

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, 2 November 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:

- (a) the sale and purchase agreement (“**Sale and Purchase Agreement**”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) dated 10 September 2007 entered into between the Company, SUT Co., Limited and 天津金勛章科技產業有限公司 (unofficially translated as Tianjin Gold Medal Technology Industry Co., Ltd.) in relation to the acquisition (“**Acquisition**”) of 中聯科技(天津)有限公司 (Sino-US Technologies (Tianjin) Co., Ltd.) and all the transactions contemplated thereunder be and are hereby approved;
- (b) subject to completion of the Acquisition, the allotment and issue of the Consideration Shares (as defined and detailed in the circular of the Company dated 9 October 2007 (“**Circular**”)) and the Additional Shares (as defined and detailed in the Circular) on and subject to the terms of the Sale and Purchase Agreement be and is hereby approved;
- (c) subject to completion of the Acquisition, the creation and issue of the Bonds (as defined and detailed in the Circular) on and subject to the terms of the Sale and Purchase Agreement be and is hereby approved and the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue such number of new Shares (as such term is defined in the draft deed poll constituting the Bonds attached to the Sale and Purchase Agreement) as may be allotted and issued upon the exercise of conversion rights to be attached to the Bonds; and

(d) the 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 consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition, the creation of the Bonds and the allotment and issue of the Consideration Shares, the shares fall to be allotted and issued upon exercise of the conversion rights to be attached to the Bonds and the Additional Shares or any of the transactions contemplated under the Sale and Purchase Agreement and to make such variation, amendment and waiver of any matters relating thereto or in connection therewith that are in the opinion of the Directors not of a material nature and are in the interests of the Company.”

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

Hong Kong, 9 October 2007

* *for identification purpose only*

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

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, Tricor 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, Tan Shu Jiang and Song Jing Sheng 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.