

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Ezcom Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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.

EZCOM
BRING TECHNOLOGY TO LIFE
EZCOM HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION
OF FURTHER EQUITY INTEREST IN
FUTURE CIRCLE HOLDINGS LIMITED**

Joint Financial Advisers to the Company



**WALLBANCK BROTHERS
Securities (Hong Kong) Limited**



Partners Capital International Limited

Independent Financial Adviser to the Independent Board Committee

JS CRESVALE
JS Cresvale Securities International Limited

A letter from the Independent Board Committee is set out on page 13 of this circular. A letter from JS Cresvale Securities International Limited containing its advice to the Independent Board Committee is set out on 14 to 28 of this circular.

A notice convening a special general meeting of Ezcom Holdings Limited to be held at Salon 1 & 2, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on 9 July 2003 at 3:30 p.m. or any adjournment thereof is set out on pages 35 to 36 of this circular. Whether or not you are able to attend the special general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable to the share registrar of Ezcom Holdings Limited in Hong Kong, Abacus Share Registrars Limited, located at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding of the special general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjourned meeting should you so wish.

23 June 2003

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
– Introduction	4
– Supplemental Agreement	5
– The exercise of the Future Circle Option pursuant to the Future Circle Option Agreement, as supplemented by the Supplemental Agreement	6
– SGM	11
– Recommendations	11
– Additional Information	12
Letter from the Independent Board Committee	13
Letter from JS Cresvale	14
Appendix – General Information	29
Notice of SGM	35

DEFINITIONS

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

“associates”	as defined in the Listing Rules
“Board”	the board of Directors
“Company”	Ezcom Holdings Limited, a company incorporated in Bermuda with limited liability, the securities of which are listed on the Stock Exchange
“Completion”	completion of the exercise of the Future Circle Option, i.e., the sale and purchase of the Future Circle Option Share, which shall take place not later than seven days from the date of the SGM (in which approval by the Independent Shareholders of the entering into of the Supplemental Agreement and the exercise of the Future Circle Option will be sought)
“connected person”	has the same meaning ascribed to it in the Listing Rules
“Controlling Shareholders”	Anglo Express Group Limited and All About Investments Limited which are both beneficially wholly-owned by Mr. Kok, being controlling shareholders of the Company, with aggregate direct interest in 321,525,993 Shares representing approximately 52.6% of the existing issued share capital of the Company
“Convertible Note”	the convertible note to be issued by the Company to Mr. Li pursuant to the Future Circle Option Agreement
“Directors”	the directors of the Company
“Ezcom Tech”	Ezcom Technology Limited, a company incorporated in Hong Kong under the Companies Ordinance with limited liability on 3 August 1995 and an indirect subsidiary of the Company
“Future Circle”	Future Circle Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on 12 June 2001
“Future Circle Option”	the option granted to the Company by Mr. Li under the Future Circle Option Agreement
“Future Circle Option Agreement”	the option agreement dated 4 February 2002 entered into between the Company and Mr. Li in relation to the grant of an option to the Company to purchase Mr. Li’s remaining one share in Future Circle

DEFINITIONS

“Future Circle Option Price”	the exercise price for the Future Circle Option, that is HK\$40,695,297
“Future Circle Option Share”	one share in the share capital of Future Circle owned by Mr. Li, which represents one-third of the issued share capital of Future Circle
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars
“Independent Board”	the Board consisting of Dr. Yang Shiqin, Dr. Li Jianhua and Mr. Wang Shunian, the independent non-executive Directors, formed to advise the Independent Shareholders in respect of the entering of the Supplemental Agreement by the Company and the exercise of the Future Circle Option
“Independent Shareholders”	the Shareholders other than Anglo Express Group Limited, All About Investments Limited, Mr. Kok and their respective associates
“JS Cresvale”	JS Cresvale Securities International Limited, a corporation deemed licensed under the SFO, which has been appointed as the independent financial adviser to the Independent Board Committee
“Latest Practicable Date”	19 June 2003, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Kok”	Mr. Kok Kin Hok
“Mr. Li”	Mr. Li Tung Wai, a director and a substantial shareholder of Future Circle, a subsidiary of the Company and a director of Ezcom Tech, an indirect subsidiary of the Company
“Open Offer”	open offer on the basis of assured allotments of five offer shares for every adjusted shares (after the Share Capital Restructuring) as announced by the Company on 29 January 2003
“PRC”	The People’s Republic of China
“Select Right”	Select Right Developments Limited, a company incorporated in the British Virgin Islands with limited liability on 12 June 2001 and a wholly-owned subsidiary of the Company

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Shareholders to be convened to consider and, if thought fit, approve the entering into of the Supplemental Agreement by the Company and the exercise of the Future Circle Option by the Company pursuant to the thereof
“Share Capital Restructuring”	the consolidation of the previous ordinary shares of the Company of HK\$0.10 each into ordinary shares of HK\$0.01 each (after capital reduction) on the basis of 50 into 1 as announced by the Company on 29 January 2003 and effected on 22 April 2003
“Shareholders”	the shareholders of the Company
“Shares”	ordinary shares of the Company of HK\$0.01 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of section 2 of the Companies Ordinance Chapter 32) of the Company
“Substantial Shareholders”	has the same meaning ascribed to it in the Listing Rules
“Supplemental Agreement”	the supplemental agreement dated 21 May 2003 entered into between the Company and Mr. Li to amend and supplement the Future Circle Option Agreement
“%”	per cent.

LETTER FROM THE BOARD

EZCOM
BRING TECHNOLOGY TO LIFE
EZCOM HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

Executive Directors:

Mr. Kok Kin Hok (*Chairman*)
Mr. Lam Bing Sum
Mr. Lian Song Qing

Non-Executive Director:

Mr. Hou Ziqiang

Independent Non-executive Directors:

Dr. Yang Shiqin
Dr. Li Jianhua
Mr. Wang Shunian

Registered Office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:

Unit 1C & 1D, 14th Floor
Tower 2, Admiralty Centre
18 Harcourt Road
Hong Kong

23 June 2003

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

The Board announced that on 21 May 2003 the Company entered into the Supplemental Agreement with Mr. Li to amend and supplement the Future Circle Option Agreement such that the entering into of the Supplemental Agreement and the subsequent exercise of the Future Circle Option by the Company on the date of the Supplemental Agreement are conditional upon approval by the Independent Shareholders of the Company in general meeting, and that instead of payment by way of the Convertible Note, the Future Circle Option Price shall be satisfied upon Completion by way of the Company's delivery of a non-interest bearing promissory note in the form set out in the Supplemental Agreement in favour of Mr. Li in the sum of HK\$40,695,297 which represents the same amount of the denomination of the Convertible Note.

Reference is made to the announcement of the Company published on 5 February 2002 followed by the circular dated 26 February 2002 despatched to the Shareholders for the purposes of providing information to the Shareholders in relation to, among others, the Future Circle Option Agreement. The relevant ordinary resolution for the approval of the terms and conditions of the Future Circle Option Agreement, save and except the amendments contained in the Supplemental Agreement, was passed at the special general meeting held on 13 March 2002. Reference is also made to the announcement dated 20 June 2003 made by the Company which further explains the reasons for the exercise of the Future Circle Option by the Company.

Upon Completion, the Company will beneficially own the entire equity interests in Future Circle which together with Select Right (also the Company's wholly-owned subsidiary) will hold the entire share capital of Ezcom Tech.

LETTER FROM THE BOARD

Pursuant to the terms of the Supplemental Agreement, the Company exercised the Future Circle Option on 21 May 2003, the date on which the Supplemental Agreement was signed. The execution of the Supplemental Agreement and the subsequent exercise of the Future Circle Option by the Company on 21 May 2003 constituted discloseable and connected transactions of the Company under the Listing Rules by virtue of Mr. Li (the grantor in the Future Circle Option Agreement), being a director and a substantial shareholder of a subsidiary of the Company, is regarded as a connected person of the Company under the Listing Rules, and the total consideration, that is the Future Circle Option Price, represents approximately 16.0% of the Group's net tangible assets value after the completion of the Open Offer.

The Independent Board Committee, consisting of Dr. Yang Shiqin, Dr. Li Jianhua and Mr. Wang Shunian, being the independent non-executive Directors, has been formed to advise the Independent Shareholders on the terms of the Supplemental Agreement and the exercise of the Future Circle Option. JS Cresvale has been appointed as the independent financial adviser to advise the Independent Board Committee in this regard.

The purposes of this circular are to provide you with further information relating to details of the Supplemental Agreement and the exercise of the Future Circle Option, to set out the recommendations of the Independent Board Committee, the advice of JS Cresvale to the Independent Board Committee on the Supplemental Agreement and the exercise of the Future Circle Option, and to give you notice of the SGM to be convened for the purposes of considering and, if thought fit, approving the Supplemental Agreement and the exercise of the Future Circle Option pursuant to the terms thereof.

SUPPLEMENTAL AGREEMENT

Agreement Date : 21 May 2003

Grantee : the Company

Grantor : Mr. Li, a director and a substantial shareholder of a subsidiary of the Company who does not own any Shares at the date of the Supplemental Agreement

Reasons for entering into of the Supplemental Agreement

Because of the fluctuation of the share price of the Company after the Share Capital Restructuring, the closing price of the Shares on 21 May 2003 was HK\$0.182 per Share, which was far lower than the conversion price set out in the Convertible Note, HK\$5 per share (adjusted according to the terms of the Convertible Note after the Share Capital Restructuring as 50 of the previous ordinary shares of the Company were consolidated into 1 Share). Even though the conversion period under the Convertible Note was 2 years, but as the conversion price, HK\$5, was more than 27 times of the existing share price, HK\$0.182, of the Company, both the Directors and Mr. Li considered that the conversion right had become meaningless. If the Directors decided to issue the Convertible Note anyway without entering into the Supplemental Agreement, the Company would be issuing a convertible note with a conversion price which is out of money for more than 27 times, which would appear to be unreasonable and abnormal to public investors since normally the conversion price would only be slightly higher than the current share price. This might create confusion and uncertainty to the Shareholders and the public investors as to the capital structure of the Company.

LETTER FROM THE BOARD

In the Company's circular dated 25 March 2003 in relation to open offer, it was stated on page 17 thereof that "the Directors consider that it is prudent to finance the Company's growth with longer term funding, preferably in the form of equity rather than debt". Now, if the entering into of the Supplemental Agreement and the exercise of the Future Circle Option are approved in the SGM, the Company will incur a debt of HK\$40,695,297, with no equity element. But as explained above, the original equity element in the Future Circle Option, the conversion right with the conversion price at HK\$5, had virtually gone due to the drop of share price of the Company after the Share Capital Restructuring and it was out of the control of the Company to retain such equity element since it was entirely Mr. Li's discretion to decide whether to exercise the conversion right. If the circumstances allow, the Directors would prefer equity financing rather than debt financing.

Terms of the Supplemental Agreement

The Company and Mr. Li therefore entered into the Supplemental Agreement to amend and supplement the Future Circle Option Agreement such that instead of payment by way of the Convertible Note, the Future Circle Option Price shall be satisfied upon Completion by way of the Company's delivery of a promissory note in the form set out in the Supplemental Agreement in favour of Mr. Li in the sum of HK\$40,695,297 (representing the same amount of the denomination of the Convertible Note) which will be due and payable with no interest thereon on the day falling 2 years from the date of issue of the promissory note. This circular sets out all factors considered by the Directors before entering into of the Supplemental Agreement and after carefully considering all these factors, the Directors consider the terms of the Supplemental Agreement to be fair and reasonable and it is in the best interest of the Company to enter into the Supplemental Agreement.

Condition

The execution of the Supplemental Agreement and the exercise of the Future Circle Option by the Company pursuant to the terms and conditions thereof are conditional upon approval by the Independent Shareholders in the SGM.

THE EXERCISE OF THE FUTURE CIRCLE OPTION PURSUANT TO THE FUTURE CIRCLE OPTION AGREEMENT, AS SUPPLEMENTED BY THE SUPPLEMENTAL AGREEMENT

Date of the Future Circle Option Agreement	:	4 February 2002, as supplemented by the Supplemental Agreement
Exercise Date	:	21 May 2003
Grantee	:	the Company
Grantor	:	Mr. Li, a director and a substantial shareholder of a subsidiary of the Company who does not own any Shares at the date of the Supplemental Agreement

LETTER FROM THE BOARD

The Future Circle Option and Future Circle Option Price

Pursuant to the Future Circle Option Agreement, as supplemented by the Supplemental Agreement, for a consideration of HK\$1.00, Mr. Li has granted the Future Circle Option to the Company to purchase Mr. Li's remaining one share in Future Circle, representing one-third of the issued share capital of Future Circle. The exercise price for the Future Circle Option is HK\$40,695,297.

The Company exercised the Future Circle Option on 21 May 2003, the date on which the Supplemental Agreement was signed.

Pursuant to the Supplemental Agreement, instead of payment by way of the Convertible Note, the Future Circle Option Price shall be satisfied upon Completion by way of the Company's delivery of a promissory note in the form set out in the Supplemental Agreement in favour of Mr. Li in the sum of HK\$40,695,297 (representing the same amount of the denomination of the Convertible Note) which will be due and payable with no interest thereon on the day falling 2 years from the date of issue of the promissory note. The Future Circle Option Price of HK\$40,695,297 was determined on an arm's length basis and on normal commercial terms between the parties thereto at the time of signing the Future Circle Option Agreement on 4 February 2002 with reference to the unaudited net profit after taxation for the nine months ended 31 December 2001 with an implied annualized price-earning ratio of approximately 3.8 times and the future earning potential of Ezcom Tech. No adjustment has been made to the Future Circle Option Price in signing the Supplemental Agreement as this consideration was negotiated and agreed on 4 February 2002 and not subject to re-negotiation.

The terms and conditions of the Future Circle Option Agreement, save and except the amendments contained in the Supplemental Agreement, were disclosed in the Company's circular dated 26 February 2002 and approved at the special general meeting of the Company held on 13 March 2002.

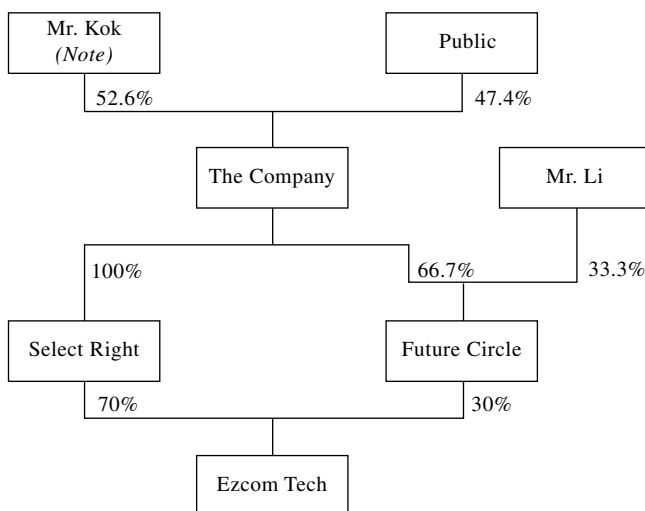
Effect of the exercise of the Future Circle Option pursuant to the Future Circle Option Agreement, as supplemented by the Supplemental Agreement

As at the Latest Practicable Date, the Company was holding 66.70% equity interest in Future Circle. The Company exercised the Future Circle Option on 21 May 2003, the date on which the Supplemental Agreement was signed. Upon Completion, the Company will indirectly own a 30% interest in the share capital of Ezcom Tech through its wholly-owned subsidiary, namely Future Circle. Separately, the Company owns the entire beneficial interest in Select Right as at the date hereof and the assets of Select Right comprise solely of 70% equity interest in Ezcom Tech. Therefore, upon Completion, the Company will beneficially own the entire equity interests in Ezcom Tech through the wholly-owned subsidiaries of Future Circle and Select Right.

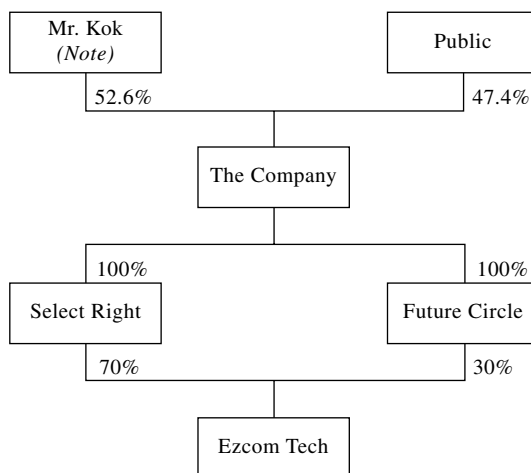
LETTER FROM THE BOARD

The following charts show the shareholding structure of the Company before and immediately upon Completion (assuming the Convertible Note is not exercised):

Before exercising the Future Circle Option



Immediately after Completion



Note: Mr. Kok has an aggregate 52.6% indirect interest in the Company through the shareholding of Anglo Express Group Limited and All About Investments Limited which are the Substantial Shareholders and are beneficially wholly-owned by Mr. Kok.

Condition

The exercise of the Future Circle Option is conditional upon the passing of ordinary resolution by the Independent Shareholders in the SGM to approve the entering into of the Supplemental Agreement and the exercise of the Future Circle Option by the Company pursuant to the terms and conditions thereof.

LETTER FROM THE BOARD

Reasons for the exercise of the Future Circle Option

After entering into the Future Circle Option Agreement, the Directors have continued to monitor the performance of Ezcom Tech closely to assess whether it would in the interest of Company to exercise Future Circle Option so as to acquire the remaining interest in Future Circle, hence Ezcom Tech. Given that Ezcom Tech is already majorly owned and managed by the Company, the Directors consider that there is no need to do any further due diligence exercise on Ezcom Tech before exercising the Future Circle Option and the Directors therefore have concentrated on assessing the financial performance of Ezcom Tech. in deciding whether to exercise the Future Circle Option.

The audited profit before taxation of Ezcom Tech for the two financial years end 31 March 2002 were approximately HK\$50,756,000 and HK\$107,630,000, respectively. The profit after taxation of Ezcom Tech for the two financial years ended 31 March 2002 were approximately HK\$42,556,000 and HK\$89,996,000, respectively. The audited net tangible assets of Ezcom Tech as at 31 March 2001 and 2002 were approximately HK\$55,991,000 and HK\$145,987,000, respectively. These figures show that the business of Ezcom Tech has been steadily growing (the turnover of Ezcom Tech has increased from approximately HK\$996 million for the year ended 31 March 2001 to approximately HK\$1,478 million for the year ended 31 March 2002). However, the profits after tax for Ezcom Tech decreased from approximately HK\$90 million for the year ended 31 March 2002 (audited) to approximately HK\$16.3 million for the six months ended 31 October 2002 (unaudited), which figures had been substantially incorporated into and reflected in the 2002 interim report of the Company. Given that the Company's financial year end is 30 April whereas Ezcom Tech's financial year end is 31 March, the Company would like to set out that the profits after tax for Ezcom Tech for the seven months ended 31 October 2002 (unaudited) was approximately HK\$67.7 million as this would cover the figure of April 2002 as well. The profit margin of Ezcom Tech had undoubtedly been dropped to approximately 1.2% (unaudited) for six-month period ended 31 October 2002 from 4.3% and 6.1% (audited) for the year ended 31 March 2001 and 2002 respectively due to keen price competition of other competitors with a view to increase their market shares in the PRC market. But Ezcom Tech has also adopted the following measures to improve the profitability of Ezcom Tech's business. As stated on page 13 of the Annual Report 2002 of the Company, the Group (mainly through Ezcom Tech) has explored and as a result acquired exclusive distribution rights for an unlimited period for new high-end models mainly from Samsung and Kejian. As this kind of high-end models have been well received by the PRC market, the Directors consider that they have high market potential for distribution in the PRC. Several new models such as Samsung's signature model colour LCD T-208, Kejian K518 and other new high end color LCD models have received orders and been delivered to customers around the last quarter of 2002 and as they are hi-end products, their profit margins are higher and hence this shall help improve the profitability of Ezcom Tech's business in the long run.

The Directors anticipate that the future turnover of trading of mobile phones, parts and components will mainly be generated from the PRC market which is the largest market in the world in terms of number of mobile phone subscribers at the end of year 2002 and also one the fastest growing markets for mobile phones.

LETTER FROM THE BOARD

Furthermore, Ezcom Tech has plans to expand its trading business to other overseas markets of high growth rates in mobile communication like South East Asia, India and Middle East so as to increase the profitability of Ezcom Tech. In fact, Ezcom Tech has already commenced its trading business activities to distribute mobile phones in Hong Kong in May 2003 as its first step of its plan of expansion.

The Directors considered that the acquisition of the remaining 10% equity interest in Ezcom Tech would enable the Group to earlier enjoy further revenue and profit contributions from Ezcom Tech.

The Directors confirmed that the Group's bankers have raised concerns on the 10% minority stake of Ezcom Tech that is not within the control of the Company (a listed company) but with an individual. The Group's bankers have indicated that they are more willing to give financing to a wholly-owned subsidiary of the Company. In the event the Company obtains complete ownership and full consolidation of Ezcom Tech, this would eliminate the concerns of the bankers in the minority stake. The Company now has management control of Ezcom Tech since two of the three directors of Ezcom Tech are the Company's nominees.

The Directors do not consider the entering into of the Supplemental Agreement and the exercise of the Future Circle Option would have any substantial impact on the Company since the Future Circle Option Price of HK\$40,695,297 will be due only 2 years from the date of issue of the promissory note.

Listing Rules requirement

The entering into of the Supplemental Agreement and the subsequent exercise of the Future Circle Option by the Company on the date of the Supplemental Agreement constituted discloseable and connected transactions of the Company under the Listing Rules by virtue of the fact that Mr. Li (the grantor in the Future Circle Option Agreement) being a director and a substantial shareholder of a subsidiary of the Company, is regarded as a connected person of the Company pursuant to the Listing Rules, and the total consideration, that is the Future Circle Option Price, represents approximately 16.0% of the Group's net tangible assets value after the completion of the Open Offer.

Accordingly, the Company shall seek Independent Shareholders' approval for the entering into of the Supplemental Agreement and the exercise of the Future Circle Option in the SGM.

Information on the Group

The principal business of the Company is investment holding. Its subsidiaries are principally engaged in the trading of mobile phones, parts and components in Asia. The annual results of the Company for the two financial years ended 30 April 2002 recorded losses after taxation of approximately HK\$22,605,000 and HK\$254,633,000 respectively.

LETTER FROM THE BOARD

Information on Future Circle

Future Circle is a company incorporated in the British Virgin Islands with limited liability on 12 June 2001 and is owned as to 66.70% by the Company and as to 33.30% by Mr. Li. The sole asset of Future Circle is a 30% interest in Ezcom Tech.

Information on Ezcom Tech

Ezcom Tech is a company incorporated in Hong Kong under the Companies Ordinance with limited liability on 3 August 1995 and is owned as to 70% by Select Right, a wholly-owned subsidiary of the Company and as to 30% by Future Circle. Ezcom Tech became a member of the Group on 14 November 2001. Ezcom Tech is principally engaged in the trading of mobile phones and mobile phone related electronic components in Asia. The audited profit before taxation of Ezcom Tech for the two financial years end 31 March 2002 were approximately HK\$50,756,000 and HK\$107,630,000, respectively. The profit after taxation of Ezcom Tech for the two financial years ended 31 March 2002 were approximately HK\$42,556,000 and HK\$89,996,000, respectively. The audited net tangible assets of Ezcom Tech as at 31 March 2001 and 2002 were approximately HK\$55,991,000 and HK\$145,987,000, respectively. The unaudited profits after tax of Ezcom Tech was approximately HK\$16.3 million for the six months ended 31 October 2002.

SGM

Set out on pages 35 to 36 of this circular is a notice convening the SGM to be held at Salon 1 & 2, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on 9 July 2003 at 3:30 p.m. at which resolutions will be proposed to consider and, if thought fit, to approve the Supplemental Agreement and the exercise of the Future Circle Option.

Anglo Express Group Limited, All About Investments Limited, Mr. Kok and their respective associates shall abstain from voting in respect of the resolutions to approve the Supplemental Agreement and the exercise of the Future Circle Option.

A form of proxy for use at the SGM is enclosed, whether or not you are able to attend the SGM, Shareholders are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the share registrar of the Company, Abacus Share Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the SGM.

RECOMMENDATIONS

A copy of the letter of advice from JS Cresvale to the Independent Board Committee is set out on pages 14 to 28 of this circular.

Having taken into account the advice of JS Cresvale, the Independent Board Committee considers that the terms and conditions of the Supplemental Agreement and the exercise of the Future Circle Option are fair and reasonable and are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the relevant resolutions regarding the Supplemental Agreement and the exercise of the Future Circle Option to be proposed at the SGM. A copy of the letter from the Independent Board Committee is set out on page 13 of this circular.

LETTER FROM THE BOARD

The Directors consider that the Supplemental Agreement and the exercise of the Future Circle Option are in the interests of the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the appendix to this circular.

Yours faithfully,
By order of the Board
Ezcom Holdings Limited
Kok Kin Hok
Chairman

EZCOM
BRING TECHNOLOGY TO LIFE
EZCOM HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

23 June 2003

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION
OF FURTHER EQUITY INTEREST IN
FUTURE CIRCLE HOLDINGS LIMITED**

We refer to the circular dated 23 June 2003 issued by the Company (the “Circular”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

JS Cresvale has been appointed to advise the Independent Board Committee on the fairness and reasonableness of the terms and conditions of the Supplemental Agreement and the exercise of the Future Circle Option pursuant to the terms and conditions thereof. Details of its advice, together with the principal factors taken into consideration in arriving at such advice, are set out on pages 14 to 28 of this Circular.

Having taking into account the advice of JS Cresvale, we consider that the terms and conditions of the Supplemental Agreement and the exercise of the Future Circle Option are fair and reasonable so far as the Shareholders are concerned and that the Supplemental Agreement and the exercise of the Future Circle Option are in the best interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Shareholders to vote in favour of the ordinary resolutions regarding the Supplemental Agreement and the exercise of the Future Circle Option.

Yours faithfully,
Ezcom Holdings Limited
Independent Board Committee
Dr. Yang Shiqin Dr. Li Jianhua
Mr. Wang Shunian
Independent non-executive Directors

LETTER FROM JS CRESVALE

JS CRESVALE

JS Cresvale Securities International Limited
Suite 701-704A, 7th Floor
Asia Pacific Finance Tower
Citibank Plaza
3 Garden Road
Central
Hong Kong

23 June 2003

*To the Independent Board Committee of
Ezcom Holdings Limited*

Dear Sirs

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF FURTHER EQUITY INTEREST IN FUTURE CIRCLE HOLDINGS LIMITED

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee in respect of the terms of the Supplemental Agreement and the exercise of the Future Circle Option, details of which are set out in the letter from the Board (the “Board Letter”) contained in the circular of the Company dated 23 June 2003 (the “Circular”) of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context otherwise requires.

On 21 May 2003, the Company entered into the Supplemental Agreement with Mr. Li to amend and supplement the Future Circle Option Agreement. Pursuant to the terms of the Supplemental Agreement, (i) the Future Circle Option Price shall be satisfied upon Completion by way of the Company’s delivery of a non-interest bearing promissory note in the form set out in the Supplemental Agreement in favour of Mr. Li in the sum of HK\$40,695,297 (the “Promissory Note”) which represents the same amount of the denomination of the Convertible Note; and (ii) the Company exercised the Future Circle Option on 21 May 2003, the date on which the Supplemental Agreement was signed.

The total consideration of HK\$40,695,297, the Future Circle Option Price, represents approximately 16.0% of the Group’s net tangible assets after the completion of the Open Offer and therefore the exercise of the Future Circle Option constitutes a discloseable transaction for the Company under Rule 14.12 of the Listing Rules. Mr. Li is regarded as a connected person under the Listing Rules by virtue of Mr. Li being a director and a substantial shareholder of a subsidiary of the Company. Accordingly, the entering into of the Supplemental Agreement and the subsequent exercise of the Future Circle Option by the Company also constitutes a connected transaction of the Company under Rule 14.26 (1) of the Listing Rules and will be subject to approval by the Independent Shareholders at the SGM.

LETTER FROM JS CRESVALE

Anglo Express Group Limited, All about Investments Limited, Mr. Kok and their respective associates shall abstain from voting in respect of the resolutions to approve the Supplemental Agreement and the exercise of the Future Circle Option. Mr. Li and his associates are not shareholders of the Company, accordingly Mr. Li and his associates are not required to abstain from voting in the SGM.

The Board has appointed the Independent Board Committee to consider whether the terms of the Supplemental Agreement and the subsequent exercise of the Future Circle Option are fair and reasonable so far as the Independent Shareholders are concerned. JS Cresvale has been appointed to advise the Independent Board Committee in this respect.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the information and facts supplied to us by the Company and have assumed that all such information and facts and any representations made to us were true, accurate and complete at the time when they were made and continue to be so as at the date hereof. We have also assumed that all information, representations and opinions contained or referred to in the Circular were true and accurate at the time they were made and remain so at the date hereof and will continue to be true and accurate at the date of the SGM and we have relied on them accordingly. We have sought and received confirmation from the Directors that all relevant information has been supplied to us and that no material facts have been omitted and we are not aware of any facts or circumstances which would render the information provided and the representations made to us untrue, inaccurate or misleading.

The Directors have jointly and severally accepted full responsibility of the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts not contained in the Circular the omission of which would make any statement in the Circular untrue, inaccurate or misleading. We have no reason to suspect that any material information has been withheld by the Company or that any information supplied to us is misleading.

We consider we have reviewed sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted an independent investigation into the business and affairs, or the future prospects, of the Company, its subsidiaries or associated companies.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendations relating to the Supplemental Agreement and the subsequent exercise of the Future Circle Option, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for entering into of the Supplemental Agreement

The Future Circle Option Agreement

As referred to the announcement made by the Company dated 5 February 2002 and the circular dated 26 February 2002 issued by the Company to the Shareholders (the "February Circular"), the Company entered into the Future Circle Option Agreement with Mr. Li. Pursuant to the Future Circle Option Agreement, Mr. Li

LETTER FROM JS CRESVALE

grants the Future Circle Option to the Company to purchase Mr. Li's remaining one share of Future Circle (representing the remaining one-third of the equity interest in Future Circle), the assets of which comprise solely of a 30% interest in the share capital of Ezcom Tech. The Future Circle Option is exercisable in whole for a period of two years from the date on which the Future Circle Agreement is completed. The Directors have confirmed that the Future Circle Agreement was completed on 28 March 2002, accordingly, the Future Circle Option is exercisable on or before 27 March 2004. Pursuant to the Future Circle Agreement, in the event the Company exercises the Future Circle Option, the Future Circle Option Price shall be paid and satisfied by the issue of a non-interest bearing convertible note to Mr. Li in the denomination of HK\$40,695,297. The maturity date of the Convertible Note is two years from the first issue of the Convertible Note. The conversion price of the Convertible Note is HK\$0.10 per Share (before the Share Capital Restructuring) or HK\$5 per Share (adjusted according to the terms of the Convertible Note after the Share Capital Restructuring as 50 previous ordinary shares of the Company were consolidated into 1 Share).

Reasons for entering into of the Supplemental Agreement

In relation to the premiums represented by the conversion price of the Future Circle Option Price to the historical prices of the Shares, we have reviewed the price performance during the period from 22 May 2002 up to and including 21 May 2003 (being the period of one year prior to the date of the Supplemental Agreement) as demonstrated by the Share price chart below:



As shown in the above chart, the market price of the Shares was substantially lower than the conversion price of the Convertible Note of HK\$5 (after the Share Capital Restructuring).

LETTER FROM JS CRESVALE

With reference to the market price of the Shares, the conversion price of the Convertible Note of HK\$5 per Share (after the Share Capital Restructuring) represents:

- a premium of approximately 2647.3% to the closing price of approximately HK\$0.182 per Share as quoted on the Stock Exchange as at the date of the Supplemental Agreement on 21 May 2003;
- a premium of approximately 2196.7% to the average closing price of HK\$0.2177 per Share for the 10 trading days up to and including the date of the Supplemental Agreement on 21 May 2003; and
- a premium of approximately 1654.4% to the closing price of HK\$0.285 per Share as at the Latest Practicable Date.

As aforementioned, the conversion period of the Convertible Note is 2 years, however, as the conversion price of HK\$5 (after Share Capital Restructuring), as illustrated above, is substantially out of money for more than 16 times of the market value of the Shares, both the Directors and Mr. Li considered that the conversion right had become meaningless.

We consider that if the Company is to issue the Convertible Note without entering into of the Supplemental Agreement, the Company would be issuing a convertible note with a conversion price which is substantially out of money would seem to be unreasonable and abnormal to public investors. The conversion price of a convertible note would normally be issued slightly higher than or in line with the market value of the shares in issue. Thus, we are of the view that this might create confusion and uncertainty to the Shareholders and the public investors as to the capital structure of the Company. Moreover, it is highly unlikely and unattractive for Mr. Li, the Convertible Note holder (after taking into account the exercise of the Future Circle Option), to exercise the Convertible Note before its maturity as the market value of the Shares is more than 16 times lower than the conversion price of the Convertible Note as illustrated above. Furthermore, the Company has no right or power to require conversion of the Convertible Note at any time as it would be entirely at Mr. Li's discretion to decide on the exercise of the Convertible Note. Hence, we are of the view that given the performance of the Share price for the one year period preceding 21 May 2003, the date of the Supplemental Agreement, the Convertible Note would have no equity element.

As referred to in the Board Letter, the Directors have carefully considered all the factors mentioned above, therefore, the Company and Mr. Li entered into the Supplemental Agreement to amend and supplement the Future Circle Agreement such that instead of payment by way of the Convertible Note, the Future Circle Option Price shall be satisfied upon Completion by delivery of the Promissory Note in favour of Mr. Li in the sum of HK\$40,695,297 (representing the same amount of the denomination of the Convertible Note) which will be due and payable thereon on the day falling 2 years from the date of issue of the Promissory Note.

Having considered that (i) the conversion price of the Convertible Note is substantially out of money; (ii) it is highly unlikely for Mr. Li (the Convertible Note holder, after taking into account the exercise of the Future Circle Option) to exercise

LETTER FROM JS CRESVALE

the Convertible Note before the maturity date as reference to the current market value of the Shares; (iii) the Convertible Note would be accounted the same as the Promissory Note as a long-term debt instrument since the Convertible Note would be considered as a non-equity element; (iv) the maturity/due date of the Convertible Note and the Promissory Note is the same, i.e. two years from the date of issue of either the Convertible Note or the Promissory Note; (v) both notes are non-interest bearing; and (vi) the denomination amount of HK\$40,695,297 remains unchanged, we are of the opinion that the entering into of the Supplemental Agreement is in the interests of the Company and the terms thereof are fair and reasonable so far as the Shareholders are concerned.

2. Information on Ezcom Tech

Ezcom Tech is company incorporated in Hong Kong with limited liability on 3 August 1995. Ezcom Tech is owned as to 70% by Select Right, a wholly-owned subsidiary of the Company and as to 30% by Future Circle which in turn is owned two-third by the Company. Ezcom Tech is principally engaged in the trading of mobile phones and mobile phone related electronic components in Asia. The Directors have advised us that Ezcom Tech's revenue source had been mainly from the PRC.

As stated in the Board Letter, the financial year end for Ezcom Tech differs from the Company, Ezcom Tech's financial year end is 31 March whilst the Company's financial year end is 30 April. As disclosed in the Board Letter and as advised by the Directors, Ezcom Tech's audited financial performance for the two years ended 31 March 2002 and unaudited financial performance for the twelve months ended 30 April 2002 and the six months ended 31 October 2002 (latest available financial information provided by the Company) are as follows:

	For the six months ended 31 October 2002 (Unaudited) (HK\$ million)	Annualized increase/ (decrease) (%)	For the twelve months ended 30 April 2002 (Unaudited) (HK\$ million)	For the year ended 31 March 2002 (Audited) (HK\$ million)	Increase (%)	For the year ended 31 March 2001 (Audited) (HK\$ million)
Turnover	1,361.2	70.7	1,594.7	1,478.0	48.3	996.3
Profit after taxation	16.3	(76.9)	141.4	90.0	111.5	42.6
Profit margin	1.2%		8.9%	6.1%		4.3%
	As at 31 October 2002 (Unaudited) (HK\$ million)	Increase (%)	As at 30 April 2002 (Unaudited) (HK\$ million)	As at 31 March 2002 (Audited) (HK\$ million)	Increase (%)	As at 31 March 2001 (Audited) (HK\$ million)
Net asset value	185.8	12.1	165.8	146.0	160.7	56.0

LETTER FROM JS CRESVALE

3. Background of and reasons for the exercise of the Future Circle Option

Business review of the Group

As referred to in the Board Letter and the circular dated 25 March 2003 issued by the Company to the Shareholders (the “Previous Circular”), the Group is principally engaged in the trading of mobile phones, parts and components in Asia. As referred to in the Previous Circular, the Group also operated businesses in the trading of furniture and building materials in Hong Kong. The Directors did not expect the business in the trading of furniture and building materials to improve and had gradually contracted or disposed of the Group’s operations in this area in the year 2001 and 2002.

As stated in the latest published interim report of the Company for the six months ended 31 October 2002 (the “Interim Report”), during the period, the Group disposed its entire 100% interest in a loss-making company, Lamex China Limited (a company principally engaged in manufacturing and trading of office furniture and office materials). As referred to in the Interim Report, the Group acquired a 33.98% interest in Ezze Mobile Tech., Inc. (a Korea-based mobile telecommunications solutions provider and equipment manufacturer). The Directors have confirmed that the acquisition of Ezze Mobile Tech., Inc. was completed in November 2002. The disposal of the Group’s entire interest in Lamex China Limited and the acquisition of 33.98% interest in Ezze Mobile Tech., Inc. evident the Group’s crucial transition into a full-service mobile telecommunications solutions provider from its previous business as an office furniture manufacturer and distributor.

Financial review of the Group

As set out in the annual report of the Company for the year ended 30 April 2002 and the Interim Report, the audited and unaudited financial performance of the Group was as follows:

	For the six months ended 31 October 2002 (HK\$ million)		For the year ended 30 April 2002 (HK\$ million)		For the six months ended 31 October 2001 (HK\$ million)	
		%		%		%
Manufacturing and trading of office furniture and building materials	151.25	9.59	489.64	33.08	283.27	82.74
Supply of kitchen cabinets	17.77	1.13	84.77	5.73	59.10	17.26
Trading of mobile phones, parts and components	1,407.80	89.28	905.80	61.19	–	–
Total turnover	<u>1,576.82</u>	<u>100.00</u>	<u>1,480.22</u>	<u>100.00</u>	<u>342.39</u>	<u>100.00</u>

LETTER FROM JS CRESVALE

As illustrated above, the figures indicate that they are in line with the Group's repositioning of its business focus (after the gradual disposal of its operations in the trading of furniture and building materials) to mobile telecommunications. Trading of mobile phones, parts and components accounted for a significant share of approximately 89.28% of the Group's turnover for the six months ended 31 October 2002. Furthermore, the Directors have confirmed that Ezcom Tech was the Group's main revenue driver for the six months ended 31 October 2002 and accounted for approximately 86.3% of the Group's total turnover during the period.

The Future Circle Option and the Future Circle Option Price

Pursuant to the Future Circle Option Agreement, as supplemented by the Supplemental Agreement, for a consideration of HK\$1.00, Mr. Li has granted the Future Circle Option to the Company to purchase Mr. Li's remaining one share in Future Circle, representing one-third of the issued share capital of Future Circle. The exercise price for the Future Circle Option is HK\$40,695,297. The Company exercised the Future Circle Option on 21 May 2003, the date on which the Supplemental Agreement was signed.

Pursuant to the terms of the Supplemental Agreement, as aforementioned, the Future Circle Option Price shall be satisfied upon Completion by way of the Promissory Note instead of the Convertible Note. As referred to in the Board Letter and the February Circular, the Future Circle Option Price of HK\$40,695,297 was determined on an arm's length basis and on normal commercial terms between the Company and Mr. Li at the time of signing the Future Circle Option Agreement on 4 February 2002 with reference to the unaudited net profit after taxation for the nine months ended 31 December 2001 with an implied annualized price-earning ratio of approximately 3.8 times and the future earning potential of Ezcom Tech. As stated in the Board Letter, no adjustment has been made to the Future Circle Option Price in the Supplemental Agreement as the consideration of the Future Circle Option was negotiated and agreed on 4 February 2002 and not subject to re-negotiation.

Reasons for the exercise of the Future Circle Option

As mentioned in the foregoing, the Group is repositioning its business focus after the gradual disposal of its operations in the trading of furniture and building materials to the business of trading of mobile phones, parts and components. As stated in the Board Letter, after entering into of the Future Circle Option Agreement, the Directors have continued to monitor the performance of Ezcom Tech closely whether it would be in the interest of the Company to exercise the Future Circle Option so as to acquire the remaining one-third interest in Future Circle, hence the remaining effective 10% interest in Ezcom Tech. Taken into account that Ezcom Tech is already majorly owned as to 90% effective interest and managed by the Company, the Directors consider that there is no need to conduct any further due diligence exercise on Ezcom Tech before exercising the Future Circle Option, we therefore concur with the Directors' view that the decision on whether to exercise the Future Circle Option should be concentrated on assessing the financial performance of Ezcom Tech.

LETTER FROM JS CRESVALE

The Directors anticipate that the future turnover of trading of mobile phones, parts and components will mainly be generated from the PRC market. The Directors consider that the focus of the business of the Group is in the PRC mobile communication market which was the largest mobile communication market in terms of mobile phone subscribers in the world at the end of 2002 and was also one of the fastest growing mobile communication market in terms of mobile phone subscribers in the world in 2002. For information only, according to the official data released by the Ministry of Information Industry (the "MII") of the PRC at the website: www.mii.gov.cn, the number of mobile phone subscribers in the PRC increased by approximately 61.39 million subscribers (representing approximately 41% increase) from approximately 144.61 million subscribers at the end of 2001 to approximately 206 million subscribers at the end of 2002 and the PRC was the largest mobile communication market in terms of mobile phone subscribers in the world at the end of 2002. According to the latest official data released by the MII, the number of mobile phone subscribers in the PRC further increased by approximately 19.7 million subscribers (representing approximately 9.56% increase) from approximately 206 million subscribers at the end of 2002 to approximately 225.7 million subscribers at the end of April 2003.

The Future Circle Option is exercisable in whole for a period of two years from which the Future Circle Agreement was completed. As mentioned in the foregoing, the Future Circle Agreement was completed on 28 March 2002. Hence, the last day of the exercise of the Future Circle Option would be on 27 March 2004.

As set out in section 2. "Information on Ezcom Tech" above and aforementioned, the figures show that the business of Ezcom Tech has been growing steadily. We consider that the full consolidation of Ezcom Tech into the Group is consistent with its corporate development strategies as Ezcom Tech has a proven track record based on the figures set out above and that Ezcom Tech's principal business is in fact the Group's business focus.

We are of the opinion that the acquisition of the remaining 10% equity interest in Ezcom Tech as a result of the exercise of the Future Circle Option of approximately nine months before the last day of the exercise of the Future Circle Option would enable the Group to earlier enjoy further revenue and profit contributions from Ezcom Tech following the gradual contraction and disposal of the Group's business in trading of furniture and building materials and provide a solid basis for the Group's business focus in trading of mobile phones, parts and components. In addition, we note that the Future Circle Option was already approved by the Independent Shareholders at the special general meeting of the Company held on 13 March 2002.

We note that the profit margin of Ezcom Tech for the six months ended 31 October 2002 had been squeezed as compared to the twelve months ended 30 April 2002. The Directors have advised us that the contraction in the profit margin was mainly attributable to keen price competition in the market. We are of the opinion that notwithstanding the squeeze in the margin, Ezcom Tech's turnover is achieving steady growth as depicted in the figures above and Ezcom Tech has been providing a solid basis for the Group's business development.

LETTER FROM JS CRESVALE

As stated in the Board Letter, the Group (mainly through Ezcom Tech) acquired exclusive distribution rights for an unlimited period for new high-end models mainly from Samsung and Kejian. The Directors consider that these kind of high-end models have high market potential for distribution in the PRC as they have been well received by the PRC market. The Directors have confirmed that the aforementioned kind of high-end models accounted for approximately 7.6% of Ezcom Tech's turnover for the six-month period ended 30 October 2002. Furthermore, as set out in the Board Letter, Ezcom Tech has received orders for the several new models from Samsung and Kejian by the customers around the last quarter of 2002. The Directors anticipate that with the Group's established distribution network currently comprising over 30 distributors and 2,500 retailers in the PRC, the higher profit margins from the high-end models as compared with other lower end models, and the expected increase in turnover, there is a growth opportunity in the business of Ezcom Tech. We also note that as stated in the Board Letter, Ezcom Tech is expanding its trading business to other overseas markets in order to increase the profitability of Ezcom Tech. In view of the above, we consider that Ezcom Tech's business may improve in the long run. However, we are unable to form an opinion or provide an accurate assessment on the prospect of Ezcom Tech in terms of its new markets as we do not have sufficient information on the new markets to be explored by Ezcom Tech.

As aforementioned, Ezcom Tech's profit margin had contracted due to keen price competition. However, we note that Ezcom Tech had undoubtedly recorded profit. Based on the unaudited figures illustrated above under section 2. "Information on Ezcom Tech", Ezcom Tech recorded approximately 70.7% annualized increase in turnover versus approximately 76.9% annualized decrease in profit from the twelve months ended 30 April 2002 to the six months ended 31 October 2002. Although Ezcom Tech's profit had decreased and its profit margin had been squeezed, Ezcom Tech recorded profit of which 90% of the profit had been accounted in the consolidated accounts of the Group and had improved the Group's financial performance. We note that there is no assurance that Ezcom Tech's profit will increase. However, we consider that the Group will further enjoy the 10% profit contribution to the consolidated accounts of the Group by acquiring the remaining 10% equity interest in Ezcom Tech and this will certainly have a positive effect on the Group's operating results. Furthermore, the Directors confirm that they are confident that Ezcom Tech will maintain profitable in the near future despite of the keen price competition. In view of the anticipated improvement on the Group's operating results, we consider the exercise of the Future Circle Option at this stage to be justified.

Furthermore, we have enquired of the Directors and have been informed that the Group's bankers have raised concerns on the 10% minority stake of Ezcom Tech that is not within the control of the Company (a listed company) but with an individual. The Directors have advised us that the Group would like to maintain its commercial relationship with the banks and to have the continuing support from its bankers as the Group has put a lot of effort in building up commercial relationships with its bankers. We note that the Group's principal business is trading in nature and that it purchases most of its trading stocks by letters of credit. As the Group's trading volume has increased significantly, the Group's demand for trade financing from banks also increases significantly. Hence, we are of the view that in the event the Company obtains full control and full consolidation of Ezcom Tech, this would improve the Group's ability to negotiate better terms with its bankers as the Group's bankers will

LETTER FROM JS CRESVALE

be more comfortable with providing financing to a fully controlled subsidiary of the Company (a listed company) and eliminate the concerns of the bankers in the minority stake (currently owned by an individual) not within the control of the Company.

Notwithstanding that the last day for exercising the Future Circle Option is on 27 March 2004 and that there is a contraction in Ezcom Tech's profit margin for the six months ended 31 October 2002 as compared with the twelve months ended 30 April 2002, after taking into account that (i) Ezcom Tech has a proven track record; (ii) Ezcom Tech had been enabling the Group to achieve business growth; (iii) Ezcom Tech had been improving the overall financial performance of the Group and had been the Group's main revenue driver; (iv) Ezcom Tech will enable the Group to earlier enjoy further revenue and profit contributions approximately nine months before the last day for exercising the Future Circle Option; (v) the Group's bankers would be more comfortable in providing financing to a fully controlled subsidiary of the Company, (vi) the Directors anticipate that the future turnover of trading of mobile phones, parts and components will mainly be generated from the PRC market; and (vii) the PRC was the largest mobile communication market in terms of mobile phone subscribers at the end of 2002 and was also one of the fastest growing mobile communication market in terms of mobile phone subscribers in the world in 2002, thus, there is a potential for growth opportunities in the Group's telecommunication business, we consider that the exercise of the Future Circle Option is in the interest of the Company and the Shareholders as a whole.

However, Shareholders should note that there is no assurance that upon Completion, the exercise of the Future Circle Option can lead to a guaranteed steady growth in the Group's telecommunication business.

LETTER FROM JS CRESVALE

4. Financial effects of the Supplemental Agreement and the exercise of the Future Circle Option

Effect on gearing ratio

The following illustrates the gearing ratio of the Group before and after the exercise of the Future Circle Option:

	<i>HK\$ million</i>	<i>HK\$ million</i>
Audited consolidated net asset value of the Group as at 30 April 2002 (as referred to in the latest published annual report of the Company for the year ended 30 April 2002)		422.2
Unaudited net profit of the Group for the six months ended 31 October 2002 (as referred to in the Interim Report)		26.6
Unaudited adjusted consolidated net asset value of the Group		448.8
Net proceeds from the Open offer (as referred to in the Previous Circular)		49.0
(i) Pro forma unaudited adjusted consolidated net asset value of the Group before Completion		497.8
Consideration of the Future Circle Option Price	40.7	
Net asset value of 10% interest of Ezcom Tech	18.6	
Estimated goodwill arising from the exercise of the Future Circle Option		22.1
Promissory Note accounted as long term debt		(40.7)
(ii) Pro forma unaudited adjusted consolidated net asset value of the Group after Completion		479.2
Total indebtedness of the Group as at 31 January 2003 (as referred to in the Previous Circular)	289.6	
Partial repayment of the convertible notes held by Mr. Kok (as referred to in the Previous Circular)	49.0	
Further reduction of the convertible notes held by Mr. Kok and Mr. Li on 24 April 2003 (as confirmed by the Directors) (<i>Note</i>)	123.0	

LETTER FROM JS CRESVALE

	<i>HK\$ million</i>	<i>HK\$ million</i>
(iii) Total indebtedness of the Group before the exercise of the Future Circle Option (based on the total indebtedness of the Group as at 31 January 2003 and after taking into account the partial repayment of the convertible notes held by Mr. Kok and the further reduction of the convertible notes held by Mr. Kok and Mr. Li)		117.6
Issuance of the Promissory Note		40.7
(iv) Total indebtedness of the Group after the exercise of the Future Circle Option (based on the total indebtedness of the Group as at 31 January 2003 and after taking into account the partial repayment of the convertible notes held by Mr. Kok and the further reduction of the convertible notes held by Mr. Kok and Mr. Li)		158.3
Gearing ratio before Completion = (iii)/(i)		23.6%
Gearing ratio after Completion = (iv)/(ii)		33.0%

Note: On 24 April 2003, the convertible notes held by Mr. Kok and Mr. Li were reduced as a result from the set off with the amount due from Lamex China Limited.

As illustrated above, the Group's gearing ratio (total indebtedness divided by net asset value) was approximately 23.6%, before taking into account the exercise of the Future Circle Option. After taking into account the exercise of the Future Circle Option, the Group's gearing ratio would be approximately 33.0%.

We are of the opinion that the increase of the Group's gearing ratio from approximately 23.6% to 33.0% (after taking into account the exercise of the Future Circle Option) would not cause an immediate material adverse effect on the Group's cashflow position on the basis that the redemption of the non-interest bearing Promissory Note before its due date will be solely at the Company's discretion, hence, this will not cause any immediate cash outlay by the Group within the first two years of the Promissory Note.

As stated in the Previous Circular, the Directors consider that it is prudent to finance the Company's growth with longer term funding, preferably in the form of equity rather than debt. Furthermore, as stated in the Previous Circular, the Group has put a lot of effort in improving its creditworthiness and building up commercial relationship with its bankers. Hence, the reason for the Open Offer was due to the Company's wish to reduce its debt. We note that before the Open Offer, the gearing ratio of the Group was considered high of approximately 64.5% (total debt as at 31

LETTER FROM JS CRESVALE

January 2003 of approximately HK\$289.6 million over unaudited adjusted consolidated net asset value of the Group of approximately HK\$448.8 million). Upon completion of the Open Offer and the repayment of the convertible note held by Mr. Kok of approximately HK\$49 million, the gearing ratio of the Group was thus reduced to approximately 48.3% (total debt as at 31 January 2003 minus repayment of the convertible note of approximately HK\$49 million over pro forma unaudited adjusted consolidated net asset value of the Group of approximately HK\$497.8 million). The Directors have further reduced the Group's gearing ratio by reducing the convertible notes held by Mr. Kok and Mr. Li. Thus, the gearing ratio of the Group before Completion was further lowered to approximately 23.6%, which was a great improvement from a gearing ratio of approximately 64.5% before the Open Offer.

As discussed above in section 1. "Background of and reasons for entering into of the Supplemental Agreement", there is no difference in the Convertible Note or the Promissory Note except that they are both in the form of long term debt instruments and that it would seem to be unreasonable and abnormal to public investors for the Company to issue a convertible note with a conversion price which is substantially out of money. Moreover, the consideration of and the use of the Convertible Note as consideration for the Future Circle Option were approved by the Independent Shareholders at the special general meeting held by the Company on 13 March 2002. As discussed above, the Group's gearing ratio before Completion has improved a lot to approximately 23.6% following the completion of the Open Offer and the reduction of the convertible note held by Mr. Kok, and the subsequent reduction of the convertible notes held by Mr. Kok and Mr. Li on 24 April 2003. Moreover, we consider that the gearing ratio of the Group after Completion of approximately 33.0% is not high for a company engaged in the trading business.

In addition, we have discussed with the Directors and the Directors have confirmed that following the completion the Open Offer, the Group's creditworthiness with its bankers has improved. The Directors have further confirmed and we concur that the increase of the Group's gearing ratio from approximately 23.6% to 33.0% will not 1) have a detrimental effect on the Group's creditworthiness and the commercial relationship with its bankers; and 2) have any negative effect on the Group's bankers in provision of banking facilities to the Group.

Effect on earnings

Before the exercise of the Future Circle Option, the Company, through its 100% equity interest in Select Right, and its one-third equity interest in Future Circle, is beneficially interested in 90% of Ezcom Tech as at the date of the Circular. Upon Completion, the Company will be able to fully consolidate the results of Ezcom Tech in the financial statements of the Group. Based on the Interim Report, the unaudited consolidated net profit attributable to the Shareholders was approximately HK\$26.6 million. The Directors estimated that on 100% consolidation of the results of Ezcom Tech for the six months ended 31 October 2002 into the financial results of the Group for the six months ended 31 October 2002 (excluding the effects of goodwill amortisation), the Group's pro forma unaudited net profit for the six months ended 31 October 2002 would have increased from approximately HK\$26.6 million to approximately HK\$28.1 million, an increase by the amount of minority interests as disclosed in the Interim Report of approximately HK\$1.5 million.

LETTER FROM JS CRESVALE

We note that though Ezcom Tech's unaudited profit had recorded an annualized decrease by approximately 76.9% from the twelve months ended 30 April 2002 to the six months ended 31 October 2002, the Group's net profit margin will improve as a result of the full consolidation of Ezcom Tech's results. Ezcom Tech's total turnover of approximately HK\$1,361.2 million had already been accounted in the Group's unaudited results for the six months ended 31 October 2002. As aforementioned above, the pro forma net profit of the Group would increase from approximately HK\$26.6 million to approximately HK\$28.1 million. For analysis purposes only, the Group's pro forma net profit margin will improve from approximately 1.7% before Completion to approximately 1.8% after Completion.

As illustrated above, the Group's financial performance would improve upon exercise of the Future Circle Option.

Working capital

The consideration of the Future Circle Option Price is to be settled by way of the Promissory Note. As mentioned in the foregoing, notwithstanding that Ezcom Tech's unaudited profit had decreased from approximately HK\$141.4 million for the twelve months ended 30 April 2002 to approximately HK\$16.3 million for the six months ended 31 October 2002, represented an annualized decrease of approximately 76.9%, Ezcom Tech has a proven track record and has been providing the Group with strong earning base. We note that the Group's business is trading in nature, it does not purchase goods for cash even if it has adequate cash on hand. This is because the Group's suppliers require settlement by letters of credit (in order to avoid the credit risk on the purchase, i.e. the Company). Hence, the Group's cash position varies day-to-day depending on the settlement of various trades. We therefore consider that it is not appropriate for analysis purposes on the assessment of the Group's working capital. Moreover, as discussed above, the Future Circle Option Price is to be settled by way of the Promissory Note, which would not cause immediate cash outlay of the Group within the first two years of the Promissory Note. The Directors have confirmed that after taking into account the banking facilities available to it, internally generated funds and the net proceeds from the Open Offer, and in the absence of unforeseen circumstances, the Group has sufficient working capital for its present requirements.

Conclusion

In view of the above factors and taking into account that Ezcom Tech has a proven track record and that the Future Circle Option Price would not cause an immediate cash outlay of the Group, we are of the opinion that the entering into of the Supplemental Agreement and the exercise of the Future Circle Option is in the interest of the Company and the Shareholders (including the Independent Shareholders) as a whole.

LETTER FROM JS CRESVALE

RECOMMENDATION

In formulating our recommendation to the Independent Board Committee in respect of the Supplemental Agreement and the subsequent exercise of the Future Circle Option, we have taken into account all factors and reasons set out above, in particular:

- the conversion price of the Convertible Note is substantially out of money and that it is highly unlikely for the Convertible Note holder to exercise the Convertible Note before the maturity date as reference to the current market value of the Shares;
- the Convertible Note would be accounted the same as the Promissory Note as a long-term debt instrument since the Convertible Note would be considered as a non-equity element;
- Ezcom Tech has a proven track record;
- Ezcom Tech had been enabling the Group to achieve business growth;
- Ezcom Tech had been improving the overall financial performance of the Group and had been the Group's main revenue driver;
- the subsequent exercise of the Future Circle Option on 21 May 2003 will enable the Group to earlier enjoy further revenue and profit contributions approximately nine months before the last day for exercising the Future Circle Option;
- the Group's bankers would be more comfortable in providing financing to a fully controlled subsidiary of the Company;
- notwithstanding the decrease in Ezcom Tech's profit and the profit margin squeeze, upon Completion, the Group's pro forma net profit would increase and its pro forma profit margin would improve; and
- the increase of the Group's gearing ratio from approximately 23.6% to 33.0% will neither have a detrimental effect on the Group's creditworthiness and the commercial relationship with its bankers nor have any negative effect on the Group's bankers in provision of banking facilities to the Group.

Having considered the above factors and reasons, we consider that the Supplemental Agreement and the subsequent exercise of the Future Circle Option are in the interests of the Company and the terms thereof are fair and reasonable so far as the Shareholders are concerned. Accordingly, we advise therefore advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the resolutions to approve the Supplemental Agreement and the subsequent exercise of the Future Circle Option to be proposed at the SGM.

Yours faithfully,
For and on behalf of
JS Cresvale Securities International Limited
Graham Lam
Executive Director

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement contained herein misleading.

2. DISCLOSURE OF INTERESTS

(i) Directors of the Company

As at the Latest Practicable Date, the interests and short positions of Directors (including their spouses, minor children, related trusts and companies controlled by them) in the Shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO), which require notification pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director is taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, were as follows:

The Company

Interests in Shares

Name of Director	Number of Shares held	%	Capacity
Mr. Kok <i>(Note)</i>	321,525,993	52.59	Beneficial owner
Lian Song Qing	2,400,000	0.39	Beneficial owner

Note: These 321,525,993 shares are legally held by All About Investments Limited and Anglo Express Group Limited, both wholly-owned subsidiary of Mr. Kok.

Interests in Options

Name of Director	Number of Shares held (if the Options are exercised)	Date of grant	Exercise period	Exercise price per Share (HK\$)
Mr. Kok	3,600,000	31 August 2002	1 September 2002 to 31 August 2005	0.9936
Lam Bing Sum	2,400,000	31 August 2002	1 September 2002 to 31 August 2005	0.9936

Interests in Convertible Notes

Name of Director	Number of Shares held (if the Convertible Notes are exercised)	Date of grant	Exercise period	Conversion price per Share (HK\$)
Mr. Kok	4,449,299	8 November 2002	8 November 2002 to 7 November 2004	5.00

Associated Corporation

Interest in Ezze Mobile Tech., Inc. (in which the Company has 33.98% indirect interest)

Number of ordinary shares held in the ordinary share capital of Ezcom Mobile Tech, Inc.

Name of Director	Number of Shares held	%	Capacity
Mr. Kok (<i>Note</i>)	1,760,000	33.98	Deemed interest
Lam Bing Sum	352,000	6.8	Beneficial owner

Note: By virtue of Mr. Kok's indirect interests in the Company through the Controlling Shareholders

The above are all long positions of the relevant Director in the associated corporation.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors (including their spouses, minor children, related trusts and companies controlled by them) had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO), which require notification pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director is taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules.

(ii) Substantial Shareholder

As at the Latest Practicable Date, so far is known to the Directors, the following person (other than a Director) had an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of shares capital carrying rights to vote in all

circumstances at general meeting of any other member of the Group, or in any options in respect of such capital:

Name of Shareholder	Number of Shares held	%	Capacity
Mr. Kok (<i>Note</i>)	321,525,993	52.59%	Beneficial owner
All About Investments Limited (<i>Note</i>)	287,544,153	47.03%	Beneficial owner
Anglo Express Group Limited (<i>Note</i>)	33,981,840	5.56%	Beneficial owner

Note: All About Investments Limited and Anglo Express Group Limited are beneficially wholly-owned by Mr. Kok.

Unless otherwise specified, the above are all long positions of the relevant persons in the Company.

Save as disclosed above, as at the Latest Practicable Date, so far as is known to the Directors, no person had an interest of short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value if any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group, or in any options in respect of such capital.

3. SERVICE CONTRACTS

None of the Directors has any existing or proposed service contracts with any member of the Group which is not expiring or terminable by the employer within one year without payment of compensation (other than statutory compensation).

4. LITIGATION

As at the Latest Practicable Date, no member of the Group was a party to any legal proceedings or claim which are of material importance. The Directors do not know of any legal proceedings or claims pending or threatened against the Company or any other member of the Group.

5. MATERIAL ADVERSE CHANGES

The Directors are not aware of any material adverse changes in the financial or trading position of the Group since 30 April 2002, the date to which the latest published audited financial statements of the Group were made up.

6. CONSENTS

As at the Latest Practicable Date, JS Cresavle has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and references to its name in the form and context in which they appear.

7. EXPERT

- (a) JS Cresavle is a corporation deemed licensed under the SFO.
- (b) As at the Latest Practicable Date, JS Cresavle did not have any direct or indirect shareholding in any member of the Group or any right whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in the Company.
- (c) As at the Latest Practicable Date, JS Cresavle did not have direct or indirect interests in any assets which had since 30 April 2002 (being the date to which the latest published audited financial statements of the Group were made up) been acquired or disposed by, or leased to, any member of the Group.

8. MATERIAL CONTRACTS

The following contracts (not being contracts entered into the ordinary course of business) have been entered into by the Company or its subsidiaries within the two years preceding the date of this circular and are or may be material:

- (a) the placing agreement dated 31 August 2001 made between the company as the issuer and Dao Heng Securities Limited as the placing agent in respect of the placing of 766,000,000 shares at the price of HK\$0.10 per share;
- (b) the sale and purchase agreement dated 17 September 2001 made between the Company as the purchaser and Mr. Kok as the vendor in respect of the acquisition of 73% equity interests in Select Right Developments Limited;
- (c) the agreement for the sale and purchase of shares dated 22 November 2001 between the Company as the vendor and Dynamic Fortune Group Limited as the purchaser in respect of the entire share capital of South Horizon Inc;
- (d) the sales and purchase agreement dated 4 February 2002 made between the Company as the purchaser and Mr. Kok as the vendor in respect of the acquisition of 27% equity interests in Select Right Developments Limited;
- (e) the sale and purchase agreement dated 4 February 2002 made between the Company as the purchaser and Mr. Li as the vendor in respect of the acquisition of two-third of the entire issued share capital of Future Circle Holdings Limited;
- (f) the Future Circle Option Agreement dated 4 February 2002 made between the Company as the grantee and Mr. Li as the grantor in respect of the grant of an option to the Company to purchase Mr. Li's one share in Future Circle Holdings Limited;
- (g) the agreement for sale and purchase of share dated 16 April 2002 made between Jabat Investments Limited as the vendor and Total Profit Group Limited as the purchaser in respect of the disposal of the entire share capital of Hawkweed Investments Limited;
- (h) the agreement for sale and purchase of share dated 16 April 2002 made between Jabat Investments Limited as the vendor and Total Profit Group Limited as the purchaser in respect of the disposal of the entire share capital of Flash Hope Limited;

- (i) the agreement for sale and purchase of shares dated 19 April 2002 made between Rising Top Limited as the vendor and Hoping Technology Limited as the purchaser in respect of the disposal of 16.5% of the entire share capital of iD Innovation Limited;
- (j) the agreement for sale and purchase of shares dated 30 April 2002 made between the Company as the vendor and Pure Element Holdings Limited as the purchaser in respect of the disposal of the entire share capital of High Citadel Inc.;
- (k) the share sale and purchase agreement dated 19 August 2002 made between the Company as the vendor and Mr. Kok as the purchaser in respect of the disposal of Lamex China Limited and a related loan;
- (l) the share sale and purchase agreement dated 18 September 2002 and the supplemental agreement dated 20 September 2002 made between the Company as the purchaser and Mr. Kok as the vendor in respect of the acquisition of the entire share capital of Global Direction Limited;
- (m) the underwriting agreement dated 29 January 2003 made between the Company and All About Investments Limited in respect of the underwriting of the Offer Shares; and
- (n) the Supplemental Agreement dated 21 May 2003 made between the Company and Mr. Li to amend and supplement the Future Circle Option Agreement.

9. GENERAL

- A. The secretary of the Company is Mr. Cheung Kwok Yu, CFA, FCCA,.
- B. The Hong Kong branch of the share registrars is Abacus Share Registrars Limited, located at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.
- C. Save as disclosed in this circular:
 - (i) since 30 April 2002, the date to which the latest published audited accounts of the Group were made up, none of the Directors has or has had any interest, either directly or indirectly, in any assets which have been acquired by, disposed of or leased to or which are proposed to be acquired by, disposed of or leased to the company or any of its subsidiaries; and
 - (ii) no Director is materially interested in any contract or arrangement subsisting at the date of the circular which is significant in relation to the business of the Group.
- D. The English text of this circular shall prevail over the Chinese text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours on any weekday (except public holidays) at the offices of Li & Partners at 22nd Floor, World Wide House, Central, Hong Kong, from the date of the circular up to and including 9 July 2003:

- (i) the memorandum of association and bye-laws of the Company;
- (ii) the annual reports of the Company for the two financial years ended 30 April 2002;
- (iii) the interim report of the Company for the six months ended 31 October 2002;
- (iv) all material contract referred to under the section headed “Material Contracts” in this Appendix;
- (v) all circulars issued by the Company since the date of the latest published audited accounts;
- (vi) the letter from JS Cresavle as set out on pages 14 to 28 of this circular;
- (vii) the written consent from JS Cresavle referred to in paragraph 6 of this Appendix;
- (viii) the letter from the Independent Board Committee as set out on page 13 of this circular; and
- (ix) this circular.

NOTICE OF SPECIAL GENERAL MEETING



EZCOM HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Ezcom Holdings Limited (the “**Company**”) will be held at Salon 1 & 2, Level 3, JW Marriott Hotel, Pacific Place, 88 Queensway, Hong Kong on 9 July 2003 at 3:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the supplemental agreement (the “**Supplemental Agreement**”) entered into between the Company and Mr. Li Tung Wai on 21 May 2003 to amend and supplement the Future Circle Option Agreement (as defined in the Company’s circular dated 26 February 2002, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved.
- (b) the exercise of the Future Circle Option contemplated under the Future Circle Option Agreement, as amended and supplemented by the Supplemental Agreement, be and is hereby approved; and
- (c) the directors of the Company be and are hereby authorised to do all acts, deeds and things which they may in their absolute discretion consider necessary, expedient or desirable to give effect to and implement the Future Circle Option Agreement, as amended and supplemented by the Supplemental Agreement, and to waive compliance from or make and agree such variations of a non-material nature to any of the terms thereof as they may in their discretion consider to be desirable and in the interest of the Company.”

Yours faithfully,
By Order of the Board
Ezcom Holdings Limited
Kok Kin Hok
Chairman

Hong Kong, 23 June 2003

Principal place of business in Hong Kong:
Unit 1C & 1D, 14th Floor
Tower 2, Admiralty Centre
18 Harcourt Road
Hong Kong

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's branch share registrars, Abacus Share Registrars Limited, located at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the SGM.
3. Where there are joint holders of any share, any one of such persons may vote at the SGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.