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If you are in any doubt as to any aspect of 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 Town Health International Holdings Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, 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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TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康健國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8138)

**DISCLOSEABLE TRANSACTION:
ACQUISITION OF CLINIC CHAIN**

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of Town Health International Holdings Company Limited at <http://www.townhealth.com>.

15 August 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 in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“Acquisition”	the acquisition of 100% equity interest in the Target Company from the Vendor subject to and upon the terms and conditions of the Sale and Purchase Agreement
“Board”	the board of Directors
“Business”	a medical chain comprises of 21 clinics
“Company”	Town Health International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Sale and Purchase Agreement
“Completion Date”	30 September 2007
“Deposits”	the deposit in an aggregate amount of HK\$8,000,000 paid or to be paid by the Purchaser to the Vendor as deposit and part payment of the consideration as referred above in sub-section headed “Consideration”
“Directors”	the directors of the Company from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 August 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Noble Pioneer”	Noble Pioneer Limited, a company incorporated in the Hong Kong with limited liability and owned as to 100% by the Vendor as at the Latest Practicable Date

DEFINITIONS

“Purchaser”	Town Health Medical Group Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Reorganisation”	the reorganisation to be undertaken by the Vendor pursuant to which (i) all interests, rights and benefits of the Business together with all assets including but not limited to existing plant and equipments, employment contracts, tenancy interests and intellectual properties shall be transferred to Noble Pioneer Limited and (ii) the Target Company shall acquire all the issued share capital of Noble Pioneer Limited such that immediately after completion of the reorganisation, all Business and its assets and Noble Pioneer shall be beneficially owned by the Target Company
“Sale and Purchase Agreement”	the agreement for sale and purchase dated 23 July 2007 and entered into between the Purchaser and the Vendor in relation to the Acquisition
“Sale Shares”	two shares of US\$1.00 each in the share capital of the Target Company, being the entire issued share capital of the Target Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Shareholders”	holder of the Shares
“Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Jolly Park Limited, a company incorporated in the British Virgin Islands with limited liability and owned as to 100% by the Vendor immediately before Completion
“Target Group”	the Target Company, Noble Pioneer and the Business

DEFINITIONS

“Vendor”	Dr. Lau Hun Jin Anthony who was the registered and beneficial owner of 100% shareholding in the Target Company immediately before the Acquisition
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TOWN HEALTH INTERNATIONAL HOLDINGS COMPANY LIMITED

康健國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8138)

Executive Directors:

Miss Choi Ka Yee, Crystal
Dr. Cho Kwai Chee
Mr. Cho Kwai Yee, Kevin
Dr. Fung Yiu Tong, Bennet

Non-executive Director:

Dr. Francis Choi Chee Ming *JP*

Independent non-executive Directors:

Mr. Chan Kam Chiu
Mr. Wai Kwok Hung *JP*
Mr. Ho Kwok Wah, George

Registered office:

Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

*Head office and principal place
of business in Hong Kong:*

Shop No. 37, Level 3
Hilton Plaza Commercial Centre
3-9 Shatin Centre Street, Shatin
New Territories
Hong Kong

15 August 2007

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION: ACQUISITION OF CLINIC CHAIN

INTRODUCTION

On 25 July 2007, the Company announced that the Group entered into the Sale and Purchase Agreement with the Vendor on 23 July 2007 in relation to the acquisition of 100% equity interest in the Target Company for a cash consideration of HK\$48,319,534.25 (to be revised subject to the results of the due diligence review). The Acquisition constitutes a discloseable transaction on the part of the Company under the GEM Listing Rules.

The purpose of this circular is to provide you with further details of the Acquisition and other general information of the Group.

LETTER FROM THE BOARD

SALE AND PURCHASE AGREEMENT

Date:

23 July 2007

Parties:

Purchaser: Town Health Medical Group Limited, a wholly-owned subsidiary of the Company; and

Vendor: Dr. Lau Hun Jin Anthony, as vendor

To the best knowledge, information and belief of the Directors, the Vendor is an independent third party and not a connected person of the Company within the meaning of the GEM Listing Rules.

Assets acquired

2 shares of US\$1.00 each in the share capital of the Target Company, representing 100% of the entire issued share capital of the Target Company.

Conditions precedent

Completion is subject to the following conditions having been fulfilled or waived (as the case may be):

- (a) the Purchaser being satisfied with the results of the due diligence review including verifying the management accounts to be truly and accurately reflecting the financial status and financial performance of the Business;
- (b) the Warranties remaining true and accurate in all respects;
- (c) all necessary approvals, consents, authorisations, and licences in relation to the transactions contemplated under the Sale and Purchase Agreement and required to be obtained on the part of the Vendor having been obtained provided that the Vendor is not required to obtain the landlords of the Business consenting to the transfer of the clinics attached to the Business;
- (d) the completion of the Reorganisation including Noble Pioneer having acquired all interests, rights and benefits of the Business and the Target Company having acquired the entire issued share capital of Noble Pioneer pursuant to the Reorganisation; and
- (e) if necessary, the passing by the Shareholders at an extraordinary general meeting of the Company to be convened and held of the necessary resolutions to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

The Purchaser may at any time by notice in writing to the Vendor waive any of the condition precedents. As at the Latest Practicable Date, conditions (b), (c) and (e) have been fulfilled or remain unchanged. Conditions (a) and (d) have not been fulfilled.

LETTER FROM THE BOARD

Long stop date

If any of the conditions has not been satisfied (or, as the case may be, waived by the Purchaser) on or before 5:00 p.m. on 15 September 2007 or such later date as the Vendor and the Purchaser may agree, the Deposit shall be refunded by the Vendor forthwith to the Purchaser and the Sale and Purchase Agreement shall cease and determine.

Consideration

The total consideration for the Sale Shares as at the Latest Practicable Date is HK\$48,319,534.25 (to be revised subject to the results of the due diligence review) and shall be settled by the Purchaser in the following manner:

- (i) a deposit of HK\$4,000,000 shall be payable by the Purchaser to the Vendor as deposit and part payment of the consideration forthwith upon signing the Sale and Purchase Agreement;
- (ii) a further deposit of HK\$4,000,000 shall be payable by the Purchaser to the Vendor as deposit and part payment of the consideration upon completion of the due diligence review; and
- (iii) the remaining balance of HK\$40,319,534.25 (to be revised subject to the results of the due diligence review) shall be payable by the Purchaser to the Vendor on Completion.

If the total consideration after the results of the due diligence review is substantially different the consideration stated above, the Company undertakes to comply with the relevant GEM Listing Rules and make further announcement, if necessary.

Payment of the consideration mentioned above shall be effected by the Purchaser delivering to the Vendor on the relevant due date a cheque drawn against a licensed bank in Hong Kong or a cashier order issued by a licensed bank in Hong Kong for relevant sum and made payable to the Vendor (or as it may direct).

The consideration was arrived at after arm's length negotiations between the parties to the Sale and Purchase Agreement after having taken into account the average annual net profit after tax of the Business for the financial years ended 31 March 2006 and the year ended 31 March 2007 respectively times 6.5, being the profit/ earnings ratio as agreed by the Group and the Vendor.

LETTER FROM THE BOARD

Completion

Completion shall take place at 4:00 p.m. on the Completion Date upon compliance with or fulfilment of all the conditions of the Sale and Purchase Agreement and upon the Vendor completing the Reorganisation.

In the event that the Completion does not take place due to the fault of the Vendor, the Vendor shall forthwith refund and pay the Deposit, without interest, to the Purchaser. The Vendor shall also pay simultaneously a sum equivalent to the Deposit to the Purchaser. The Purchaser shall accept such payments as liquidated damages (but not as penalty) and in full and final settlement of any and all liabilities of the Vendor towards the Purchaser under the Sale and Purchase Agreement and thereafter, the Purchaser shall not be entitled to claim for damages or seek for other relief available to it.

In the event that the Completion does not take place due to the fault of the Purchaser, the Vendor shall be entitled to retain the Deposit as liquidated damages (but not as penalty). The Vendor shall accept such sum in full and final settlement of any and all liabilities of the Purchaser towards to the Vendor under the Sale and Purchase Agreement and thereafter, the Vendor shall not be entitled to claim for damages or seek for other relief available to it.

In the event that the Completion does not take place otherwise than as a result of the default of the Vendor or the Purchaser, inter alia namely, the Purchaser is not satisfied with the due diligence review as described above, the Vendor shall forthwith refund and pay the Deposit, without interest, to the Purchaser. The Purchaser shall accept such payment as liquidated damages (but not as penalty) and in full and final settlement of any and all liabilities of the Vendor towards the Purchaser under the Sale and Purchase Agreement and thereafter, the Purchaser shall not be entitled to claim for damages or seek for other relief available to it.

Upon Completion, the Target Group will become indirect wholly- owned subsidiaries of the Company and their accounts will be consolidated into the financial accounts of the Group.

Profit Guarantee

The Vendors have guaranteed to the Purchaser that the audited consolidated net profit after tax of the Target Group for (i) the period commencing from 1 October 2007 to 31 March 2008 and (ii) the financial year ending 31 March 2009 and (iii) the financial year ending 31 March 2010 (each a “**Guaranteed Period**”) shall not be less than average annual profit after tax of the Business for the financial year ended 31 March 2006 and the financial year ended 31 March 2007 respectively which is equals to HK\$7,433,774.50 (to be revised subject to the results of the due diligence review) (the “**Guaranteed Amount**”).

LETTER FROM THE BOARD

In the event that the audited consolidated net profit after tax of the Target Group for the Guaranteed Period is less than the relevant Guaranteed Amount, the Vendor shall pay to the Purchaser in cash a sum (“S”) calculated by reference to the following formula:

$$S = (B - A)$$

Where:

A = the actual audited consolidated net profit after tax of the Target Group for the relevant Guaranteed Period.

B = half the Guaranteed Amount for the (i) Guaranteed period and the full Guaranteed Amount for the (ii) and (iii) Guaranteed period respectively.

The Guaranteed Amount is subject to the following:

- (a) the Business not repudiating or breaching the service agreement with the Vendor;
- (b) the Purchaser, its associated companies or subsidiaries not opening medical clinics within 100 metre radius or within the same street from any of the Target Group’s existing clinics; and
- (c) the Purchaser not adversely interfering the existing operation or personnel of the Business or undermining the Business’ financial integrity or goodwill during the Guaranteed Period.

Further, according to the Sale and Purchase Agreement, if during the Guaranteed Period, there occurs an infectious outbreak or epidemic in Hong Kong (i.e. when World Health Organisation announces Hong Kong as infectious city international travel warning labelled) which last for a period longer than seven (7) days, the Vendor shall have the option to substitute the Guaranteed Period of that year with the immediate following financial year and the Guaranteed Period shall extended for one further year accordingly, with all Guaranteed Amount unchanged.

If the Target Group records a loss in its audited financial statements for the Guaranteed Period, the actual profit after tax of the Target Group shall be deemed as zero.

LETTER FROM THE BOARD

REASON FOR THE ACQUISITION

The Group is principally engaged in the provision of management service for private medical and dental practices and integrated healthcare service for the general public in Hong Kong.

Being an integrated healthcare service provider in Hong Kong, the Group has been actively participating in the provision of para-medical services and other healthcare related businesses, such as the operation of laboratory and the sale of healthcare and pharmaceutical products. The Directors have always been proactively looking for business opportunities to enhance the Group's profile and to create synergy for its existing operations, with an aim of providing "one stop shop" services to the public.

The Target Company is an investment holding company incorporated in the British Virgin Islands. Noble Pioneer is an investment holding company incorporated in Hong Kong. The Target Group are principally engaged in the provision of management service for private medical and dental practices and integrated healthcare service for the general public in Hong Kong.

The financial information of the Target Group based on its unaudited consolidated management accounts for the year ended 31 March 2006 and 31 March 2007 respectively, is set out below:

	For the year ended 31 March 2006 <i>(approximately HK\$'000)</i>	For the year ended 31 March 2007 <i>(approximately HK\$'000)</i>
Net asset value	6,422	8,696
Net tangible asset value	9,426	11,838
Net profit before tax and minority interests	9,334	8,697
Net profit after tax and minority interests	7,703	7,165

The unaudited consolidated management accounts of the Target Group for the year ended 31 March 2006 and 31 March 2007 were prepared in accordance with the Hong Kong Generally Accepted Accounting Principles.

Given that the Group is engaging in the provision of front-line medical services to the public, the Directors believe that the Group has accumulated in-depth understanding about the needs of the patients. By acquiring the equity interests in the Target Group, the Directors believe that the Group can further enhance its profile and services. The Directors also consider that the Acquisition will broaden its income base and benefit the Group financially through profit contribution.

LETTER FROM THE BOARD

The Target Group has been providing management service for private medical and dental practices and integrated healthcare service for the general public mainly in the geographic area of north western part of the New Territories including but not limited to Yuen Long District. The Directors further believe that with the strong customer pool and network established by the Target Group in north western part of the New Territories, the Acquisition offers the Group a platform to develop its healthcare related business in north western part of the New Territories.

The total number of the Group's clinic chain will increase to more than 100 after the Acquisition resulting in a stronger clinic and patient base. The Directors believe that this will render subsequent referral to the Group's specialty medical services, health check and laboratory services as well as cosmetic dermatology services.

The Board considers that the terms of the Sale and Purchase Agreement (including the consideration) are in normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT

Upon Completion, the Target Company will become 100% wholly owned subsidiary of the Company, the accounts of the Target Group will be consolidated with that of the Group. Given the earning ability and prospects of the Target Group, the Group's assets and liabilities will thereby be increased by approximately HK\$11,838,000 and HK\$3,141,000 respectively and the Group expects its earnings will be enhanced as a result of the Acquisition.

GENERAL

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
Town Health International Holdings Company Limited
Choi Ka Yee, Crystal
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:

- (a) the information contained in this circular is accurate and complete in all material respects and is not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) 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**(a) Director's interests and short positions in the securities of the Company and its associated corporations**

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and 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); or (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, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long positions in issued Shares

Name of Director	Capacity	Number of Shares	Approximate percentage of shareholding
Mr. Cho Kwai Chee	Interest in controlled corporation (<i>Note 1</i>)	7,845,082,353	46.81%
Dr. Francis Choi Chee Ming, <i>JP</i>	Interest in controlled corporation (<i>Note 1</i>)	7,845,082,353	46.81%
Mr. Fung Yiu Tong, Bennet	Beneficial owner	8,067,270	0.05%

Note 1: These 7,845,082,353 Shares are owned by Broad Idea International Limited (“**Broad Idea**”) which is owned as to 50.1% by Mr. Cho Kwai Chee and as to 49.9% by Dr. Francis Choi Chee Ming, *JP*. Accordingly, Mr. Cho Kwai Chee and Dr. Francis Choi Chee Ming, *JP* are both deemed to be interested in the 7,845,082,353 Shares are owned by Broad Idea under Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or 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); or (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, to be notified to the Company and the Stock Exchange.

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial Shareholders

So far as is known to the Directors, as at the Latest Practicable Date, the following person (not being Director or chief executive of the Company) had, or was deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were 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 member of the Group:

Name of Shareholder	Position	Capacity	Number of Shares held	Approximate percentage of shareholding
Broad Idea	Long	Beneficial owner	7,845,082,353	46.81%
Atlantis Investment Management Ltd	Long	Beneficial owner	780,000,000	5.00%

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who 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 member of the Group.

3. COMPETING INTEREST

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

4. LITIGATION

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

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

6. GENERAL

- (a) The registered office of the Company is at Uglan House, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, British West Indies.
- (b) The head office and principal place of business of the Company in Hong Kong is at Shop No. 37, Level 3, Hilton Plaza Commercial Centre, 3-9 Shatin Centre Street, Shatin, New Territories, Hong Kong.
- (c) The branch share registrar and transfer office of the Company in Hong Kong is Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (d) The compliance officer is Mr. Cho Kwai Chee who is graduated from the University of Hong Kong and holds the qualifications of MBBS(HK), FHKCFP, FRACGP, DCH(London), DCH(RCP&SI) and DCH(Glasgow).
- (e) The company secretary and qualified accountant of the Company is Mr. Wong Seung Ming who is graduated from the City University of Hong Kong with a bachelor degree in Accountancy and is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.
- (f) The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the audit committee are to review the Company's annual reports and accounts, half-yearly reports and quarterly reports and to provide advice and comments thereon to the Directors. The audit committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. The audit committee comprises the three independent non-executive Directors, namely Mr. Chan Kam Chiu, Mr. Wai Kwok Hung, J.P. and Mr. Ho Kwok Wah, George. Mr. Chan Kam Chiu is the chairman of the audit committee.

Mr. Chan Kam Chiu, aged 54, has engaged in the catering industry for almost 30 years. He has also involved in entertainment, property and investment project in the recent years. Mr. Chan is the President (founding chairman) of Hong Kong Shatin Industries & Commerce Association Limited and currently an executive member of the Committee of the Chinese People's Political Consultative Conference of Qingxin County, Guangdong Province and member of the Committee of the Chinese People's Political Consultative Conference of Guangzhou Fang Cun. He is also an honorary president and director of Shatin Sports Association Limited since 1992 and the chairman of the Shatin District Junior Police Call since 1996. He was a Hong Kong District Affaris Advisor to Xinhua News Agency for the period from January 1995 to June 1997. Except for the directorship in the Company, Mr. Chan does not hold any directorship in other listed companies in the past three years. Mr. Chan was appointed as an independent non-executive Director and the chairman of the audit committee of the Company both on 30 July 2002.

Mr. Wai Kwok Hung, J.P., aged 52, is the chairman of the Shatin District Council. Mr. Wai is a councilor of the Shatin District Council since 1988. He was also the chairman of the Culture, Sports and Community Development Committee of the Shatin Provisional District Board for the period from 1998 to 1999. He is currently a vice-president of Shatin Sports Association Limited, a director of the board of governors of Tin Sum Valley Public School and Management Committee Member of Helen Liang Memorial Secondary School. Except for the directorship in the Company, Mr. Wai does not hold any directorship in other listed companies in the past three years. Mr. Wai was appointed as an independent non-executive Director and a member of the audit committee of the Company both on 30 July 2002.

Mr. Ho Kwok Wah, George, aged 49, is a practicing certified public accountant in Hong Kong. He is the proprietor of George K. W. Ho & Co., Certified Public Accountants and possesses over 20 years' professional experience in accounting, auditing, tax planning and business advisory. Mr. Ho is also a director of The Taxation Institute of Hong Kong, The Hong Kong Association of Accounting Technicians Limited and the Hong Kong Commerce and Industry Associations Limited. Mr. Ho was an independent non-executive director of Asia Resources Holdings Limited and MAXX Biosciences Holdings Limited before his resignation as director of the respective company on 11 April 2002 and 31 December 2003. Except for the above-mentioned, Mr. Ho does not hold any directorship in other listed companies in the past three years. Mr. Ho was appointed as an independent non-executive Director and a member of the audit committee of the Company both on 28 September 2004.