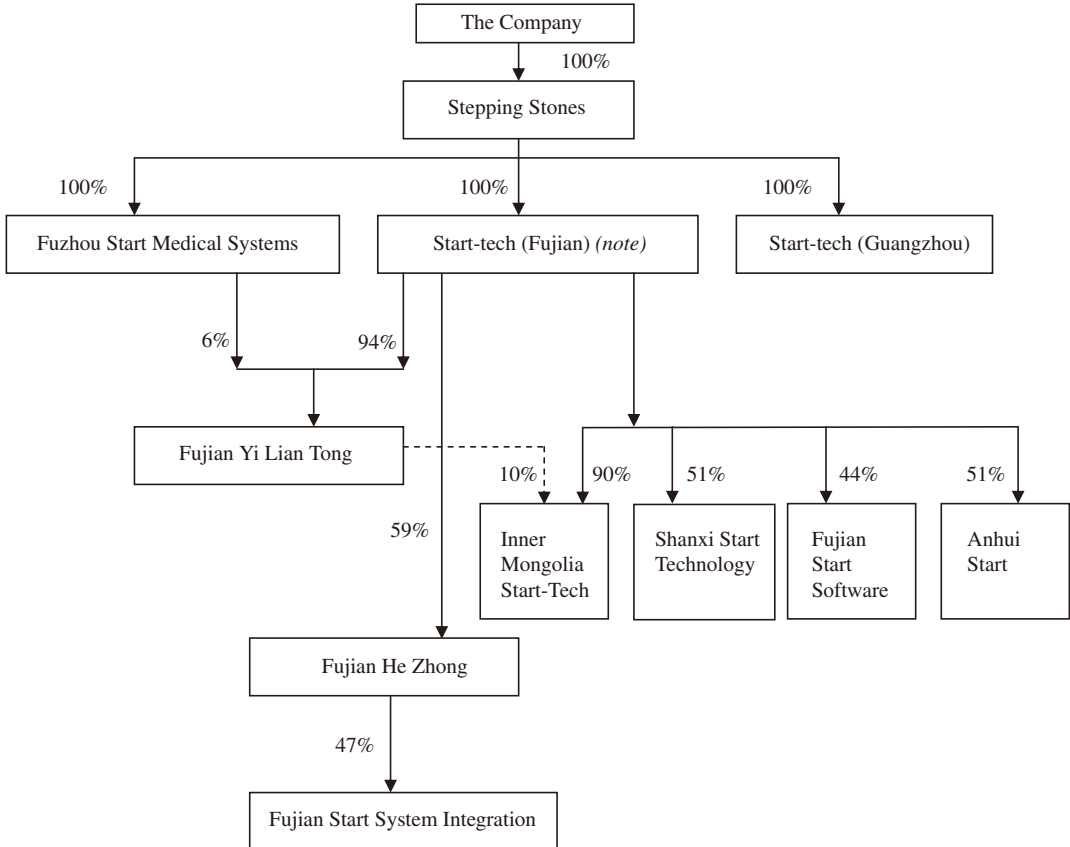
---

## LETTER FROM THE BOARD

---

### Corporate structure

As at the Latest Practicable Date, the simplified corporate structure of the Group showing the Group's interests in the SI Companies, together with their respective interests in other companies, is as follows:



*Note:* Start-tech (Fujian) is interested in 25% interests in Fujian Multi Language Translation Service Company Limited (“FMLT”). Before the completion of the Equity Transfer Agreement, such 25% interest in FMLT will be transferred to another wholly owned subsidiary of the Company.

### INFORMATION ON THE SI COMPANIES

*i. Start-tech (Fujian)*

Start-tech (Fujian) is a wholly foreign-owned enterprise established in the PRC on 14 July 2000, currently with a registered capital of HK\$47,800,000. Start-tech (Fujian) is principally engaged in the provision of software development and systems integration services. As at the Latest Practicable Date, Start-tech (Fujian) is wholly owned by Stepping Stones, an indirectly wholly owned subsidiary of the Company.

---

## LETTER FROM THE BOARD

---

The unaudited consolidated net profit/(loss) of Start-tech (Fujian) (prepared in accordance with Hong Kong GAAP) for the two years ended 31 December 2005 and for the six months ended 30 June 2006 are as follows:

	<b>For the year ended 31 December 2004</b>	<b>For the year ended 31 December 2005</b>	<b>For the six months 30 June 2006</b>
Net profit/(loss) (before taxation and extraordinary items)	HK\$799,000	HK\$(8,137,000)	HK\$1,381,000
Net profit/(loss) (after taxation and extraordinary items)	HK\$628,000	HK\$(8,903,000)	HK\$1,236,000

The unaudited consolidated net asset value of Start-tech (Fujian) (prepared in accordance with Hong Kong GAAP) as at 31 December 2004, 31 December 2005 and 30 June 2006 is approximately HK\$55,813,000, HK\$45,980,000 and HK\$34,681,000 respectively.

*ii. Fuzhou Start Medical Systems*

Fuzhou Start Medical Systems is a wholly foreign-owned enterprise established in the PRC on 19 December 2000, currently with a registered capital of RMB2,000,000 (equivalent to approximately HK\$1,923,077). Fuzhou Start Medical Systems is principally engaged in the provision of software development and systems integration services. As at the Latest Practicable Date, Fuzhou Start Medical Systems is wholly owned by Stepping Stones, an indirectly wholly owned subsidiary of the Company.

The unaudited net loss of Fuzhou Start Medical Systems (prepared in accordance with Hong Kong GAAP) for the two years ended 31 December 2005 and for the six months ended 30 June 2006 are as follows:

	<b>For the year ended 31 December 2004</b>	<b>For the year ended 31 December 2005</b>	<b>For the six months 30 June 2006</b>
Net (loss) (before taxation and extraordinary items)	HK\$(883,000)	HK\$(1,056,000)	HK\$(795,000)
Net (loss) (after taxation and extraordinary items)	HK\$(883,000)	HK\$(1,056,000)	HK\$(795,000)

The unaudited net asset value of Fuzhou Start Medical Systems (prepared in accordance with Hong Kong GAAP) as at 31 December 2004 and 31 December 2005 is approximately HK\$3,095,000 and HK\$2,104,000 respectively. The unaudited net liability of Fuzhou Start Medical Systems (prepared in accordance with Hong Kong GAAP) as at 30 June 2006 is approximately HK\$3,512,000.

---

## LETTER FROM THE BOARD

---

### iii. Start-tech (Guangzhou)

Start-tech (Guangzhou) is a wholly foreign-owned enterprise established in the PRC on 6 October 1998, currently with a registered capital of HK\$15,000,000. Start-tech (Guangzhou) is principally engaged in the provision of software development and systems integration services. As at the Latest Practicable Date, Start-tech (Guangzhou) is wholly owned by Stepping Stones, an indirectly wholly owned subsidiary of the Company.

The unaudited net loss of Start-tech (Guangzhou) (prepared in accordance with Hong Kong GAAP) for the two years ended 31 December 2005 and for the six months ended 30 June 2006 are as follows:

	For the year ended 31 December 2004	For the year ended 31 December 2005	For the six months 30 June 2006
Net (loss) (before taxation and extraordinary items)	HK\$(529,000)	HK\$(2,160,000)	HK\$(99,000)
Net (loss) (after taxation and extraordinary items)	HK\$(529,000)	HK\$(2,160,000)	HK\$(99,000)

The unaudited net liability of Start-tech (Guangzhou) (prepared in accordance with Hong Kong GAAP) as at 31 December 2004, 31 December 2005 and 30 June 2006 is approximately HK\$1,577,000, HK\$2,674,000 and HK\$7,483,000 respectively.

### REASONS FOR THE DISPOSAL

The Group is principally engaged in (i) the procurement, deployment and operation of automatic teller machines (“ATMs”) and the provision of maintenance and technical support services for ATMs and the development of valueadded services for ATMs in collaboration with commercial banks (such as utility payment and sale of air and train tickets by ATMs); 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 non-core businesses of the provision of software development and systems integration services of the Group are undertaken by the SI Companies. The Directors consider that the software development and systems integration businesses have faced increasing competition from local enterprises in the PRC where increasing numbers of governmental projects (which were the major source of income of the SI Companies) were undertaken by local enterprises in the PRC. The Directors believe that the Disposal represents a good opportunity for the Group to dispose of this business line at a reasonable price, thus enabling the Group to devote its resources to ATM related business which the Directors believe has with a higher potential growth rate.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Equity Transfer Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Shareholders as a whole.

---

## LETTER FROM THE BOARD

---

### FINANCIAL EFFECT OF THE DISPOSAL

After obtaining the approval from the relevant PRC governmental authority for the transfer of the SI Companies and the completion of the filing procedures with the State Administration for Industry and Commerce, the Company will no longer hold any shareholding interest in the SI Companies and therefore the SI Companies, together with their respective subsidiaries and/or associated companies as referred to in the simplified corporate structure of the Group under the paragraph headed “Corporate structure” above, will cease to be subsidiaries and/or associated companies of the Company.

Taking into account the Consideration received and to be received by the Company, the total assets of the Group will be reduced by HK\$110,833,000 and the total liabilities of the Group will be reduced by HK\$87,147,000 upon Completion. As such, the net assets of the Group will be reduced by HK\$9,356,000.

As the SI Companies did not generate substantial earnings to the Group, the Directors are of the opinion that the Disposal will not have any material adverse effect on the earnings of the Group.

It is expected that the Group will record a book loss of approximately HK\$9,356,000 as a result of the Disposal which represents the difference between the Consideration (being HK\$14,330,000) and the aggregate unaudited net asset value of the SI Companies (being approximately HK\$23,686,000) as at 30 June 2006.

The Company intended to use the net proceeds from the Disposal as general working capital of the Group.

### RECOMMENDATION

The Directors consider that the terms of the Equity Transfer Agreement are fair and reasonable to the Company and in the interests of the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution at the SGM.

### SGM

Since the applicable percentage ratios are more than 25% but less than 75%, the Disposal constitutes a major transaction for the Company and is subject to approval by Shareholders pursuant to Rule 14.40 of the Listing Rules. The Company has confirmed with the Purchaser that none of the Purchaser nor any of its associates (as defined in the Listing Rules) is holding any shares in the Company. As such, no Shareholder is required to abstain from voting at the SGM.

---

## LETTER FROM THE BOARD

---

The SGM will be held at 10:00 a.m. on Monday, 26 February 2007 at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, Hong Kong to consider and, if thought fit, approve the Disposal. A notice of the SGM is set out on pages 24 to 25 of this circular. A form of proxy for use at the SGM is also enclosed. If you are not able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

### PROCEDURES TO DEMAND A POLL AT GENERAL MEETING

Pursuant to Bye-law 73 of the bye-laws of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of such meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

### ADDITIONAL INFORMATION

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

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

**INDEBTEDNESS**

As at 31 December 2006 (being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular), the Group had outstanding bank borrowings of approximately HK\$65,731,000, comprising secured bank overdraft of approximately HK\$14,828,000, secured trust receipt loan of approximately HK\$30,903,000 and unsecured bank loans of approximately of HK\$20,000,000. As at 31 December 2006, the Group had banking facilities of HK\$87,000,000, of which HK\$67,000,000 was secured by the following:

- (i) mortgages over the Group's investment properties with an aggregate unaudited carrying value of HK\$8,350,000 as at 31 December 2006;
- (ii) first second legal charges over the Group's land and buildings held for own use with an aggregate unaudited carrying value of HK\$5,642,000 as at 31 December 2006.
- (iii) a charge over the Group's fixed deposits with banks of HK\$17,516,000;
- (iv) corporate guarantee given by the Company.

The banking facilities were utilised to the extent of HK\$75,071,000 at 31 December 2006.

Certain land and buildings held for own use of the Group with an aggregate unaudited carrying value of HK\$5,642,000 at 31 December 2006 were pledged as a first legal charge and corporate guarantee of the Company was given as security for banking facilities amounting to HK\$6,000,000 granted to a subsidiary of a former related company. As at 31 December 2006, the amount of the facilities utilised was HK\$5,984,000.

As at 31 December 2006, the Group had obligation under finance leases amounting to HK\$1,126,000 and contingent liabilities in connection with performance bonds for suppliers amounting to HK\$5,148,000.

Save as disclosed above, the Group did not have any outstanding debt securities, term loans (whether guaranteed, unguaranteed, secured or unsecured) mortgages, charges, debentures, loan capital and overdraft or other similar indebtedness, finance leases or hire purchase commitment, liabilities under acceptances or acceptance credits or any guarantees or other material contingent liabilities as at the close of business on 31 December 2006.

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the indebtedness position of the Company since 31 December 2006, being the latest practicable date for the purpose of the indebtedness statement prior to the printing of this circular.

**MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2005, being the date to which the latest published audited financial statements of the Group were made up.

**WORKING CAPITAL STATEMENT**

Taking into account the financial resources available to the Group including the net proceeds from the Disposal, the available banking facilities and internally generated funds, the Directors are of the opinion that the Group has sufficient working capital for its present requirements for the next 12 months from the date of this circular.

**FINANCIAL AND TRADING PROSPECTS**

The Group will continue to reorganise its existing business by means of strategic resources allocation and will concentrate its resources on its finance e-payment business development in the coming time. It is the Group's strategy to become a leading ATM independent service provider (ISO) in the PRC. The Board believes that with the proceeds of the subscription shares issued to Customers Asia Limited (as mentioned in the Company's announcement dated 23 November 2006), a drawdown of a convertible loan (as mentioned in the Company's announcement dated 10 January 2007) which amounts to approximately HK\$117,210,000 and the proceeds from the Disposal, the Group's cash position and other financial aspects will be improved.



**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:

<b>Name</b>	<b>Name of company</b>	<b>Capacity</b>	<b>Number and class of securities (note 1)</b>	<b>Approximate percentage of interest</b>
Sze Wai, Marco	The Company	Interest of controlled corporation (note 2)	264,869,906 ordinary Shares (L)	19.36
	The Company	Beneficial owner	4,500,000 ordinary Shares (L) (note 3)	0.33
Chu Chi Shing	The Company	Beneficial owner	4,500,000 ordinary Shares (L) (note 3)	0.33

Name	Name of company	Capacity	Number and class of securities (note 1)	Approximate percentage of interest
Song Jing Sheng	The Company	Beneficial owner	43,800,000 ordinary Shares (L) (note 4)	3.20
	The Company	Beneficial owner	2,000,000 ordinary Shares (L) (note 3)	0.14
Robert Kenneth Gaunt	The Company	Interest of controlled corporation (note 5)	1,700,000 ordinary Shares (L)	0.12
Wong Po Yan	The Company	Beneficial owner	1,000,000 ordinary Shares (L) (note 3)	0.07
Mao Zhenhua	The Company	Beneficial owner	1,000,000 ordinary Shares (L) (note 3)	0.07
Chong Yiu Kan, Sherman	The Company	Beneficial owner	1,000,000 ordinary Shares (L) (note 3)	0.07

*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, a company wholly owned by Sze Wai, Marco.
3. These Shares were the shares which would be allotted and issued upon exercise in full of the options granted to such Director under the share option schemes of the Company.
4. Included in these Shares were (i) 37,800,000 issued Shares and (ii) 6,000,000 Shares which would fall to be allotted and issued pursuant to the exercise of the subscription rights attaching to the unlisted warrants issued to him by the Company.
5. 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.
- (c) As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any asset which have been, since 31 December 2005, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.
- (d) As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group since 31 December 2005, being the date to which the latest published audited financial statements of the Group were made up, and which was significant in relation to the business of the Group.

## 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:

<b>Name of Shareholder</b>	<b>Number of ordinary Shares (note 1)</b>	<b>Capacity</b>	<b>Approximate percentage of interest</b>
Leading Value Industrial Limited (note 2)	264,869,906 (L)	Beneficial owner	19.36
Customers Asia Limited	450,000,000 (L)	Beneficial owner (note 3)	32.90
Customers Limited	450,000,000 (L)	Interest of controlled corporation (note 3)	32.90
FCP Brencorp Limited	450,000,000 (L)	Interest of controlled corporation (note 3)	32.90
FCP Direct Investments Limited	450,000,000 (L)	Interest of controlled corporation (notes 3 and 4)	32.90
First Capital Partners Offshore Limited	450,000,000 (L)	Interest of controlled corporation (notes 3 and 4)	32.90
Andrew Wyles Waters	450,000,000 (L)	Interest of controlled corporation (notes 3 and 4)	32.90
Brencorp No. 12 Pty Ltd	450,000,000 (L)	Interest of controlled corporation (notes 3 and 5)	32.90

<b>Name of Shareholder</b>	<b>Number of ordinary shares (note 1)</b>	<b>Capacity</b>	<b>Approximate percentage of interest</b>
Brencorp Holdings Pty Ltd	450,000,000 (L)	Interest of controlled corporation (notes 3 and 5)	32.90
Brencorp Pty Ltd	450,000,000 (L)	Interest of controlled corporation (notes 3 and 5)	32.90
Peter Darnian Scanlon	450,000,000 (L)	Interest of controlled corporation (notes 3 and 5)	32.90
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. Leading Value Industrial Limited is a company wholly owned by Sze Wai, Marco, who is an executive Director.
3. Customers Asia Limited is owned as to 50% by Customers Limited and FCP Brencorp Limited each. Customers Limited is a company whose shares are listed on the Australian Stock Exchange. FCP Brencorp Limited is owned as to 50% each by Brencorp No.12 Pty Ltd and FCP Direct Investments Limited.
4. FCP Direct Investments Limited is wholly owned by First Capital Partners Offshore Limited, a company wholly owned by Andrew Wyles Waters.
5. Brencorp No.12 Pty Ltd is wholly owned by Brencorp Holdings Pty Ltd, a company wholly owned by Brencorp Pty Ltd which is in turn 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 (not being a member of the Group) 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 other members of the Group:

Name of subsidiary	Name of entity	Approximate percentage
Anhui Start Technology & System Integration Company Limited	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.

#### 4. 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.

#### 5. 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.

#### 6. COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and his associates (as defined in the Listing Rules) has any interests in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the Group's business.

## 7. MATERIAL CONTRACTS

During the two years immediately preceding the date of this circular, the following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Group and are or may be material:

- (a) an equity transfer agreement dated 17 February 2005 and entered into between Star Gain Holdings Limited (“**Star Gain**”) and Stepping Stones in relation to the acquisition by Stepping Stones of 12.2% in Start-tech (Fujian) at a consideration of HK\$9,000,000;
- (b) a sale and purchase agreement dated 29 March 2005 and entered into between the Company and two independent third parties in relation to the acquisition by the Company of 30% direct or indirect interests in 龍騰科技有限公司 (Loten Technology Co., Ltd.) (“**Loten Technology**”), at a consideration of RMB50,000,000 (equivalent to approximately HK\$47,170,000);
- (c) an equity transfer agreement dated 2 May 2005 and entered into between the Company (as vendor) and Smart Eastern International Limited (as purchaser) in relation to the disposal of the Group’s entire interests in Fuqing Fujie Plastics Co., Ltd., Fuzhou Roong Thavorn Plastics Co., Ltd., Wuhan Fujie Plastics Co., Ltd. and Chatex Investment Limited at an aggregate consideration of RMB33,800,000;
- (d) a conditional sale and purchase agreement dated 6 December 2005 pursuant to which the Company has agreed to acquire 70% interests in Loten Technology and 北京太陽先鋒科技有限公司 (Beijing Sun Leader Technology Co., Ltd.), the details of which are set out in the announcement of the Company dated 6 December 2005;
- (e) an underwriting agreement (“**Underwriting Agreement**”) dated 9 January 2006 entered into between the Company and Leading Value Industrial Limited, a company incorporated in the British Virgin Islands with limited liability and wholly and beneficially owned by Mr. Sze Wai, Marco, an executive Director, in relation to a rights issue (“**Rights Issue**”), the details of which are set out in the circular of the Company dated 7 March 2006;
- (f) a supplemental agreement dated 15 February 2006 to the Underwriting Agreement whereby certain dates set out in the Underwriting Agreement in relation to the Rights Issue were postponed;
- (g) an agreement dated 23 November 2006 and entered into between S&D Holdings Group Limited, Futart Industry Company Limited, a wholly owned subsidiary of the Company, and the Company for the sale and purchase of 32.8% of the entire issued share capital of SJTU Sunway Software Industry Limited, details of which are set out in the circular of the Company dated 22 December 2006;

- (h) a subscription agreement dated 14 November 2006 between the Company and Customers Asia Limited (“**Customers**”) in relation to the subscription of 210,000,000 Shares at a subscription price of HK\$0.261 per Share as amended and supplemented by a supplemental agreement dated 21 November 2006, details of which are set out in the announcement of the Company dated 22 November 2006;
- (i) a convertible loan agreement dated 14 November 2006 entered into between Customers as the lender and the Company as the borrower in relation to a loan in the principal amount of HK\$62,400,000 (as supplemented by a supplemental deed dated 10 January 2007); and
- (j) the Equity Transfer Agreement.

## 8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at 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 during normal business hours from 9 February 2007 up to and including the date of the SGM:

- (a) the Company’s memorandum of association and bye-laws of the Company;
- (b) the material contracts as referred to in paragraph 7 in this appendix;
- (c) the annual report of the Group for each of the two financial years ended 31 December 2005;
- (d) the circular of the Company dated 22 December 2006 in relation to the agreement dated 23 November 2006 and entered into between S&D Holdings Group Limited, Futart Industry Company Limited, a wholly owned subsidiary of the Company and the Company for the sale and purchase of 64,355,828 of HK\$0.01 each in the share capital of SJTU Sunway Software Industry Limited; and
- (e) the circular of the Company dated 26 January 2007 in relation to, among other matters, the Loan Agreement.

## 9. 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 Association of Chartered 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.

**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 IS HEREBY GIVEN** that the special general meeting of FinTronics Holdings Company Limited (“Company”) will be held on Monday, 26 February 2007 at 10:00 a.m. at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the equity transfer agreement (“**Equity Transfer Agreement**”) entered into between Stepping Stones Limited (a wholly owned subsidiary of the Company) and Smart Hero (HK) Investment Development Limited dated 19 January 2007, in relation to the disposal of 100% interests in each of 實達科技(福建)軟件系統集團有限公司 (Start-tech (Fujian) Software and System Co., Ltd.), 福州實達醫療系統有限公司 (Fuzhou Start Medical Systems Co., Ltd.) and 實達科技(廣州)醫療系統有限公司 (Start-tech (Guangzhou) Medical Systems Co., Ltd.) (collectively, “**SI Companies**”) together with the interests in other companies held by each of the SI Companies respectively, by Stepping Stones Limited to Smart Hero (HK) Investment Development Limited (a copy of the Equity Transfer Agreement has been produced to this meeting and marked “**A**” and initialled by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified; and
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Equity Transfer Agreement or any of the transactions contemplated thereby and all matters incidental thereto in connection

\* for identification purpose only

---

## NOTICE OF SGM

---

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.”

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

Hong Kong, 9 February 2007

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

Units 2003 and 2005  
20th Floor, Great Eagle Centre  
23 Harbour Road  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the above meeting 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.

*As at the date hereof, 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 Tan Shu Jiang as executive Directors, Zee Zin Yee as non-executive Director and Wong Po Yan, Mao Zhenhua and Chong Yiu Kan, Sherman as independent non-executive Directors.*