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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**FinTronics**

**银创控股**

**FINTRONICS HOLDINGS COMPANY LIMITED**

**銀創控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(stock code: 706)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Tuesday, 18 June 2013 is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company’s branch registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

19 April 2013

\* *for identification purposes only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                           |   |
|---------------------------|---|
| “Annual General Meeting”  | the annual general meeting of the Company convened to be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Tuesday, 18 June 2013, notice of which is set out on pages 14 to 17 of this circular, and any adjournment thereof   |
| “Board”                   | the board of Directors  |
| “Bye-laws”                | the bye-laws of the Company, as amended 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   |
| “Companies Act”           | the Companies Act 1981 of Bermuda   |
| “Director(s)”             | director(s) of the Company  |
| “Extension Mandate”       | a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate  |
| “General Mandate”         | a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting |
| “Group”                   | the Company and its subsidiaries  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC  |
| “Latest Practicable Date” | 15 April 2013, 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  |

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## DEFINITIONS

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|----------------------|--|
| “Repurchase Mandate” | a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting |
| “SFO”                | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Share(s)”           | ordinary share(s) of HK\$0.10 each in the capital of the Company   |
| “Shareholder(s)”     | holder(s) of the Share(s)  |
| “Stock Exchange”     | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”     | the Hong Kong Code on Takeovers and Mergers  |
| “HK\$”               | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                  | per cent.  |

**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*)

Mao Zhenhua

Tan Shu Jiang

Shentu Jun

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent non-executive Directors:*

Chong Yiu Kan, Sherman

Chan Ming Sun, Jonathan

Lai Yi Wing

*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

19 April 2013

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and (ii) the re-election of Directors will be proposed.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is accordingly prepared for such purpose.

### **2. GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

By an ordinary resolution passed at the annual general meeting of the Company on 28 June 2012, the Directors were granted a general mandate to repurchase the Shares and a general mandate to allot, issue and deal with the Shares. These mandates will expire at the conclusion of the forthcoming Annual General Meeting. At the Annual General Meeting, the following resolutions (among other matters) will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate so as to increase the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,138,084,922 Shares. Subject to the passing of the proposed resolution for the grant of the General Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the maximum number of new Shares to be issued under the General Mandate is 427,616,984 Shares.

Each of the General Mandate and the Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) the end of the period within which the Company is required by the Companies Act or the Bye-laws to hold its next annual general meeting; or (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the Annual General Meeting.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 111(A) of the Bye-laws, each of Mr. Sze Wai, Marco and Mr. Tan Shu Jiang will retire at the Annual General Meeting. Further, pursuant to Bye-law 115 of the Bye-laws, the office of each of Mr. Shentu Jun, Mr. Chan Ming Sun, Jonathan and Mr. Lai Yip Wing will end at the Annual General Meeting. Each of Mr. Sze Wai, Marco, Mr. Tan Shu Jiang, Mr. Shentu Jun, Mr. Chan Ming Sun, Jonathan and Mr. Lai Yip Wing will, being eligible, offer himself for re-election at the Annual General Meeting.

Each of Mr. Chan Ming Sun Jonathan and Mr. Lai Yip Wing does not have any management role in the Group and save as disclosed in Appendix II to this circular, he has no relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company. At all times during the period of their directorship, each of Mr. Chan and Mr. Lai has properly discharged his duties and responsibilities as an independent non-executive Director and has made positive contribution to the development of the Company through independent, constructive and informed comments. In addition, the Company received from each of Mr. Chan and Mr. Lai a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. In this regard, for the purpose of Code Provision A.5.5 of Appendix 14 to the Listing Rules, the Board is satisfied that each of Mr. Chan Ming Sun Jonathan and Mr. Lai Yip Wing is a person of integrity and stature and believes that their re-appointment allows the Board as well as the Group to continuously benefit from the sharing of their invaluable experience, contribution and participation. Therefore, the Board recommended the re-appointment and re-election of each of Mr. Chan Ming Sun Jonathan and Mr. Lai Yip Wing as an independent non-executive Director in the Annual General Meeting.

Brief biographical details of the Directors offered themselves for re-election are set out in Appendix II to this circular.

### 4. ACTIONS TO BE TAKEN

Set out on pages 14 to 17 of this circular is a notice convening the Annual General Meeting at which resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

You will find enclosed with this circular a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

Separate resolutions will put forward at the AGM for the re-election of Mr. Sze Wai, Marco, Mr. Tan Shu Jiang, Mr. Shentu Jun, Mr. Chan Ming Sun, Jonathan and Mr. Lai Yip Wing.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors consider that the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the general meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The chairman of the Annual General Meeting would explain the detailed procedure for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her name in the register of Shareholders. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes in the same manner.

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



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,138,084,922 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 213,808,492 Shares.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position as at 31 December 2012. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group.

**5. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable date were as follows:

|   | <b>Highest</b> | <b>Lowest</b> |
|---|----------------|---------------|
|   | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2012</b>                               |                |               |
| April                                     | 0.122          | 0.112         |
| May                                       | 0.120          | 0.110         |
| June                                      | 0.122          | 0.109         |
| July                                      | 0.110          | 0.095         |
| August                                    | 0.112          | 0.095         |
| September                                 | 0.235          | 0.096         |
| October                                   | 0.178          | 0.135         |
| November                                  | 0.175          | 0.144         |
| December                                  | 0.198          | 0.160         |
| <b>2013</b>                               |                |               |
| January                                   | 0.196          | 0.165         |
| February                                  | 0.200          | 0.175         |
| March                                     | 0.210          | 0.154         |
| April (up to the Latest Practicable Date) | 0.154          | 0.130         |

**6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the securities in the Company if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda and the regulations set out in the memorandum of association of the Company and the Bye-laws.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Leading Value Industrial Limited (“**Leading Value**”) and Global Prize Limited (“**Global Prize**”) (which are, in turn, solely owned by Mr. Sze Wai, Marco, the chairman of the Company) held 476,909,906 Shares representing approximately 22.31% of the issued share capital of the Company. On the basis of 2,138,084,922 Shares in issue as at the Latest Practicable Date and assuming no further issue nor repurchase of Shares prior to the date of the Annual General Meeting, and that Leading Value would not dispose of their respective Shares or acquire additional Shares, if the Repurchase Mandate were exercised in full, the percentage shareholding of Leading Value would increase to approximately 24.78%. The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in less than 25% of the Shares being held by the public.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

#### **7. SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

**PARTICULARS OF DIRECTORS FOR RE-ELECTION**

The biographical details of the Directors offered themselves for re-election at the Annual General Meeting are set out below:

**EXECUTIVE DIRECTORS****Mr. Sze Wai, Marco**

Mr. Sze, aged 47, is the Chairman and the Chief Executive Officer of the Company. He joined the Group in February 2001. Mr. Sze has over 21 years of experience in investing in Hong Kong and China. His investment interests cover various sectors including information technology, industrial, property investment and development, transportation and trading. He is responsible for formulating the Group's business strategies. Save as disclosed, Mr. Sze had not held any directorship in public listed companies or other major appointment in the last three years.

Mr. Sze has entered into a service contract which is of a continuous term with the Company and each party may terminate the service contract by giving the other party not less than three months' written notice. He is entitled to an annual director's fee of HK\$1,200,000 and an annual housing allowance of HK\$1,500,000 which are determined based on the duties and responsibility of Mr. Sze in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Sze for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Apart from being an executive Director, the Chief Executive Officer and the Chairman of the Company, Mr. Sze is also the director of all subsidiaries of the Company. Mr. Sze is the sole shareholder and director of Leading Value Industrial Limited, a substantial shareholder of the Company. Save as disclosed, Mr. Sze does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sze was interested in 479,409,906 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Sze as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

**Mr. Tan Shu Jiang**

Mr. Tan, aged 44, is an executive Director. He holds a Bachelor Degree of German Language from Shanghai International Studies University (上海外國語大學). Mr. Tan has over 16 years of experience in the sales and marketing, technical and general management in the information technology businesses. Save as disclosed, Mr. Tan had not held any directorship in public listed companies or other major appointment in the last three years.

Mr. Tan has entered into a service contract with no fixed term with the Company and each party may terminate the service contract by giving the other party not less than three months' written notice. He is entitled to an annual director's fee of HK\$720,000 which is determined based on the duties and responsibility of Mr. Tan in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Tan for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Apart from being an executive Director, Mr. Tan does not hold any position in the Company or any subsidiary of the Company. Mr. Tan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tan was interested in 4,000,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Tan as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

#### **Mr. Shentu Jun**

Mr. Shentu Jun, aged 49, is an executive Director. He is currently also a managing director of China Chengxin Financial Consultancy Co., Ltd., which is a company controlled by Mr. Mao Zhenhua. He completed a bachelor degree in Economics at Renmin University of China, majoring in production distribution, in 1985 and obtained an Executive Master of Business Administration at China Europe International Business School ("CEIBS") in 2001. Mr. Shentu has been engaging in investment business for 19 years, with experience in various IPOs, restructuring for listing, corporate bond issuance, merger and acquisition of listed issuers in the People's Republic of China ("PRC") stock markets. Mr. Shentu is also currently the director of CEIBS Finance Club and the vice president of CEIBS Environmental Alumni Association.

Mr. Shentu did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr. Shentu does not hold any position in the Company or any subsidiary of the Company and he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Shentu has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Shentu has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$720,000 which was determined based on the duties and responsibility of Mr. Shentu in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Shentu for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Shentu as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Chan Ming Sun, Jonathan**

Mr. Chan Ming Sun, Jonathan, aged 40, is an independent non-executive Director. He graduated from the University of New South Wales, Australia with a Bachelor of Commerce degree in Accounting and Computer Information Systems. Mr. Chan is both member of the Hong Kong Institute of Certified Public Accountants and Certified Practising Accountants, Australia. He has extensive working experience in accounting, investment and corporate finance. Mr. Chan worked in an international accounting firm for about five years and currently, he is an associate director of Go-To-Asia Investment Limited.

Mr. Chan is also an independent non-executive director of Xiang Yu Dredging Holdings Limited (Stock code: 871), Hao Tin Resources Group Limited (Stock code: 474) and Shenyang Public Utility Holdings Company Limited (Stock code: 747), whose securities are listed on the main board of The Stock Exchange of Hong Kong Limited (The "Stock Exchange"), and of the China Data Broadcasting Holdings Limited (Stock code: 8016), whose securities are listed on the growth enterprise market of the Stock Exchange. He was also an independent non-executive director of Capital VC Limited (Stock code: 2324), a company whose securities are listed on the main board of The Stock Exchange, between August 2004 and April 2012.

Save as disclosed above, Mr. Chan did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr. Chan does not hold any position in the Company or any subsidiary of the Company and he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Chan has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Chan has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr. Chan in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Chan for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Chan as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

**Mr. Lai Yip Wing**

Mr. Lai Yip Wing, aged 59, is an independent non-executive Director. He is an Associate member of The Chartered Institute of Bankers and holds a master degree in History from the Chinese University of Hong Kong. He is renowned as an experienced banker in the Asia-Pacific capital market. Mr. Lai was previously a managing director of Calyon, an executive director of Manufacturers Hanover Asia and head of Hong Kong Bond Business of BNP Paribas. He is also the co-founder of Oakreed Financial Services Limited.

Save as disclosed above, Mr. Lai did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr. Lai does not hold any position in the Company or any subsidiary of the Company and he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Lai has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Lai has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr. Lai in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Lai for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there are no other matters or information relating to the re-election of Mr. Lai as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

---

# **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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of FinTronics Holdings Company Limited (“**Company**”) will be held at Unit 2402, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Tuesday, 18 June 2013 to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2012.
2. To re-elect the directors (each as a separate resolution) and to authorise the board of directors to fix directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

and as special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

4. (A) **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with new or additional shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company, and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

\* for identification purposes only



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(c) the aggregate nominal amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or

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expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“THAT** conditional on the passing of resolution numbered 4(B) above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4(A) above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate

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nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

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

Hong Kong, 19 April 2013

As at the date of this notice, the board of Directors comprised the following Directors:

*Executive Directors*

Sze Wai, Marco (*Chairman*)  
Mao Zhenhua  
Tan Shu Jiang  
Shentu Jun

*Independent non-executive Directors*

Chong Yiu Kan, Sherman  
Chan Ming Sun, Jonathan  
Lai Yip Wing

*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 AGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrars, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.