

# 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 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 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 of 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 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.*

*For identification purpose only*

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