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If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Value Convergence Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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VALUE CONVERGENCE HOLDINGS LIMITED
滙盈控股有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

Website: <http://www.valueconvergence.com>

(Stock Code: 8101)

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
RE-ELECTION OF DIRECTORS

A notice convening the annual general meeting (“Annual General Meeting”) of Value Convergence Holdings Limited (the “Company”) to be held at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong at 11:00 a.m. on 19th April 2007 is contained in the annual report of the Company for the year ended 31st December 2006 (the “Annual Report”). Whether or not you are able to attend such meeting, please complete and return the form of proxy enclosed with the Annual Report in accordance with the instructions printed thereon to the registered office of the Company at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the “Latest Company Announcement” page of the GEM website at www.hkgem.com for at least 7 days of the date of its publication and on the website of the Company at www.valueconvergence.com.

27 March 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. GEM-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 in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 19th April 2007 at 38th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong
“Annual Report”	the annual report of the Company for the year ended 31st December 2006
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 32) of the Laws of Hong Kong
“Company”	Value Convergence Holdings Limited, a company incorporated in Hong Kong with limited liability under the Companies Ordinance whose shares are listed on GEM;
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	means 20th March 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Re-election of Directors”	the re-election of Mr. Patrick Sun, Mr. Tyen Kanhee, Anthony, Mr. Sham Sui Leung, Daniel and Mrs. Chu Ho Miu Hing
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



VALUE CONVERGENCE HOLDINGS LIMITED 滙 盈 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

Website: <http://www.valueconvergence.com>

(Stock Code: 8101)

Executive Directors:

Mr. Ho, Lawrence Yau Lung (*President & Vice Chairman*)

Mr. Patrick Sun (*Chief Executive Officer*)

Non-Executive Directors:

Dr. Ho Hung Sun, Stanley (*Chairman*)

Dr. Lee Jun Sing

Attorney Patajo-Kapunan, Lorna

Independent Non-executive Directors

Dr. Tyen Kanhee, Anthony

Mr. Sham Sui Leung, Daniel

Mrs. Chu Ho Miu Hing

Registered office:

28th Floor, The Centrium

60 Wyndham Street

Central

Hong Kong

27th March 2007

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES AND RE-ELECTION OF DIRECTORS

1. INTRODUCTION

As released by the Company pursuant to an announcement dated 14th March 2007, the audit of the accounts of the Group for the year ended 31st December 2006 was completed. The Company proposes to hold the AGM in which the shareholders of the Company will be asked to consider, and if thought fit, to pass resolutions to adopt the audited consolidated accounts of the Group for the year ended 31st December 2006 and the reports of the Directors and auditors, to give general mandates to the Directors to exercise the powers of the Company to repurchase and to issue securities and on Re-election of Directors. Details of these resolutions are set out in the notice of the AGM which is contained in pages 85 to 89 of the Annual Report.

The purpose of this circular is to provide you with information in connection with the aforementioned matters in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

On 4th April 2006, a general mandate was given to the Directors to exercise the powers of the Company to repurchase up to 25,041,577 Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will therefore be proposed at the AGM to give a general mandate to the Directors to exercise the powers of the Company to repurchase on the Stock Exchange the Shares up to a maximum of 10% of the Company's issued share capital outstanding as at the date of passing of the resolution (the "Repurchase Mandate"). In addition, if the resolutions to authorise the Repurchase Mandate and the Issue Mandate (as defined below) are passed, a resolution will be proposed to extend the authority of the Directors under the Issue Mandate by an amount equal to the aggregate nominal amount of any Shares repurchased by the Company under the authority so granted.

As at the Latest Practicable Date, the issued share capital of the Company comprised 253,860,179 Shares.

Subject to the passing of the ordinary resolution relating to the Repurchase Mandate at the AGM and on the basis that no further Shares or other securities are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,386,017 Shares.

An explanatory statement as required under the GEM Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

During each of the six months preceding the date of this circular, the Company has not repurchased any Shares on the Stock Exchange.

3. GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, a resolution will also be proposed that the Directors be given a general mandate to issue securities up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date the resolution is passed (the "Issue Mandate") in order to ensure flexibility and discretion to the Directors to issue securities. In addition, a resolution will be proposed to extend the Issue Mandate by adding to it the nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of such resolution.

4. RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors including two executive Directors, namely, Mr. Ho, Lawrence Yau Lung and Mr. Patrick Sun; three non-executive Directors, namely, Dr. Ho Hung Sun, Stanley, Dr. Lee Jun Sing and Attorney Patajo-Kapunan, Lorna and three independent non-executive Directors, namely, Mr. Sham Sui Leung, Daniel, Dr. Tyen Kanhee, Anthony and Mrs. Chu Ho Miu Hing.

Pursuant to the existing articles of association of the Company, any director appointed during the year shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Furthermore, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third,

LETTER FROM THE BOARD

shall retire from office. The Directors to retire every year shall be those who have been longest in office since their last election. In accordance with these provisions, Mr. Patrick Sun, Dr. Tyen Kanhee, Anthony, Mr. Sham Sui Leung, Daniel and Mrs. Chu Ho Miu Hing shall retire at the AGM. The aforementioned retiring Directors are eligible for re-election at the AGM.

Brief biographical details of the said retiring Directors proposed to be re-elected at the AGM are set out in Appendix II of the Circular.

5. ANNUAL GENERAL MEETING

The notice of the AGM, which contains resolutions on the aforementioned and other matters, is set out in the Annual Report accompanying this circular.

There is enclosed in the Annual Report a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the registered office of the Company at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

6. PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

Article 73 of the Company's articles of association sets out the procedures by which the Shareholders may demand a poll:

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) by any member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that the adoption of the audited consolidated accounts of the Group and the reports of the Directors and auditors for the year ended 31st December 2006, the granting of the general mandates to the Directors to repurchase and to issue securities and the Re-election of Directors are in the best interests of the Company as well as the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of all the said resolutions to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM 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, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other facts the omission of which would make any statement herein misleading; and (iii) 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.

By order of the board of
Value Convergence Holdings Limited
Ho, Lawrence Yau Lung
President & Vice Chairman

This explanatory statement, as required by the GEM Listing Rules, provides you with requisite information for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL AND EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 253,860,179 Shares.

Subject to the passing of the ordinary resolution relating to the Repurchase Mandate at the AGM and on the basis that no further Shares or other securities are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 25,386,017 Shares (representing 10 per cent. of the Company's issued share capital as at the date of passing of the relevant resolution) during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the shareholders of the Company in general meeting.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its members. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the Companies Ordinance. The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report) in the event that the proposed repurchases of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date:

Month	Highest trade price HK\$	Lowest trade price HK\$
2006		
March	2.550	0.700
April	3.150	1.860
May	2.500	1.800
June	2.125	1.490
July	1.620	1.390
August	1.430	1.030
September	1.890	1.000
October	1.600	1.200
November	1.490	1.290
December	1.500	1.150
2007		
January	1.300	1.150
February	1.750	1.180

5. REPURCHASES IN THE PAST SIX MONTHS

During each of the six months preceding the date of this circular, the Company has not repurchased any of its Shares.

6. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposed general mandate is approved by Shareholders, to sell Shares to the Company.

No connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she/it has any present intention to sell Shares to the Company nor has undertaken not to do so in the event that the Company is authorized to make repurchases of its own shares.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Ordinance and the regulations set out in the memorandum and articles of association of the Company.

8. EFFECT OF TAKEOVER CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeover Code. As a result, a shareholder, or a group of shareholders acting in concert, depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Melco Financial Group Limited is interested in approximately 63.39 per cent. of the existing issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Melco Financial Group Limited in the Company will be increased to approximately 70.44 per cent. of the issued share capital of the Company. To the best of the knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeover Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Takeover Code to make a mandatory offer.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are particulars of the Directors proposed to be re-elected at the AGM.

(1) Mr. Patrick Sun, aged 48, Executive Director and Chief Executive Officer

Mr. Sun joined the Group in August 2006. Mr. Sun has more than 20 years of experience in the investment banking business and has participated in numerous capital markets and advisory transactions. Before joining the Group, he had been an executive director of SW Kingsway Capital Holdings Limited (a company listed on the Stock Exchange); the Senior Country Officer of JP Morgan Chase and head of its investment banking business in Hong Kong; as well as group executive director and co-head of investment banking of Jardine Fleming Holdings Limited. Mr. Sun is currently an independent non-executive director of Solomon Systech (International) Limited (a company listed on the Stock Exchange), The Link Management Limited (as manager of The Link Real Estate Investment Trust which is listed on the Stock Exchange) and Everbright Pramerica Fund Management Company Limited. Save as disclosed, Mr. Sun has not held directorship in other public listed companies in the past 3 years.

Mr. Sun holds a Bachelor of Science degree from the Wharton School, University of Pennsylvania in the United States and completed the Stanford Executive Program of the Stanford Business School. He is a qualified accountant in the United Kingdom and Hong Kong.

Mr. Sun was deputy convenor of the Listing Committee of the Stock Exchange from 1996 to 2002 and was a member of the Council of the Stock Exchange from 1995 to 2000. From 2002 to 2004, he was honorary chief executive officer of the Chamber of Hong Kong Listed Companies. He was appointed by the Securities and Futures Commission as a member of the Takeovers and Mergers Panel from 1995 to 1997 and again from 1999 to 2001.

Mr. Sun also participated actively in public services. He is a former member of the Financial Services Advisory Committee of the Hong Kong Trade Development Council, the Investment Advisory Committee of the Hong Kong Exchanges and Clearing Limited, the Corporate Advisory Council of the Hong Kong Securities Institute and the Hong Kong Policy Research Institute. He is a member of the General Committee of the Chamber of Hong Kong Listed Companies.

Mr. Sun has a service contract with VC Services Limited, a wholly-owned subsidiary of the Company, which may be terminated by either party by written notice of not less than 3 months and subject to rotation, retirement and re-election at annual general meeting pursuant to articles of association of the Company. Mr. Sun's annual remuneration is HK\$2,802,000, and he may also receive a bonus of 5% of the profit before tax and extraordinary items of the Group or K\$1,000,000 (whichever amount is the higher) payable in April each year. The amount of emoluments is determined by arm's length negotiation between the parties with reference to the prevailing market rate and the Company's policy. Save as disclosed herein, there are no other benefits provided to Mr. Sun for his directorship in the Company.

Mr. Sun does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sun has personal interest of 2,400,000 underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(w) of the GEM Listing Rules in respect of Mr. Sun's re-election.

(2) Dr. Tyen Kanhee, Anthony, aged 51, Independent Non-executive Director

Dr. Tyen joined the Group in September 2004. He holds a Doctoral degree in Philosophy and a Master degree in Business Administration, both from the Chinese University of Hong Kong. He is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of both the Association of Chartered Certified Accountants and the Institute of Chartered Secretaries and Administrators, and a member of the Chinese Institute of Certified Public Accountants. He is currently a practising certified public accountant in Hong Kong and has over 29 years' experience in auditing, accounting, management and company secretarial practice.

Dr. Tyen is also a director of Recruit Holdings Limited, the securities of which are listed on the Growth Enterprises Market of the Stock Exchange.

There is no service contract entered into between the Company and Dr. Tyen, but Dr. Tyen is subject to retirement and re-election at annual general meeting pursuant to articles of association of the Company. The amount of emoluments for Dr. Tyen is HK\$195,000 per annum, which is determined by arm's length negotiation between the parties with reference to the prevailing market rate. Save as disclosed herein, there are no other benefits provided to Dr. Tyen for his directorship in the Company.

Dr. Tyen does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Tyen does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(w) of the GEM Listing Rules in respect of Dr. Tyen's re-election.

(3) Mr. Sham Sui Leung, Daniel, aged 51, Independent Non-executive Director

Mr. Sham joined the Group in August 2004. Mr. Sham qualified as a chartered accountant in England and Wales, and worked as a certified public accountant in Hong Kong for over 20 years. He was a partner of Moores Rowland Mazars for 14 years until he retired on 31 December 2003. After his retirement, he rejoined Moores Rowland Mazars as a consultant in late 2004 and worked in that capacity until March, 2006.

Mr. Sham graduated with a Bachelor of Arts in Economics at University of Leeds. He was a member of the Auditing Standard Committee, the Expert Panel on Listing and the Expert Panel on Securities and the Accountants' Report Task Force of the Hong Kong Institute of Certified Public Accountants ("HKICPA"). He was also a member of the Disciplinary Panel of HKICPA.

Mr. Sham has all-round experience in accounting, auditing and other related works, especially in the fields of corporate finance and securities regulations. He is currently an independent non-executive director of AEON Stores (Hong Kong) Co., Limited and Melco International Development Limited, both of which are listed on the Stock Exchange.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

There is no service contract entered into between the Company and Mr. Sham. He is not appointed for a specific term and is subject to rotation, retirement and re-election at annual general meeting pursuant to articles of association of the Company. The amount of emoluments for Mr. Sham is HK\$195,000 per annum, which is determined by arm's length negotiation between the parties with reference to prevailing market rate. Save as disclosed herein, there are no other benefits provided to Mr. Sham for his directorship in the Company.

Mr. Sham does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Sham does not have any interests in shares of the Company within the meaning of Part XV of the securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(w) of the GEM Listing Rules in respect of Mr. Sham's re-election.

(4) Mrs. Chu Ho Miu Hing, aged 65, Independent Non-executive Director

Mrs. Chu joined the Group in December 2006. She has more than 30 years of experience in securities industry. Mrs. Chu is currently a director of Good Harvest Securities Company Limited. She was an executive director of Sinofert Holdings Limited (formerly known as "Sinochem Hong Kong Holdings Limited") (a company listed on the Stock Exchange) until 31st August 2005. Save as disclosed, Mrs. Chu has not held directorship in other public listed companies in the past 3 years.

Mrs. Chu holds a Bachelor's Degree in chemistry from Mount Holyoke College and a Bachelor's Degree in music from New England Conservatory of Music both in the United States. Mrs. Chu was a Council Member of the Stock Exchange. She is currently the vice-chairman of The Chamber of Hong Kong Listed Companies.

On or around November 2000, Mrs. Chu was publicly reprimanded by the Securities and Futures Commission in connection with her activities as a registered securities dealer of Good Harvest Securities Company Limited ("Good Harvest") relating to the shares of Wah Tak Fung Holdings Limited in July 1998. In connection with this incident, Mrs. Chu had agreed not to be involved in the dealing business of Good Harvest for a period of three months from November 2000 to January 2001.

There is no service contract entered into between the Company and Mrs. Chu. She is not appointed for a specific term and is subject to rotation, retirement and re-election at annual general meeting pursuant to articles of association of the Company. The amount of emoluments for Mrs. Chu is HK\$170,000 per annum, which is determined by arm's length negotiation between the parties with reference to prevailing market rate. Save as disclosed herein, there are no other benefits provided to Mrs. Chu for her directorship in the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mrs. Chu does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mrs. Chu did not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 17.50(2)(h) to Rule 17.50(2)(w) of the GEM Listing Rules in respect of Mrs. Chu’s re-election.