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This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

PROACTIVE

PROACTIVE TECHNOLOGY HOLDINGS LIMITED

(寶訊科技控股有限公司)*

(incorporated in the Bermuda with limited liability)

(Stock Code: 8089)

CHANGE OF SUBSTANTIAL SHAREHOLDER

The Board has been informed by Mr. Tsang Chi Hin, who is the chairman, a chief executive officer and a substantial shareholder of the Company, that on 7 November 2006 Mr. Tsang entered into a sale and purchase agreement for the disposal of and had disposed of all his 52,415,466 Sale Shares, representing approximately 22.59% of the existing issued share capital of the Company, through a off-market sale at a consideration of approximately HK\$4,193,237, or approximately HK\$0.08 per Sale Share. Upon completion of the Disposal, Mr. Tsang Chi Hin no longer holds any shares of the Company.

The board of directors (the “Board”) of Proactive Technology Holdings Limited (the “Company”) has been informed by Mr. Tsang Chi Hin (“Mr. Tsang”), who is the chairman, a chief executive officer and a substantial shareholder of the Company, that Mr. Tsang entered into a sale and purchase agreement with Well Support Limited (the “Purchaser”), an independent third party, on 7 November 2006 to dispose of all his 52,415,466 shares of the Company (“Sale Share(s)”), representing approximately 22.59% of the existing issued share capital of the Company, through a off-market sale (“Disposal”) at a consideration of approximately HK\$4,193,237, or approximately HK\$0.08 per Sale Share to the Purchaser. The signing and completion of the sale and purchase agreement took place simultaneously on 7 November 2006. Upon completion of the Disposal, Mr. Tsang no longer holds any shares of the Company.

After the Disposal, the substantial shareholders of the Company as disclosed pursuant to the Securities and Futures Ordinance are as follows:-

Name	Number of issued ordinary shares held	Approximate percentage of total issued ordinary share
Well Support Limited	52,415,466	22.59%
Gorgeous Overseas Limited	40,000,000	17.24%
Century Dragon Development Limited	27,000,000	11.64%
Homerun Business Development Limited	11,736,000	5.06%

Save as disclosed herein, Mr. Tsang has confirmed that there is no matter that needs to be brought to the attention of the shareholders of the Company.

To the best knowledge and belief of the directors of the Company (“Directors”), the Purchaser, together with its ultimate beneficial owner, are third parties independent of the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries and/or their respective associates and connected persons of the Company and its subsidiaries.

Further announcement(s) will be made by the Company if there is any change to the composition of the Board.

The Directors confirm that, save as disclosed above, there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Chapters 19 to 20 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”), neither are the Directors aware of any matter discloseable under the general obligation imposed by rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature, and there is no other matter that need to be brought to the attention of the shareholders of the Company.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
Tsang Chi Hin
Chairman

Hong Kong, 7 November 2006

As at the date hereof, the Company’s executive directors are Mr. Tsang Chi Hin and Mr. Li Siu Ming, and the Company’s independent non-executive directors are Mr. Leung Lok Ming, Mr. Chan Ho Wah, Terence and Mr. Chong Cha Hwa.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for 7 days from the date of its posting.

** For identification purpose only*