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

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**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in HKC International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**HKC INTERNATIONAL HOLDINGS LIMITED**

**香港通訊國際控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 248)

**DISCLOSEABLE TRANSACTION:  
ACQUISITION OF PROPERTIES IN SHANGHAI OF THE PRC**

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\* 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:*

“Acquisition”	the acquisition of the Shanghai Properties by HKC Technology (Shanghai) from the Vendor on and subject to the terms of the Pre-Sale Agreements
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	HKC International Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under Rule 1.01 and Chapter 14A of the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries from time to time
“HKC Technology (Shanghai)”	HKC Technology (Shanghai) Co., Ltd. (上海希華通訊科技有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	party who is (i) not a connected person of the Company and (ii) independent of and not connected with any of the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Latest Practicable Date”	22 May 2008, being the latest practicable date before the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular

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## DEFINITIONS

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“Pre-Sale Agreements”	collectively, the eight commodity pre-sale agreements of Shanghai (上海市商品房預售合同) all dated 8 May 2008 entered into between the Vendor as vendor and HKC Technology (Shanghai) as purchaser for the acquisition of the Shanghai Properties (each, the “Pre-Sale Agreement”)
“Purchase Price”	the purchase price that HKC Technology (Shanghai) has to pay to the Vendor for the Acquisition subject to adjustment as mentioned in this circular in the event that there is a change in floor area of any of the Shanghai Properties
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Properties”	collectively, Offices 1101, 1102, 1103, 1104, 1105, 1106, 1107 and 1108, 11th Floor, Nos. 45-49 Huai Hai Dong Lu, Huai Hai Yuan Shang Wu Da Sha, Shanghai, the PRC (中國上海市45-49號淮海東路，淮海源商務大廈11層1101室、1102室、1103室、1104室、1105室、1106室、1107室及1108室)
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	the vendor of the Shanghai Properties under the Acquisition
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“sq.m.”	square metres
“%”	per cent.

*In this circular, for purpose of illustration only, amount quoted in RMB have been translated into Hong Kong dollars at the rate of RMB100 to HK\$111.56 unless otherwise stated. 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 exchange rate or any other rates or at all.*

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## LETTER FROM THE BOARD

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### HKC INTERNATIONAL HOLDINGS LIMITED

香港通訊國際控股有限公司\*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 248)

*Executive Directors:*

Chan Chung Yee, Hubert (*Chairman*)  
Chan Chung Yin, Roy  
Chan Man Min  
Chan Ming Him, Denny  
Tsui Hon Wing  
Wu Kwok Lam

*Non-executive Director:*

Ng Ching Wah

*Independent non-executive Directors:*

Chu Chor Lup  
Chiu Ngar Wing  
Leung Tai Wai, David

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in*

*Hong Kong*  
25th Floor  
Oxford House  
Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

*To the Shareholders*

27 May 2008

Dear Sir or Madam

## **DISCLOSEABLE TRANSACTION: ACQUISITION OF PROPERTIES IN SHANGHAI OF THE PRC**

### **1. INTRODUCTION**

On 14 May 2008, the Board announced that HKC Technology (Shanghai), a wholly-owned subsidiary of the Company, entered into the Pre-Sale Agreements on 8 May 2008 with the Vendor for the acquisition of the Shanghai Properties by HKC Technology (Shanghai).

The Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

The purpose of this circular is to give you further information regarding the Acquisition.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2. THE PRE-SALE AGREEMENTS

The date, parties and terms of each of the Pre-Sale Agreements are identical save for the purchase price payable under each of them and as mentioned in this circular. Set out below are the date, parties and principal terms of the Pre-Sale Agreements and unless otherwise stated, the terms are applicable to all of them.

#### **Date**

8 May 2008

#### **Parties**

**Vendor:** To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor is a company established in the PRC and is principally engaged in development, construction, sale, letting and management of properties and the Vendor and its ultimate beneficial owners are Independent Third Parties.

**Purchaser:** HKC Technology (Shanghai), a wholly-owned subsidiary of the Company established in Shanghai of the PRC, as purchaser of the Shanghai Properties.

#### **Assets to be acquired**

The assets to be acquired under the Pre-Sale Agreements are Offices 1101, 1102, 1103, 1104, 1105, 1106, 1107 and 1108, 11th Floor, Nos. 45-49 Huai Hai Dong Lu, Huai Hai Yuan Shang Wu Da Sha, Shanghai, the PRC respectively (i.e. the Shanghai Properties as defined in this circular).

The Shanghai Properties comprise eight office premises with an estimated total floor area of about 678.41 sq.m. in aggregate. The Shanghai Properties form part of a new development currently in the course of being constructed and intended to be known as 淮海源商務大廈 (transliterated as Huai Hai Yuan Shang Wu Da Sha) located at Nos. 45-49 淮海東路 (transliterated as Huai Hai Dong Lu), Shanghai, the PRC.

The Shanghai Properties are not subject to any tenancy and vacant possession is to be delivered to HKC Technology (Shanghai).

#### **Purchase Price**

The Purchase Price for the Shanghai Properties is RMB22,726,735 (equivalent to approximately HK\$25,353,946) in aggregate and the amount payable in respect of each of the Shanghai Properties is as follows:

- (1) RMB3,341,960 (equivalent to approximately HK\$3,728,291) is payable in respect of Office 1101;

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- (2) RMB4,252,490 (equivalent to approximately HK\$4,744,078) is payable in respect of Office 1102;
- (3) RMB2,423,055 (equivalent to approximately HK\$2,703,160) is payable in respect of Office 1103;
- (4) RMB2,361,415 (equivalent to approximately HK\$2,634,395) is payable in respect of Office 1104;
- (5) RMB2,311,165 (equivalent to approximately HK\$2,578,336) is payable in respect of Office 1105;
- (6) RMB2,215,020 (equivalent to approximately HK\$2,471,076) is payable in respect of Office 1106;
- (7) RMB2,316,525 (equivalent to approximately HK\$2,584,315) is payable in respect of Office 1107; and
- (8) RMB3,505,105 (equivalent to approximately HK\$3,910,295) is payable in respect of Office 1108.

The Purchase Price is payable in cash and its payment terms are as follows:

- (1) approximately 10% (i.e. RMB2,272,640) was paid upon signing of the Pre-Sale Agreements on 8 May 2008;
- (2) 30% (RMB6,818,021) is to be paid on or before 30 June 2008;
- (3) 20% (RMB4,545,347) is to be paid on or before 30 July 2008;
- (4) 20% (RMB4,545,347) is to be paid on or before 30 August 2008;
- (5) 15% (RMB3,409,010) is to be paid on or before 30 September 2008; and
- (6) the balance of the Purchase Price in the sum of RMB1,136,370, equivalent to approximately 5% of the Purchase Price is to be paid within 10 days of delivery of the Shanghai Properties to HKC Technology (Shanghai), which date of delivery is expected to be on or before 28 October 2008.

The Purchase Price is calculated on the basis of a selling price at the rate of RMB33,500.00 per sq.m. of floor area of the Shanghai Properties and was determined after arm's length negotiations between HKC Technology (Shanghai) and the Vendor with reference to the prevailing market value of the Shanghai Properties.

The floor area of each of the Shanghai Properties is subject to determination by the relevant PRC Government department. If the total floor area of any of the Shanghai Properties as determined by the relevant PRC Government department shall differ from the estimated floor area

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as stated in the relevant Pre-Sale Agreement, the Purchase Price in respect of that Shanghai Property shall be adjusted upward or downward in proportion to the variation in its total floor area as so determined by the relevant PRC Government department provided that:

- (1) HKC Technology (Shanghai) is not required to pay for floor area which is 5% or more than the estimated floor area as stated in the relevant Pre-Sale Agreement. As such, the amount of Purchase Price payable for the Acquisition in the event of an increase of floor area will not be more than RMB23,863,072 (equivalent to approximately HK\$26,621,643); and
- (2) if the reduction in total floor area shall be 5% or more than the estimated floor area as stated in the relevant Pre-Sale Agreement, HKC Technology (Shanghai) shall have the right to terminate the relevant Pre-Sale Agreement by giving notice in writing to the Vendor whereupon the Purchase Price for that Shanghai Property shall be returned to HKC Technology (Shanghai) together with interest thereon and 3% of the Purchase Price for that Shanghai Property as compensation within 60 days of the receipt of such notice by the Vendor.

It is expected that the Purchase Price for the Shanghai Properties will be financed by internal resources of the Group.

### **Delivery of the Shanghai Properties**

It is expected that the Shanghai Properties will be delivered to HKC Technology (Shanghai) on or before 28 October 2008 and the parties will attend to the necessary post-completion matters for the transfer of the Shanghai Properties to HKC Technology (Shanghai), including the application with the relevant PRC Government department for the issuance of the relevant title certificate in respect of the Shanghai Properties in favour of HKC Technology (Shanghai).

If there is delay in delivery in respect of any of the Shanghai Properties, penalty will be charged and payable to HKC Technology (Shanghai) by the Vendor at the daily rate of 0.03% of the amount of Purchase Price paid in respect of the relevant Shanghai Properties from 29 October 2008 to the day of delivery. The daily rate of the penalty for delay in delivery will be increased to 0.06% for delay which is 30 days or more.

### **Other terms**

Under the Pre-Sale Agreement in respect of Office 1101 of the Shanghai Properties, the Vendor has agreed to lease or sell one car park to HKC Technology (Shanghai) upon completion of Office 1101 at the then market rent or market price (as the case may be). The Group may or may not proceed with the letting or as the case may be, the purchase of the car park. The Group will comply with the applicable Listing Rules in respect of the purchase of such car park in case it does proceed to purchase it from the Vendor.

The Pre-Sale Agreements are not inter-conditional upon the other.



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### 3. REASONS FOR AND BENEFITS OF THE ACQUISITION

The Shanghai Properties are intended to be used as the Group's office premises and if the Board considers appropriate, may be wholly or partly leased out.

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

### 4. FINANCIAL EFFECT OF THE ACQUISITION ON THE EARNINGS, ASSETS AND LIABILITIES

The Acquisition is not expected to have any material impact on the net assets of the Group as the increase in non-current assets as are attributable to the Shanghai Properties following completion of the Acquisition will be offset by a decrease in bank balances and cash as a result of payment of the Purchase Price which is to be funded by internal resources of the Group.

The Shanghai Properties form part of a new development which is in the course of being constructed as at the date of this circular and as such, they are not and will not be under lease prior to completion of the Acquisition. The Acquisition is therefore not expected to have any impact on the earnings of the Group immediately upon completion of the Acquisition. Following completion of the Acquisition, the gross earnings of the Group will be increased in the event that any of the Shanghai Properties are leased out and rental received.

### 5. GENERAL

The Group is principally engaged in the sale and distribution of mobile phones, provision of business solutions and properties investment. HKC Technology (Shanghai) is principally engaged in sales and distribution of business solutions in the PRC.

### 6. ADDITIONAL INFORMATION

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

Yours faithfully,  
For and on behalf of the Board of  
**HKC International Holdings Limited**  
**Chan Chung Yee, Hubert**  
*Chairman*

## 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' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

- (a) As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of 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 the interests and short positions which he was taken or deemed 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 of Director</b>	<b>the Company/ associated corporation</b>	<b>Capacity</b>	<b>Number and class of securities (Note 1)</b>	<b>Approximate percentage of interest</b>
Chan Chung Yee, Hubert	The Company	Interest of controlled corporation	237,836,575 Shares (L) (Note 2)	48.53%
	The Company	Beneficial owner	8,600,000 Share (L) (Note 3)	1.75%
	Matrix World Group Limited	Beneficial owner	1 share of US\$1.00 (L)	100%

Name of Director	the Company/ associated corporation	Capacity	Number and class of securities <i>(Note 1)</i>	Approximate percentage of interest
Chan Chung Yin, Roy	The Company	Interest of controlled corporation	67,417,400 Shares (L) <i>(Note 4)</i>	13.76%
	The Company	Beneficial owner	1,000,000 Shares (L) <i>(Note 5)</i>	0.20%
	Star Global International Limited	Beneficial owner	1 share of US\$1.00 (L)	100%
Chan Man Min	The Company	Interest of controlled corporation	24,709,650 Shares (L) <i>(Note 6)</i>	5.04%
	The Company	Beneficial owner	1,000,000 Shares (L) <i>(Note 7)</i>	0.20%
Tsui Hon Wing	The Company	Beneficial owner	2,639,200 Shares (L) <i>(Note 8)</i>	0.54%
Chan Ming Him, Denny	The Company	Beneficial owner	1,000,000 Shares (L) <i>(Note 9)</i>	0.20%

## Notes:

- (1) The letter "L" represents the Director's or chief executive's interests in the shares and underlying shares of the Company or its associated corporations.
- (2) Among these Shares, 8,484,848 Shares were held by Light Emotion Limited, a company wholly owned by Matrix World Group Limited and 229,351,727 Shares were held by Matrix World Group Limited, a company wholly owned by Mr. Chan Chung Yee, Hubert. By virtue of the provisions of Divisions 7 and 8 of Part XV of the SFO, Matrix World Group Limited is deemed to be interested in the Shares held by Light Emotion Limited and Mr. Chan Chung Yee, Hubert is deemed to be interested in the Shares in which Matrix World Group Limited is interested.
- (3) These Shares are registered in the name of Mr. Chan Chung Yee, Hubert.
- (4) These Shares were held by Star Global International Limited, a company wholly owned by Mr. Chan Chung Yin, Roy. By virtue of the provisions of Divisions 7 and 8 of Part XV of the SFO, Mr. Chan Chung Yin, Roy is deemed to be interested in the Shares held by Star Global International Limited.

- (5) These Shares are registered in the name of Mr. Chan Chung Yin, Roy.
- (6) These Shares were held by Ocean Hope Group Limited, a company wholly owned by Mr. Chan Man Min. By virtue of the provisions of Divisions 7 and 8 of Part XV of the SFO, Mr. Chan Man Min is deemed to be interested in the Shares held by Ocean Hope Group Limited.
- (7) These Shares are registered in the name of Mr. Chan Man Min.
- (8) These Shares are registered in the name of Mr. Tsui Hon Wing.
- (9) These Shares are registered in the name of Mr. Chan Ming Him, Denny.
- (b) Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or 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 which he was taken or deemed 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.

### 3. DISCLOSEABLE INTERESTS UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO AND SUBSTANTIAL SHAREHOLDERS OF OTHER MEMBERS OF THE GROUP

- (a) As at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, 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:

Name	Number of Shares <i>(Note 1)</i>	Capacity/ nature of interest	Approximate percentage of interest
Matrix World Group Limited	229,351,727(L) <i>(Note 2)</i>	Beneficial owner	46.80%
	8,484,848(L) <i>(Note 2)</i>	Interest of controlled corporation	1.73%
Star Global International Limited <i>(Note 3)</i>	67,417,400(L)	Beneficial owner	13.76%

Name	Number of Shares (Note 1)	Capacity/ nature of interest	Approximate percentage of interest
Ocean Hope Group Limited (Note 4)	24,709,650(L)	Beneficial owner	5.04%
Chan Low Wai Han, Edwina (Note 5)	68,417,400 (L)	Interests of spouse	13.96%
Josephine Liu (Note 6)	246,436,575 (L)	Interests of spouse	50.28%

## Notes:

- (1) The letter "L" represents the person's interests in Shares.
- (2) Among these Shares, 8,484,848 Shares were held by Light Emotion Limited, a company wholly owned by Matrix World Group Limited and 229,351,727 Shares were held by Matrix World Group Limited, a company wholly owned by Mr. Chan Chung Yee, Hubert. By virtue of the provisions of Divisions 7 and 8 of Part XV of the SFO, Matrix World Group Limited is deemed to be interested in the Shares held by Light Emotion Limited and Mr. Chan Chung Yee, Hubert is deemed to be interested in the Shares in which Matrix World Group Limited is interested. Mr. Chan Chung Yee, Hubert is a director of Light Emotion Limited and Matrix World Group Limited.
- (3) Star Global International Limited is a company wholly owned by Mr. Chan Chung Yin, Roy. Mr. Chan Chung Yin, Roy is a director of Star Global International Limited.
- (4) Ocean Hope Group Limited is a company wholly owned by Mr. Chan Man Min. Mr. Chan Man Min is a director of Ocean Hope Group Limited.
- (5) Mrs. Chan Low Wai Han, Edwina is wife of Mr. Chan Chung Yin, Roy. By virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mrs. Chan Low Wai Han, Edwina is deemed to be interested in all the Shares in which Mr. Chan Chung Yin, Roy is interested.
- (6) Ms. Josephine Liu is the wife of Mr. Chan Chung Yee, Hubert. By virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Ms. Josephine Liu is deemed to be interested in all the Shares in which Mr. Chan Chung Yee, Hubert is interested.

- (b) As at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, the following person (other than a Director or chief executive of the Company) was, 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 any subsidiaries of the Company:

Name of subsidiary	Name of shareholder	Total amount of registered capital/number of issued shares of subsidiary being interested	Percentage of shareholder's interest in registered capital/issued share capital
亞衛通智能系統 (上海)有限公司 (ASCT Technology Co. Ltd.)	Hua Dong	Registered capital of US\$122,000	20%
Wavex Innovations Pte. Ltd	Koh Sze Yon (Xu Zhirong)	6,450 shares	12.9%
Wavex Technologies Pte. Ltd	Koh Sze Yon (Xu Zhirong)	25,800 shares	12.9%

- (c) Save as disclosed above, as at the Latest Practicable Date, other than the Directors and chief executive of the Company whose interests or short positions are set out in paragraph 2(a) above, the Directors and the chief executive of the Company were not aware of any person having any 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, having any direct or indirect interests 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 any subsidiaries of the Company.

#### 4. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

#### 5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or other member of the Group which is not determinable by the employer within one year without payment of compensation other than statutory compensation.

**6. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or any of their respective associates who was a controlling shareholder of the Company was interested in any business, apart from the businesses of the Group, which competed or was likely to compete, either directly or indirectly, with the businesses of the Group.

**7. MISCELLANEOUS**

- (a) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O.Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at 25/F., Oxford House, 979 King's Road, Taikoo Place, Quarry Bay, Hong Kong.
- (b) The company secretary and qualified accountant of the Company is Mr Wu Kwok Lam, an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Pilare Limited of 10th Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong.
- (d) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.