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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)

**DISCLOSEABLE TRANSACTION:
ACQUISITION OF TIANJIN ATM COMPANY
AND
RESUMPTION OF TRADING**

SALE AND PURCHASE AGREEMENT

On 10 September 2007, the Company entered into the Sale and Purchase Agreement with the Vendors, pursuant to which the Vendors conditionally agreed to sell, and the Company conditionally agreed to purchase, 100% interests in Tianjin ATM Company. The Purchase Price is to be satisfied by the Company (i) as to HK\$100,000,000 in cash, (ii) as to HK\$50,000,000 by the issue of the Bonds and (iii) as to HK\$23,079,000 by the allotment and issue of 46,158,000 Consideration Shares.

The Acquisition constitutes a discloseable transaction for the Company under the Listing Rules and is conditional upon, among other conditions referred to below, the obtaining of the Shareholders' approval for the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares and the creation of the Bonds. A circular containing, among other matters, further details of the Acquisition and the notice of the SGM will be despatched to the Shareholders as soon as practicable.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Main Board of the Stock Exchange was suspended with effect from 2:38 p.m. on 10 September 2007 pending the release of this announcement. Application for the resumption of trading in the Shares on the Main Board of the Stock Exchange with effect from 9:30 a.m. on 19 September 2007 has been made by the Company.

SALE AND PURCHASE AGREEMENT

Date: 10 September 2007

Parties: Vendors: (a) HK Vendor (as one of the vendors), who owned 75% interests in Tianjin ATM Company as at the date of the Sale and Purchase Agreement.

(b) PRC Vendor (as one of the vendors), who owned 25% interests in Tianjin ATM Company as at the date of the Sale and Purchase Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, (i) each of HK Vendor and PRC vendor is an investment holding company and (ii) each of the Vendors and their respectively ultimate beneficial owners is an Independent Third Party.

Purchaser: the Company (as purchaser)

Subject matter of the Sale and Purchase Agreement

Pursuant to the Sale and Purchase Agreement, the Vendors conditionally agreed to sell, and the Company conditionally agreed to purchase, 100% interests in Tianjin ATM Company.

There is no restriction which apply to the subsequent sale of such interests in the Sale and Purchase Agreement.

Information of Tianjin ATM Company

Tianjin ATM Company is a sino-foreign equity joint venture established in the PRC on 10 June 1993 with a registered capital of US\$5,000,000, all of which are fully paid up. Tianjin ATM Company is an independent ATM operator whose principal business operation is similar to that of the Group which include the procurement, deployment and operation of ATMs and the provision of maintenance and technical support services for ATMs and the development of value-added services for ATMs in collaboration with commercial banks in the PRC. As at 31 July 2007, Tianjin ATM Company has deployed around 360 ATMs in the regions of Tianjin, Dalian, Shanghai, Hangzhou and Beijing.

As at 31 December 2005 and 31 December 2006, the audited net asset value (under the PRC GAAP) of Tianjin ATM Company was approximately RMB15,080,000 and RMB11,347,000 respectively.

The audited net loss (under the PRC GAAP) of Tianjin ATM Company for the two years ended 31 December 2006 are as follows:

| | For the year ended 31 December 2005 | For the year ended 31 December 2006 |
|---|--|--|
| Net loss (before taxation and extraordinary items) | RMB810,000 | RMB3,733,000 |
| Net loss (after taxation and extraordinary items) | RMB810,000 | RMB3,733,000 |

Conditions

Completion of the Sale and Purchase Agreement is subject to the fulfillment of the following conditions:

- (a) the Listing Committee of the Stock Exchange having granted or having agreed to grant the listing of, and permission to deal in, the Consideration Shares, the Conversion Shares and the Additional Shares;
- (b) the approval by the Shareholders of the Sale and Purchaser Agreement and the transactions contemplated hereby (including but not limited to the creation of the Bonds and the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares) at the SGM;
- (c) the Company having confirmed to the Vendors (i) within the 60 days after the date of the Sale and Purchase Agreement (“**Due Diligence Period**”); or (ii) where the Purchaser gives the Vendors a notice to rectify breach of any of the warranties pursuant to the Sale and Purchase Agreement, the 15th business day after the last day of the Due Diligence Period; or (iii) such other longer period as the parties to the Sale and Purchase Agreement may agree, that it is satisfied with the results of the due diligence review;
- (d) approvals by the Administrative Committee of Tianjin Economic and Technological Development Zone and (where applicable) the competent counterpart of the Ministry of Commerce on the transfer of the 100% interest in Tianjin ATM Company to the Group having been obtained/completed;
- (e) the Purchaser being satisfied that, from the date of the Sale and Purchase Agreement to Completion, there has not been any change which has a material and adverse effect on the financial position, business (including the Business) or property, results of operations, prospects of the Company.

The Company may at its absolute discretion at any time waive (in whole or in part) in writing conditions (c) and (e) above. At present, the Company does not intend to waive any of the conditions above.

If the above conditions are not fulfilled or waived on or before the six months after the date of the Sale and Purchase Agreement, the Sale and Purchase Agreement shall lapse and be of no further effect, and no party thereto shall have any claim against or liability to the other parties, save in respect of any antecedent breaches of the Sale and Purchase Agreement.

Completion

Completion shall take place on the third business day after the fulfillment (or waiver) of the last of the conditions referred to above or such other date as the parties hereto shall agree in writing.

Consideration

The aggregate Purchase Price shall be HK\$173,079,000, of which HK\$129,809,250 is payable to HK Vendor and HK\$43,269,750 is payable to PRC Vendor in consideration for their 75% and 25% interests in Tianjin ATM Company respectively.

The portion of the Purchase Price of HK\$43,269,750 payable to PRC Vendor shall be solely satisfied in cash. The portion of the Purchase Price payable to HK Vendor shall be satisfied by the Company (i) as to HK\$56,730,250 in cash, (ii) as to HK\$50,000,000 by the issue of the Bonds and (iii) as to HK\$23,079,000 by the allotment and issue of 46,158,000 Consideration Shares at an issue price of HK\$0.50 each. The Group will finance the cash consideration by its internal resources.

The issue price per Consideration Share represents:

- (i) a premium of approximately 20.5% over the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 7 September 2007, being the Last Trading Day;
- (ii) a premium of approximately 19.6% over the average closing price of approximately HK\$0.418 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and
- (iii) a premium of approximately 16.3% over the closing price of the Shares on 10 September 2007 (being the date on which suspension of trading of Shares took place at 2:38 p.m.) (i.e. HK\$0.43).

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares, the Conversion Shares and the Additional Shares.

On the business day immediately after the day on which all conditions precedent to the Completion are satisfied, the Company shall deposit HK\$100,000,000 in an interest-bearing account opened in Hong Kong, the beneficiary of which is the Company and which may only be operated under the joint instructions of a representative of the Company and a representative of HK Vendor (“**Nominated Bank Account**”). Any interest accrued on the deposit of HK\$100,000,000 in the Nominated Bank Account shall belong to the Company.

Subject to the due registration of the relevant Group member as the sole investor of Tianjin ATM Company at the relevant PRC governmental authorities (“**Due Registration**”), the Purchase Price shall be satisfied by the Company in the following manner:

- (a) as to HK\$100,000,000, the Company shall, on the business day on which the written evidence in respect of the Due Registration is produced to the Company by the Vendors before 3:00 p.m. on such business day or where written evidence in respect of the Due Registration is produced to the Company by the Vendors after 3:00 p.m. on a business day, on the business day immediately after the business day on which such written evidence is produced to the Company, instruct its representative to take all necessary action to release such sum in the Nominated Bank Account to the Vendors;
- (b) as to HK\$50,000,000, the Company shall, within three business days after the written evidence in respect of the Due Registration is produced to the Company, issue to HK Vendor the Bonds; and
- (c) as to HK\$23,079,000, the Company shall, within three business days after the business day on which the written evidence in respect of the Due Registration is produced to the Company, allot and issue to HK Vendor 46,158,000 Consideration Shares, credited as fully paid, at an issue price of HK\$0.50 per Consideration Share.

If the Due Registration is not completed within three months after all conditions precedent to the Completion are satisfied or six months from the date of the Sale and Purchase Agreement, whichever is the later, the Company and the Vendors shall (i) release all sum standing to the credit of the Nominated Bank Account to the Company; and (ii) take such necessary action to the effect that the entire registered capital of Tianjin ATM Company will be owned by the Vendors but not the Group.

Basis of consideration

The Purchase Price was determined after arm’s length negotiation between the Vendors and the Company and on normal commercial terms. The Group’s mission is to become the largest independent ATM operator in the PRC. In addition to organic growth, the Group has been looking for opportunity to acquire other independent ATM operators having sizeable operations and experience and reputation in ATM business in order to further increase its market share in the PRC and to capture the expected growth of demand in banking services. The Directors considered Tianjin ATM Company to be one of its largest competitors in the PRC and that the acquisition of 100% interests in Tianjin ATM Company is a good opportunity to implement market consolidation as well as achieve scale of economy at much reduced costs. The Directors also considered the cooperation agreements and the business relationship established between Tianjin ATM Company and various commercial banks in the PRC for the deployment of ATMs to be valuable and important to the business development of the Group. Taking into account the factors discussed above, the Directors considered the Purchase Price to be fair and reasonable.

Operational Integration Committee

The Directors consider that the existing management team of Tianjin ATM Company is valuable to the Company. Therefore, the parties agreed to establish an operational integration committee (“**Operational Integration Committee**”) the members of which shall include certain existing senior management of Tianjin ATM Company within six months from the date of Completion. The Operational Integration Committee is responsible for the daily operation of Tianjin ATM Company.

As an incentive to the Vendors to procure the existing management team of Tianjin ATM Company to stay with the Group and join as a member of the Operational Integration Committee and continue their efforts in deployment of ATMs, the Company shall within 30 days after (i) the establishment of the Operational Integration Committee or (ii) the six months after the date of Completion, whichever is the earlier, allot and issue to the Vendors such number of the Additional Shares calculated based on the number of ATMs deployed by Tianjin ATM Company and the number of transactions processed by such ATMs in accordance with the formula stated below. The issue price per Additional Share is HK\$0.50. The maximum number of Additional Shares to be issued is 30,772,000 Shares (assuming that each of NOM and NOT equals 1).

The number of Additional Shares to be allotted and issued will be calculated as below:

$$\text{NOS} = \frac{\text{NOM} \times \text{NOT} \times \text{HK\$}15,386,000}{\text{HK\$}0.50}$$

where:

NOS is the aggregate number of Additional Shares to be allotted and issued to the Vendors

NOM is
$$\left[\frac{(X - Y) \times Z}{30} + Y \right] \div 1,500$$

where:

X is the number of ATMs deployed by the Company as at the date of the establishment of the Operational Integration Committee as certified by the relevant bank/financial institutions

Y is the number of ATMs deployed by the Company as at the date which is 30 days before the establishment of the Operational Integration Committee as certified by the relevant bank/financial institutions

Z is the number of days elapse between the date which is 30 days before the establishment of the Operational Integration Committee and 31 December 2008 (both dates inclusive)

and if NOM is more than one (1), NOM shall be deemed as one (1);

and if X is equal to Y, NOM shall be deemed to be Y/1,500.

NOT is
$$\left[\frac{(A / 90)}{B} \right] \div 1,500$$

where:

A is the total number of transactions processed by those ATMs deployed by the Company on the 90th day before the establishment of the Operational Integration Committee during the 90-day period before the establishment of the Operational Integration Committee

B is the number of ATMs deployed by the Company as at the date which is 90 days before the establishment of the Operational Integration Committee as certified by the relevant bank/financial institutions

and if NOT is more than one (1), NOT shall be deemed as one (1);

and if A is zero (0), A shall be deemed as one (1).

The above formula reflect the parties' intention that Tianjin ATM Company will have deployed 1,500 ATMs by 31 December 2008 and each of such ATMs will be able to process 50 transactions daily. In the event that the above two targets could not be met, the number of Additional Shares shall be adjusted downwards accordingly.

Non-disposal undertakings

HK Vendor unconditionally and irrevocably undertakes with the Company that it will not, save with the prior written consent of the Company, during any period from the date of Completion to 1 January 2009 (both days inclusive) dispose of any Consideration Shares allotted and issued to it pursuant to this Agreement and any Conversion Shares that it may receive pursuant to an exercise of the conversion rights attaching to the Bonds during such period or any interests therein. The Additional Shares (if any) are not subject to any moratorium period.

Principal terms of the Bonds

The principal terms of the Bonds are summarised below:

- (1) Principal amount: HK\$50,000,000
- (2) Interest: Zero coupon
- (3) Maturity date: the second anniversary of the issue date of the Bonds (if that is not a business day, the first business day thereafter)
- (4) Conversion period: The Bonds are convertible in whole or in part into new Shares by the bondholders at any time from the issue date of the Bonds at the Conversion Price, subject to adjustment for subdivision or consolidation of Shares, bonus issues, capital reduction, rights issue and other events which have dilution effects on the issued share capital of the Company. Any conversion shall be made in amounts of not less than a whole multiple of HK\$5,000,000 and no fraction of a Share shall be issued on conversion.

Notwithstanding any conditions attached to the Bonds, each bondholder shall only exercise the conversion rights attaching to the Bonds only if it is confirmed by the Company in writing that the allotment and issue of the Conversion Shares to such bondholder pursuant to an exercise of the conversion right attaching to the Bonds will not cause the Company to be in breach of the minimum public float requirement stipulated under Rule 8.08 of the Listing Rules.

- (5) Conversion Price: HK\$0.65 per Conversion Share (subject to adjustment), which represents:
 - (i) a premium approximately of 56.6% over the closing price of HK\$0.415 per Share as quoted on the Stock Exchange on 7 September 2007, being the Last Trading Day;
 - (ii) a premium of approximately 55.5% over the average closing price of approximately HK\$0.418 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and
 - (iii) a premium of approximately 51.2% over the closing price of the Shares on 10 September 2007 (being the date on which suspension of trading of Shares took place at 2:38 p.m.) (i.e. HK\$0.43).

- (6) Conversion Shares: Assuming exercise of the conversion rights attaching to the Bonds in full, 76,923,076 Shares will be allotted and issued to HK Vendor, which represent approximately 4.2% of the existing issued share capital of the Company and approximately 3.9% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares.
- The Conversion Shares will be issued free from any encumbrances or third party rights of any kind and will rank pari passu in all respects with the existing issued Shares together with all rights to dividends and other distributions declared, made or paid on or after the date on which the name of the Bondholder is entered into the Company's register of Shareholders as holder of the relevant Conversion Shares.
- (7) Redemption: The Company has no right to redeem the Bonds prior to the maturity date.
- (8) Final redemption and mandatory redemption by the Company: Unless the conversion rights have been exercised in full during the conversion period in accordance with the terms of the Bonds, the Company is obliged to redeem any Bonds which remains outstanding on the maturity date.
- Upon the occurrence of an event of default, the Bondholder may, unless such event of default has been waived in writing by it, by notice in writing require the Company to redeem the whole (but not part) of the outstanding principal amount of the Bonds.
- (9) Voting rights at general meeting: The Bondholder shall not be entitled to attend or vote at any general meeting of the Company by reason only of it being a Bondholder.
- (10) Transferability: The Bonds may be assigned or transferred in whole or in part to any third party with the prior consent of the Company provided that any transfer of the Bonds to any connected persons of the Company shall be subject to the requirements (if any) that the Stock Exchange may impose from time to time.

Reasons for the Acquisition

The Group is principally engaged in (i) the procurement, deployment and operation of ATMs and the provision of maintenance and technical support services for ATMs and the development of value-added services for ATMs in collaboration with commercial banks; 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.

As more particularly discussed in the paragraph headed “Basis of consideration” above, since the entering into of the arena of ATM business in mid-2006, the Group has been looking for opportunity to acquire other companies having sizeable operations and experience and reputation in ATM business so as to further increase its market share in the PRC and to capture the expected growth of demand in banking services. As mentioned in the paragraph headed “Further information of Tianjin ATM Company” above, Tianjin ATM Company is experienced in the operation of the ATM business in the PRC. The Directors believe that the Acquisition represents a good opportunity to acquire an ATM operator with sizeable operations in the PRC.

After considering the above factors, the Directors (including the independent non-executive Directors) were of the view that the terms of the Sale and Purchase Agreement were normal commercial terms and were fair and reasonable and in the interests of the Shareholders as a whole.

Changes to the shareholding as a result of allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares

The shareholding of the Company immediately before and after the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares are as follows:

| | Existing shareholding | | After the allotment and issue of the Consideration Shares but before the Conversion Shares and the Additional Shares | | After the allotment and issue of the Consideration Shares and the Conversion Shares but before the Additional Shares | | After the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares | |
|---|-----------------------|----------------|--|----------------|--|----------------|--|----------------|
| | No. of Shares | % | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Leading Value Industrial Limited (Note 1) | 264,869,906 | 14.46% | 264,869,906 | 14.10% | 264,869,906 | 13.55% | 264,869,906 | 13.34% |
| Directors: | | | | | | | | |
| Song Jing Sheng | 33,800,000 | 1.85% | 33,800,000 | 1.80% | 33,800,000 | 1.73% | 33,800,000 | 1.70% |
| Robert Kenneth Gaunt (Note 2) | 1,700,000 | 0.09% | 1,700,000 (Note 2) | 0.09% | 1,700,000 (Note 2) | 0.09% | 1,700,000 (Note 2) | 0.09% |
| Chong Yiu Kan, Sherman (Note 3) | 650,000 | 0.04% | 650,000 (Note 3) | 0.03% | 650,000 (Note 3) | 0.03% | 650,000 (Note 3) | 0.03% |
| Customers Asia Limited | 210,000,000 | 11.46% | 210,000,000 | 11.18% | 210,000,000 | 10.74% | 210,000,000 | 10.58% |
| Public | 1,320,880,401 | 72.10% | 1,320,880,401 | 70.34% | 1,320,880,401 | 67.56% | 1,320,880,401 | 66.51% |
| HK Vendor | | | 46,158,000 | 2.46% | 123,081,076 | 6.30% | 153,853,076 | 7.75% |
| Total | 1,831,900,307 | 100.00% | 1,878,058,307 | 100.00% | 1,954,981,383 | 100.00% | 1,985,753,383 | 100.00% |

Notes:

1. Leading Value Industrial Limited is a company wholly owned by Mr. Sze Wai, Marco, an executive Director.
2. These Shares are held by Blazzed Pty Ltd., a company wholly owned by Mr. Robert Kenneth Gaunt.
3. 100,000 of these Shares are held by the spouse of Mr. Chong Yiu Kan, Sherman.

IMPLICATION OF THE LISTING RULES

The Acquisition constitutes a discloseable transaction for the Company under the Listing Rules and is conditional upon, among other conditions referred to below, the obtaining of the Shareholders' approval for the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares and the creation of the Bonds. A circular containing, among other matters, further details of the Acquisition and the notice of the SGM will be despatched to the Shareholders as soon as practicable.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Main Board of the Stock Exchange was suspended with effect from 2:38 p.m. on 10 September 2007 pending the release of this announcement. Application for the resumption of trading in the Shares on the Main Board of the Stock Exchange with effect from 9:30 a.m. on 19 September 2007 has been made by the Company.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

| | |
|---------------------|--|
| “Acquisition” | the acquisition of 100% equity interests in Tianjin ATM Company pursuant to the Sale and Purchase Agreement |
| “Additional Shares” | the additional Shares (if any) to be allotted and issued to the Vendors pursuant to the Sale and Purchase Agreement, details of which are set out in the paragraph headed “Operational Integration Committee” in this announcement |
| “ATMs” | automatic teller machines |
| “Bonds” | the convertible bonds in the principal amount of HK\$50,000,000 to be issued by the Company to HK Vendor pursuant to the Sale and Purchase Agreement |
| “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 |

| | |
|-------------------------------|--|
| “Completion” | completion of the Acquisition in accordance with the terms of the Sale and Purchase Agreement |
| “Consideration Shares” | the 46,158,000 Shares to be allotted and issued by the Company at a price of HK\$0.50 each, credited as fully paid, to HK Vendor pursuant to the Sale and Purchase Agreement |
| “Directors” | the directors of the Company |
| “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 |
| “HK Vendor” | SUT Co., Limited, a company incorporated in Hong Kong which owned 75% interest in Tianjin ATM Company as at the date of the Sale and Purchase Agreement |
| “Independent Third Party” | a party who is a third party independent of the Company and connected persons of the Company and its subsidiaries |
| “Last Trading Day” | 7 September 2007, being the last full trading day prior to the signing of the Sale and Purchase Agreement |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China |
| “PRC GAAP” | the generally accepted accounting principles in the PRC |
| “PRC Vendor” | 天津金勛章科技產業有限公司 (unofficially translated as Tianjin Gold Medal Technology Industry Co., Ltd.), a company incorporated in the PRC which owned 25% interest in Tianjin ATM Company as at the date of the Sale and Purchase Agreement |
| “Purchase Price” | the aggregate purchase price payable by the Company to the Vendors for the Acquisition |
| “RMB” | Renminbi yuan, the lawful currency of the PRC |
| “Sale and Purchase Agreement” | the sale and purchase agreement dated 10 September 2007 entered into between the Vendors and the Company in relation to the Acquisition |

| | |
|-----------------------|---|
| “SGM” | the special general meeting of the Company to be convened for the purposes of considering and, if thought fit, approving, among other things, the Sale and Purchase Agreement, the creation of the Bonds and the allotment and issue of the Consideration Shares, the Conversion Shares and the Additional Shares |
| “Share(s)” | share(s) of HK\$0.10 each of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Tianjin ATM Company” | 中聯科技(天津)有限公司 (Sino-US Technologies (Tianjin) Co., Ltd.), a sino-foreign equity joint venture established in the PRC on 10 June 1993 |
| “Vendors” | collectively, PRC Vendor and HK Vendor |
| “%” | per cent. |

In this announcement, unless otherwise specified, for purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 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.

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

| | |
|--|--|
| <i>Executive Directors</i> | Mr. Sze Wai, Marco, Mr. Chu Chi Shing, Mr. Robert Kenneth Gaunt, Mr. Robertus Martinus Andreas Broers, Mr. Tan Shu Jiang and Mr. Song Jing Sheng |
| <i>Non-executive Director</i> | Mr. Zee Zin Yee |
| <i>Independent non-executive Directors</i> | Mr. Wong Po Yan, Mr. Mao Zhenhua and Mr. Chong Yiu Kan, Sherman |

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

Hong Kong, 18 September 2007

* *for identification purpose only*