

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in doubt** as to any aspect of this circular, 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 AGTech Holdings Limited, you should at once hand this circular to the purchaser or transferee or the bank, registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**AGTech Holdings Limited**  
**亞博科技控股有限公司\***  
(Formerly known as MegaInfo Holdings Limited)  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 8279)

**DISCLOSEABLE TRANSACTION –**  
**Subscription for an approximate 20.69% interest**  
**in the registered capital of**  
**上海卡友信息服務有限公司**  
**(Shanghai Cardinfo Co., Ltd.)**

---

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting.

\* For identification purpose only

11 April 2007

---

## CHARACTERISTICS OF GEM

---

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at [www.hkgem.com](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.

---

## CONTENTS

---

|                                             | <i>Page</i> |
|---------------------------------------------|-------------|
| <b>DEFINITIONS</b> .....                    | 1           |
| <b>LETTER FROM THE BOARD</b>                |             |
| Introduction .....                          | 5           |
| The Formal Subscription Agreement .....     | 6           |
| Information on Shanghai Cardinfo .....      | 9           |
| Reasons for the Subscription .....          | 10          |
| Financial effects of the Subscription ..... | 11          |
| Additional information .....                | 11          |
| <b>APPENDIX – GENERAL INFORMATION</b> ..... | 12          |

---

## DEFINITIONS

---

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

|                                 |                                                                                                                                                                                                                                                                                       |
|---------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Board”                         | board of the Directors                                                                                                                                                                                                                                                                |
| “China UnionPay”                | 中國銀聯股份有限公司 (China UnionPay Company Limited), a company jointly established by a consortium of financial institutions in the PRC and the parent company of Shanghai Cardinfo as at the date of the Formal Subscription Agreement                                                       |
| “China UnionPay Subsidiaries”   | UnionPay Commercial, Shanghai UnionPay Venture and Guangzhou UnionPay                                                                                                                                                                                                                 |
| “Company”                       | AGTech Holdings Limited (formerly known as MegaInfo Holdings Limited), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on GEM                                                                                                      |
| “Completion”                    | completion of the Formal Subscription Agreement and the transactions contemplated thereunder                                                                                                                                                                                          |
| “Consideration”                 | RMB60 million (equivalent to approximately HK\$60 million) in cash, being the consideration payable by SYSTEK LTD for the subscription of an approximate 20.69% interest in the registered capital of Shanghai Cardinfo upon Completion pursuant to the Formal Subscription Agreement |
| “Directors”                     | the directors of the Company                                                                                                                                                                                                                                                          |
| “Existing Shareholders”         | the shareholders of Shanghai Cardinfo, as at the date of the Formal Subscription Agreement, comprising UnionPay Commercial, Shanghai UnionPay Venture, Guangzhou UnionPay, Shanghai Tongze, Shenzhen Dixun, Xinjiang International Trust and Ping An Trust                            |
| “Formal Subscription Agreement” | the agreement dated 20 March 2007 entered into among SYSTEK LTD, Shenzhen Fengyingzhichuang, the Existing Shareholders and Shanghai Cardinfo in respect of the subscription of the registered capital of Shanghai Cardinfo by SYSTEK LTD and Shenzhen Fengyingzhichuang               |

---

## DEFINITIONS

---

|                           |                                                                                                                                                                                                                                                                                                              |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “GEM”                     | the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                      |
| “GEM Listing Rules”       | the Rules Governing the Listing of Securities on GEM                                                                                                                                                                                                                                                         |
| “Group”                   | the Company and its subsidiaries                                                                                                                                                                                                                                                                             |
| “Guangzhou UnionPay”      | 廣州銀聯網絡支付有限公司 (Guangzhou UnionPay Network Payment Company Limited), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                                                                                              |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                                                                       |
| “Latest Practicable Date” | 4 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein                                                                                                                                                                 |
| “Macao”                   | the Macao Special Administrative Region of the PRC                                                                                                                                                                                                                                                           |
| “MOU”                     | a memorandum of understanding dated 29 January 2007 entered into between Shanghai Cardinfo and a subsidiary of SYSTEK LTD (namely, 北京思德泰科科技發展有限公司 (Beijing Systek Science & Technology Development Co., Ltd.)) in relation to a possible subscription of an approximate 20.69% interest in Shanghai Cardinfo |
| “Ping An Trust”           | 平安信託投資有限責任公司 (Ping An Trust Investment Limited Liability Company), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                                                                                              |
| “PRC”                     | the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao and Taiwan                                                                                                                                                                                                 |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)                                                                                                                                                                                                                                      |
| “Shanghai Cardinfo”       | 上海卡友信息服務有限公司 (Shanghai Cardinfo Co., Ltd.), a company established in the PRC with limited liability                                                                                                                                                                                                          |

---

## DEFINITIONS

---

|                                |                                                                                                                                                                                                                                                            |
|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Shanghai Tongze”              | 上海同澤信息技術有限公司 (Shanghai Tongze Information Technology Company Limited), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                                        |
| “Shanghai UnionPay Venture”    | 上海聯銀創業投資有限公司 (Shanghai UnionPay Venture Investment Company Limited), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                                          |
| “Share(s)”                     | the existing ordinary share(s) of HK\$0.002 each in the issued share capital of the Company                                                                                                                                                                |
| “Shareholders”                 | holders of the Share(s)                                                                                                                                                                                                                                    |
| “Shenzhen Dixun”               | 深圳迪迅實業有限公司 (Shenzhen Dixun Industrial Company Limited), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                                                       |
| “Shenzhen Fengyingzhichuang”   | 深圳市豐盈智創投資有限公司 (Shenzhen Fengyingzhichuang Investment Company Limited), a company established in the PRC with limited liability and one of the two subscribers of the registered capital of Shanghai Cardinfo pursuant to the Formal Subscription Agreement |
| “Subscription”                 | the subscription by SYSTEK LTD of an approximate 20.69% interest in the registered capital of Shanghai Cardinfo upon Completion pursuant to the Formal Subscription Agreement                                                                              |
| “SYSTEK LTD”                   | SYSTEK LTD, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company                                                                                                             |
| “UnionPay Commercial”          | 銀聯商務有限公司 (UnionPay Commercial Company Limited), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                                                               |
| “Xinjiang International Trust” | 新疆國際信託投資有限責任公司 (Xinjiang International Trust Investment Limited Liability Company), a company established in the PRC with limited liability and one of the Existing Shareholders                                                                           |
| “HK\$”                         | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                        |

---

## DEFINITIONS

---

“RMB” Renminbi, the lawful currency of the PRC

“%” per cent.

*Notes:*

1. In this circular, the exchange rate of HK\$1.00 to RMB1.00 has been used for reference only.
2. The English translation of the Chinese company names in this circular are included for reference only and should not be regarded as the official English translation of such Chinese company names.

---

## LETTER FROM THE BOARD

---



**AGTech Holdings Limited**  
**亞博科技控股有限公司\***  
**(Formerly known as MegaInfo Holdings Limited)**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 8279)**

*Executive Directors:*

Mr. Sun Ho (*Chairman*)  
Mr. Kot Wai Ming

*Independent non-executive Directors:*

Mr. Kwok Wing Leung Andy  
Mr. Wang Ronghua  
Mr. Hua Fengmao

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal  
place of business:*

Unit 3912, 39/F,  
Shell Tower  
Times Square  
Causeway Bay  
Hong Kong

11 April 2007

*To the Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION –**  
**Subscription for an approximate 20.69% interest in the registered capital of**  
**上海卡友信息服務有限公司 (Shanghai Cardinfo Co., Ltd.)**

**INTRODUCTION**

The Board announced that on 20 March 2007, SYSTEK LTD (being an indirect wholly-owned subsidiary of the Company) entered into the Formal Subscription Agreement to subscribe for an approximate 20.69% interest in the registered capital of Shanghai Cardinfo upon Completion at a cash consideration of RMB60 million (equivalent to approximately HK\$60 million).

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

The Subscription constitutes a discloseable transaction for the Company under the GEM Listing Rules. The purpose of this circular is to provide you with further details of the Formal Subscription Agreement, Shanghai Cardinfo and other information as required under the GEM Listing Rules.

### THE FORMAL SUBSCRIPTION AGREEMENT

|                            |                                                                                                                                                     |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date</b>                | 20 March 2007                                                                                                                                       |
| <b>Parties</b>             |                                                                                                                                                     |
| The subscribers:           | SYSTEK LTD and Shenzhen Fengyingzhichuang                                                                                                           |
| The Existing Shareholders: | UnionPay Commercial, Shanghai UnionPay Venture, Guangzhou UnionPay, Shanghai Tongze, Shenzhen Dixun, Xinjiang International Trust and Ping An Trust |
| Subject company:           | Shanghai Cardinfo                                                                                                                                   |

Each of Shenzhen Fengyingzhichuang and the Existing Shareholders was established in the PRC with limited liability. Principal activities of Shenzhen Fengyingzhichuang and the Existing Shareholders are set out below.

| <b>Name of company</b>       | <b>Principal activities</b>                                                              |
|------------------------------|------------------------------------------------------------------------------------------|
| Shenzhen Fengyingzhichuang   | Investment management                                                                    |
| UnionPay Commercial          | Provision of China UnionPay's bankcard related services                                  |
| Shanghai UnionPay Venture    | Investment management                                                                    |
| Guangzhou UnionPay           | Management and distribution of point-of-sale terminals and management of payment network |
| Shanghai Tongze              | Investment management                                                                    |
| Shenzhen Dixun               | Investment management                                                                    |
| Xinjiang International Trust | Investment trust                                                                         |
| Ping An Trust                | Investment trust                                                                         |

---

## LETTER FROM THE BOARD

---

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for the entering into the Formal Subscription Agreement, as at the Latest Practicable Date, each of Shenzhen Fengyingzhichuang, the Existing Shareholders, Shanghai Cardinfo and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and the directors, chief executive, management shareholders or substantial shareholders of the Company or its subsidiaries, or any of their respective associates (as defined under the GEM Listing Rules).

### Asset to be acquired

An approximate 20.69% interest in the registered capital of Shanghai Cardinfo upon Completion.

### The Consideration and payment terms

The consideration for the Subscription is RMB60 million (equivalent to approximately HK\$60 million) in cash. The Consideration was arrived at after arm's length negotiations among SYSTEK LTD, Shanghai Cardinfo and the Existing Shareholders having regard to (i) the strength and technical expertise of Shanghai Cardinfo and its parent company, namely China UnionPay (further details of China UnionPay are set out in the paragraph below headed "Information on Shanghai Cardinfo"), in payment system in the PRC; (ii) the business potentials of Shanghai Cardinfo's fixed-line telephone-based payment system; and (iii) the unaudited net asset value of approximately RMB30.0 million (equivalent to approximately HK\$30.0 million) of Shanghai Cardinfo as at 31 December 2006. The Consideration will be financed by way of internal resources of the Group and/or external equity financing from fund raising activities to be carried out by the Company. The Company has yet to determine the proportion of financing for the Consideration between internal resources and external equity financing.

The Consideration will be settled in three installments. The first installment of RMB12 million (equivalent to approximately HK\$12 million) shall be payable by SYSTEK LTD within five business days after, among other things, obtaining the approval from the relevant PRC government authority in respect of the increase in the registered capital of Shanghai Cardinfo (the "**PRC Approval**"). After the payment of the aforesaid first installment, Shanghai Cardinfo will release its co-management right on the deposit of RMB3 million (equivalent to approximately HK\$3 million) previously deposited into a bank account jointly managed by a subsidiary of SYSTEK LTD and Shanghai Cardinfo in accordance with the terms of the MOU. The second installment of RMB24 million (equivalent to approximately HK\$24 million) shall be payable by SYSTEK LTD within 15 business days after having completed updating the business registration and the renewal of the business licence of Shanghai Cardinfo as a result of the increase in the registered capital of Shanghai Cardinfo ("**Business Registration Completion**"). The third installment of the remaining RMB24 million (equivalent to approximately HK\$24 million) shall be payable by SYSTEK LTD within 45 business days from the date of Business Registration Completion.

---

## LETTER FROM THE BOARD

---

### Condition

The Formal Subscription Agreement is conditional on having obtained the approval from the relevant PRC government authority in respect of the Subscription within 180 days from the date of submission of the requisite information for the PRC Approval.

### Other principal terms

Set out below are other principal terms of the Formal Subscription Agreement:

#### *(1) Board representation*

Upon obtaining the approval of the Formal Subscription Agreement from the relevant PRC government authority and Business Registration Completion, the board of directors of Shanghai Cardinfo will consist of nine directors, two of whom will be nominated by SYSTEK LTD.

#### *(2) Anti-dilution*

Following Completion, any increase in the registered capital, including those issued to employees under any employee share incentive scheme and those issued pursuant to any share option, of Shanghai Cardinfo will be subject to the approval of the board of the directors of Shanghai Cardinfo. In addition, SYSTEK LTD, Shenzhen Fengyingzhichuang and the China UnionPay Subsidiaries have the preferential rights to subscribe for any registered capital to be issued by Shanghai Cardinfo such that the respective equity interests of SYSTEK LTD and Shenzhen Fengyingzhichuang and the aggregate equity interests of the China UnionPay Subsidiaries in Shanghai Cardinfo will be maintained at no less than 20.69%, 10.345% and 47.41% respectively.

#### *(3) Penalty for breach of the Formal Subscription Agreement*

In the event of any material breach of the clauses of the Formal Subscription Agreement by SYSTEK LTD that would result in the termination of the Formal Subscription Agreement, SYSTEK LTD shall pay a penalty (the “**Penalty**”) equivalent to 5% of the Consideration (that is, RMB3 million (equivalent to approximately HK\$3 million)) to Shanghai Cardinfo. In the event of any material breach of the clauses of the Formal Subscription Agreement by Shanghai Cardinfo or any of the Existing Shareholders that would result in the termination of the Formal Subscription Agreement, Shanghai Cardinfo shall refund any portion of the Consideration already paid by SYSTEK LTD and pay the Penalty to SYSTEK LTD.

## LETTER FROM THE BOARD

### INFORMATION ON SHANGHAI CARDINFO

Shanghai Cardinfo, a subsidiary of China UnionPay as at the date of the Formal Subscription Agreement, is principally engaged in the provision of electronic payment services through its fixed-line telephone-based payment system known as “信付通”, which enables the users to settle transactions (including electronic funds transfers, bill payments, payments for air tickets and online shopping transactions) with China UnionPay’s bankcards and credit cards. Shanghai Cardinfo is also engaged in the publication and distribution of periodicals for targeted readers including China UnionPay, banks, credit card and other bank customers in the PRC. China UnionPay was jointly established by a consortium of financial institutions in the PRC to operate a unified nationwide inter-bank bankcard information exchange network in the PRC. China UnionPay is also engaged in the provision of advanced electronic payment technologies and specialised services relating to the inter-bank bankcard information exchange network, the development of innovative bankcard technologies, and the management and operation of the “China UnionPay” brand.

Shanghai Cardinfo was established in the PRC with limited liability on 30 January 2003. As at the Latest Practicable Date, Shanghai Cardinfo had a registered capital of RMB40 million (equivalent to approximately HK\$40 million). Immediately upon Completion, Shanghai Cardinfo’s registered capital will be increased to RMB58 million (equivalent to approximately HK\$58 million). Set out below are the shareholding structures of Shanghai Cardinfo as at the Latest Practicable Date and immediately upon Completion.

|                                              | As at the<br>Latest Practicable Date |               | Immediately<br>upon Completion   |               |
|----------------------------------------------|--------------------------------------|---------------|----------------------------------|---------------|
|                                              | Registered<br>capital<br>RMB'000     | Approximate % | Registered<br>capital<br>RMB'000 | Approximate % |
| UnionPay Commercial ( <i>Note</i> )          | 12,500                               | 31.25%        | 12,500                           | 21.55%        |
| Shanghai UnionPay Venture<br>( <i>Note</i> ) | 10,000                               | 25.00%        | 10,000                           | 17.24%        |
| Guangzhou UnionPay ( <i>Note</i> )           | 5,000                                | 12.50%        | 5,000                            | 8.62%         |
| Sub-total                                    | 27,500                               | 68.75%        | 27,500                           | 47.41%        |
| Shanghai Tongze                              | 2,900                                | 7.25%         | 2,900                            | 5.00%         |
| Shenzhen Dixun                               | 4,450                                | 11.12%        | 4,450                            | 7.67%         |
| Xinjiang International Trust                 | 1,475                                | 3.69%         | 1,475                            | 2.54%         |
| Ping An Trust                                | 3,675                                | 9.19%         | 3,675                            | 6.34%         |
| SYSTEK LTD                                   | –                                    | –             | 12,000                           | 20.69%        |
| Shenzhen Fengyingzhichuang                   | –                                    | –             | 6,000                            | 10.35%        |
| Total                                        | 40,000                               | 100.00%       | 58,000                           | 100.00%       |

*Note:* UnionPay Commercial, Shanghai UnionPay Venture and Guangzhou UnionPay were subsidiaries of China UnionPay as at the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

The excess of the Consideration of RMB60 million (equivalent to approximately HK\$60 million) over the registered capital to be subscribed by SYSTEK LTD of RMB12 million (equivalent to approximately HK\$12 million) will be recorded as a capital reserve of Shanghai Cardinfo upon Completion. Based on the understanding of the Company, the proceeds from the Subscription are intended to be used for operations and business development by Shanghai Cardinfo.

Based on the audited accounts for the year ended 31 December 2005 and the management accounts for the year ended 31 December 2006 of Shanghai Cardinfo prepared in accordance with generally accepted accounting principles in the PRC, Shanghai Cardinfo had turnovers of approximately RMB19.5 million (equivalent to approximately HK\$19.5 million) and approximately RMB28.4 million (equivalent to approximately HK\$28.4 million) respectively. For the year ended 31 December 2005, Shanghai Cardinfo recorded both losses before and after taxation of approximately RMB2.2 million (equivalent to approximately HK\$2.2 million). For the year ended 31 December 2006, Shanghai Cardinfo recorded both profits before and after taxation of approximately RMB0.5 million (equivalent to approximately HK\$0.5 million). The net asset values of Shanghai Cardinfo as at 31 December 2005 and 31 December 2006 were approximately RMB25.6 million (equivalent to approximately HK\$25.6 million) and approximately RMB30.0 million (equivalent to approximately HK\$30.0 million) respectively.

### REASONS FOR THE SUBSCRIPTION

The Company is an investment holding company incorporated in Bermuda and its issued shares are listed on GEM. The Group is principally engaged in the research, development and sale of software products and systems as well as the provision of information technology solutions (including project implementation, system integration and after-sales maintenance services) to customers in Macau and the PRC. The Group offers an array of enterprise solutions including *MegaImage* (document imaging application), *MegaMax* (surveillance solution), *MegaDMS* (document management system) and *MegaERP* (enterprise resource planning application).

The Group has been looking for suitable investment opportunities in order to broaden its income source. The Directors consider the Subscription an attractive investment opportunity for the Group to further extend its scope of products and services and to strengthen its business in the PRC market. With a population of over 1.3 billion and an increasing gross domestic products per capita, the PRC certainly represents an unparalleled consumer market in the world. Although Shanghai Cardinfo has only achieved a slight profit for the year ended 31 December 2006, given (i) China UnionPay is the exclusive operator of the unified nationwide inter-bank bankcard information exchange network in the PRC; (ii) there were over 100 million China UnionPay bankcards issued up to February 2006; and (iii) the support provided by the China UnionPay group entities, the Directors consider that the Subscription will provide the Group with a springboard to enter the vast payment market in the PRC. The terms of the Formal Subscription Agreement have been agreed based on arm's length negotiations among the parties involved.

In view of the above, the Directors (including the independent non-executive Directors) consider that the Subscription is in the interest of the Company and the Shareholders as a whole and the terms of the Formal Subscription Agreement are fair and reasonable and on normal commercial terms.

---

## LETTER FROM THE BOARD

---

### FINANCIAL EFFECTS OF THE SUBSCRIPTION

On the basis that the Group will hold an approximate 20.69% interest in Shanghai Cardinfo upon Completion, Shanghai Cardinfo will be treated as an associated company of the Group. The Group will account for its share of the net assets of Shanghai Cardinfo plus any goodwill, which is equal to the Consideration less the Group's attributable share of the fair value of Shanghai Cardinfo at Completion.

The results of Shanghai Cardinfo, after Completion, will be equity accounted for in the financial statements of the Group. The goodwill, if any, will not be amortised but will be subject to the annual impairment review as stipulated under the Hong Kong Financial Reporting Standards.

### ADDITIONAL INFORMATION

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

Yours faithfully,  
For and on behalf of the Board  
**AGTech Holdings Limited**  
**Sun Ho**  
*Chairman*

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions of the Directors 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 (a) 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 they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, were as follows:

Long positions in Shares:

| Directors                   | Number of Shares       |                           |               | Approximate percentage held |
|-----------------------------|------------------------|---------------------------|---------------|-----------------------------|
|                             | Personal interest      | Corporate interest        | Total         |                             |
| Mr. SUN Ho                  | 26,750,000<br>(Note 2) | 2,006,250,000<br>(Note 1) | 2,033,000,000 | 67.73%                      |
| Mr. KOT Wai Ming            | 26,750,000<br>(Note 2) | –                         | 26,750,000    | 0.89%                       |
| Mr. WANG Ronghua            | 2,675,000<br>(Note 2)  | –                         | 2,675,000     | 0.09%                       |
| Mr. HUA Fengmao             | 1,355,000<br>(Note 3)  | –                         | 1,355,000     | 0.05%                       |
| Mr. KWOK Wing<br>Leung Andy | 2,675,000<br>(Note 2)  | –                         | 2,675,000     | 0.09%                       |

*Notes:*

1. These 2,006,250,000 Shares were held in the name of MAXPROFIT GLOBAL INC. As MAXPROFIT GLOBAL INC is beneficially and wholly-owned by Mr. Sun Ho, an executive director and chairman of the Company, Mr. Sun was deemed to be interested in such Shares.
2. Each of the two executive Directors, Mr. Sun Ho and Mr. Kot Wai Ming, holds 26,750,000 Shares and each of the two independent non-executive Directors, Mr. Kwok Wing Leung Andy and Mr. Wang Ronghua, holds 2,675,000 Shares following their exercise in full of the respective options granted to them on 14 August 2006 by the Company pursuant to the share option scheme of the Company adopted on 18 November 2004.
3. Mr. Hua Fengmao, an independent non-executive Director, holds 1,355,000 Shares following his exercise in full of the options granted to him on 14 August 2006 by the Company pursuant to the share option scheme of the Company adopted on 18 November 2004 and subsequent disposal of certain Shares by him.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares (in respect of share options of the Company which were regarded as unlisted physically settled equity derivatives) and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) 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 they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

### 3. SUBSTANTIAL SHAREHOLDER

As at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, the following persons (not being Directors or chief executives of the Company) had, or were deemed to have, interests and long positions in the Shares or underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or, were expected, directly or indirectly, to be 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 other member of the Group or held any option in respect of such capital and recorded in the register kept by the Company pursuant to section 336 of the SFO:

#### Interests in the Shares:

| Name of Shareholder              | Capacity                           | Number of Shares held | Approximate percentage of issued share capital of the Company |
|----------------------------------|------------------------------------|-----------------------|---------------------------------------------------------------|
| MAXPROFIT GLOBAL INC             | Beneficial owner ( <i>Note 1</i> ) | 2,006,250,000         | 66.84%                                                        |
| GE Asset Management Incorporated | Investment manager                 | 150,000,000           | 5.00%                                                         |

#### Long positions in the underlying Shares:

| Name of holder of the underlying Shares | Capacity                                              | Number of underlying Shares entitled | Approximate percentage of issued share capital of the Company |
|-----------------------------------------|-------------------------------------------------------|--------------------------------------|---------------------------------------------------------------|
| Ladbrokes plc                           | Interests in controlled corporation ( <i>Note 2</i> ) | 157,990,000                          | 5.26%                                                         |

*Notes:*

- As disclosed above, Mr. Sun Ho was deemed to be interested in those 2,006,250,000 Shares by virtue of his interest in MAXPROFIT GLOBAL INC.
- The 157,990,000 Shares were deemed corporate interest of Ladbrokes plc arising as a result of the grant of an option to Ladbroke Group by the Company pursuant to a joint venture shareholders’ agreement dated 19 January 2007. Under the SFO, Ladbrokes plc was deemed to own the 157,990,000 Shares which were directly held by Ladbroke Group and indirectly held through Ladbroke Group International, Travel Document Service, Cayman Investments No. 1, International Finance Investment, Ladbroke US Investments Ltd, Martia Ltd and Ladbroke Group Holdings Ltd, all of which are wholly-owned subsidiaries of Ladbrokes plc.

Save as disclosed above, as at the Latest Practicable Date, the Directors or chief executive of the Company were not aware of any other substantial Shareholder (not being a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares, underlying Shares and debentures 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 who were expected, directly or indirectly, to be 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 other member of the Group or held any option in respect of such capital and recorded in the register kept by the Company pursuant to section 336 of the SFO.

#### **4. INTERESTS OF OTHER PERSONS**

As at the Latest Practicable Date, apart from the interests in the Shares, underlying Shares and debentures of the Company and its associated corporations held by the Directors, chief executive and substantial shareholders of the Company stated above, there were no other persons with interests recorded in the register of the Company required to be kept under section 336 of the SFO.

#### **5. MANAGEMENT SHAREHOLDER**

As at the Latest Practicable Date, so far as the Directors are aware, other than Mr. Sun Ho as disclosed above, there was no other person who was directly or indirectly interested in 5% or more of the Shares then in issue and who was able, as a practical matter, to direct or influence the management of the Company.

#### **6. DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or any of their respective associates (as defined in the GEM Listing Rules) had any interest in any business which competes or may compete with the business of the Group or any other conflicts of interest with the Group.

#### **7. SERVICE CONTRACT**

As at the Latest Practicable Date, none of the Directors had entered, or were proposing to enter, into any service contract with the Company or its subsidiaries which was not terminable by the employer within one year without payment of any compensation (other than statutory compensation).

#### **8. LITIGATION**

As at the Latest Practicable Date, so far as the Directors were aware, neither the Company nor any of its subsidiaries was engaged in any litigation or claims of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

**9. MISCELLANEOUS**

- (a) The branch share registrar of the Company in Hong Kong is Abacus Share Registrars Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (b) The secretary of the Company is Ms. Mak Tak Ping who is an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries.
- (c) The qualified accountant of the Company is Ms. Lo Kei Chi who is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.
- (d) The compliance officer of the Company is Mr. Sun Ho, who is a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants.
- (e) The Company has established an audit committee which is responsible for reviewing and supervising the financial reporting process and internal controls system of the Group, considering the appointment or re-appointment of auditors and providing advice and comments on the Group's draft annual reports and accounts, interim reports and quarterly reports to the Board. The audit committee is chaired by Mr. Kwok Wing Leung Andy and has two other members, Mr. Wang Ronghua and Mr. Hua Fengmao, all of them are independent non-executive Directors. Set out below are the biographical details of these three Directors:

**Mr. Kwok Wing Leung Andy**, aged 33, has over 10 years of local and overseas financial and general management experience and has experience in the trading business in the PRC. He was appointed as independent non-executive Director as well as member of each of the audit, remuneration and nomination committees of the Company on 19 July 2006. Mr. Kwok holds a master degree in Business Administration from Tsinghua University, the PRC and a bachelor degree in Economics from the University of Sydney in Australia. Mr. Kwok is a member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Kwok is the chairman of Nubrand Group Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange.

**Mr. Wang Ronghua**, aged 61, is a representative in Shanghai of Treasury Holdings China Limited. He was appointed as independent non-executive Director as well as member of each of the audit, remuneration and nomination committees of the Company on 19 July 2006. Mr. Wang graduated from the Beijing Institute of Foreign Trade. Prior to the appointment as independent non-executive Director, Mr. Wang held various positions in the PRC Government. Mr. Wang was the General Manager of Beijing Personnel Service Corporation for Diplomatic Missions, the General Manager of China Jiaoyuan Corporation for International Economic and Technical Cooperation, the First Deputy Director General of Beijing Service Bureau for

Diplomatic Missions and an Ambassador of the PRC to the Republic of Iceland. Thereafter, Mr. Wang joined Shanghai Institute of International Finance as Vice President and was Chief Operating Officer of Shanghai Sinoman Industrial (Group) Ltd. Mr. Wang did not hold any directorship in any listed companies during the past three years.

**Mr. Hua Fengmao**, aged 38, is the founding partner and managing director of China Finance Strategies Limited. He was appointed as independent non-executive Director as well as member of each of the audit, remuneration and nomination committees of the Company on 19 July 2006. Mr. Hua obtained a bachelor degree and a master degree in English Language & Literature from the Shanghai International Studies University, Shanghai, the PRC. Mr. Hua obtained a Master of Business Administration degree from the International University of Japan, Niigata, Japan. Prior to founding China Finance Strategies Limited, Mr. Hua held various positions in various investment banks. Mr. Hua was the Managing Director of Investment Banking of CLSA Equity Capital Markets Limited, the General Manager of Cazenove Asia Limited, Manager of ICEA Capital Limited and Associate Investment Banking Officer of Bank of America NT&SA. Mr. Hua did not hold any directorship in any listed companies during the past three years.

- (f) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.