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**If you have sold or transferred** all your shares in Nam Tai Electronic & Electrical Products Limited, you should at once hand this circular, the accompanying form of proxy and the annual report of Nam Tai Electronic & Electrical Products Limited 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.

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**NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2633)**

**THE RENEWAL OF THE  
GENERAL MANDATE TO REPURCHASE SHARES AND  
TO ISSUE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

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A notice convening an Annual General Meeting of Nam Tai Electronic & Electrical Products Limited (the "Company") to be held at Lecture Room A of Unit 1, The Joint Professional Centre, Ground Floor, The Centre, 99 Queen's Road Central, Hong Kong on Friday, 18 April 2008 at 10:00 a.m. is set out on pages 87 to 90 of the annual report of the Company in respect of the financial year ended 31 December 2007. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or at any adjourned meeting (as the case may be) should you so wish.

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## DEFINITIONS

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

“AGM”	The annual general meeting of the Company to be held at Lecture Room A of Unit 1, The Joint Professional Centre, Ground Floor, The Centre, 99 Queen’s Road Central, Hong Kong on Friday, 18 April 2008 at 10:00 a.m. notice of which is set out on pages 87 to 90 of the 2007 Annual Report of the Company
“Company”	Nam Tai Electronic & Electrical Products Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	The directors of the Company
“Latest Practicable Date”	20 March 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or, if there has been a sub-division, reduction, consolidation, reclassification of or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	at any time means the holder(s) of Shares at that time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region



**NAM TAI ELECTRONIC & ELECTRICAL PRODUCTS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2633)**

*Executive Directors:*

Mr. Masaaki Yasukawa (*Chief Executive Officer*)  
Mr. John Quinto Farina (*Chief Financial Officer*)  
Mr. Wang Lu-Ping (*Chief Operating Officer*)  
Ms. Wong Kuen Ling, Karene  
Ms. Lei Lai Fong, Patinda  
Mr. Chui Kam Wai

*Non-executive Director:*

Mr. Koo Ming Kown (*Non-Executive Chairman*)

*Independent Non-executive Directors:*

Mr. Thaddeus Thomas Beczak  
Mr. Chan Tit Hee, Charles  
Mr. Roger Simon Pyrke

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Hong Kong Office:*

Suites 1506-1508, 15th Floor  
One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

26 March 2008

*To the Shareholders*

Dear Sir or Madam,

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding ordinary resolutions to be proposed at the AGM of the Company to be held on 18 April 2008 relating to the general mandates for the issue of additional Shares and the repurchase of Shares by the Company. Resolution will also be proposed to re-elect the retiring Directors in accordance with the Articles of Association of the Company.

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

As disclosed in the circular of the Company dated 19 March 2007, resolutions were passed giving general mandates to the Directors to issue and/or repurchase Shares. Such general mandates will lapse at the conclusion of the forthcoming AGM. Ordinary resolutions will

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## LETTER FROM THE BOARD

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therefore be proposed at the forthcoming AGM to grant to the Directors general mandates as follows:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to purchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

The Directors will also propose a separate ordinary resolution at the AGM to add to the general mandate to issue those Shares purchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

As at the Latest Practicable Date, the number of Shares in issue was 881,670,588 Shares. Accordingly, the exercise of the General Mandate in full would enable the Company to issue a maximum of 176,334,117 new Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

An explanatory statement, as required by the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange, to give requisite information for your consideration of the proposal to authorize the Directors to exercise the power of the Company to purchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the AGM is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

According to Article 87(1) of the Articles of Association of the Company, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company. According to Article 87(2), the retiring Director shall be eligible for re-election.

In addition, according to Article 86(3), any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Article 87(1), Ms. Wong Kuen Ling, Karene shall retire from her office by rotation at the AGM. In addition, in accordance with Article 86(3), Mr. Masaaki Yasukawa, Mr. John Quinto Farina, Mr. Wang Lu-Ping, Ms. Lei Lai Fong, Patinda and Mr. Chui Kam Wai, Directors appointed by the Board during the year shall be retired from their offices at the AGM.

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## LETTER FROM THE BOARD

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Being eligible, Mr. Masaaki Yasukawa, Mr. John Quinto Farina, Mr. Wang Lu-Ping, Ms. Wong Kuen Ling, Karene, Ms. Lei Lai Fong, Patinda and Mr. Chui Kam Wai will offer themselves for re-election as Executive Directors. At the AGM, ordinary resolution will be proposed to re-elect Mr. Masaaki Yasukawa, Mr. John Quinto Farina, Mr. Wang Lu-Ping, Ms. Wong Kuen Ling, Karene, Ms. Lei Lai Fong, Patinda and Mr. Chui Kam Wai as Executive Directors.

Particulars relating to Mr. Masaaki Yasukawa, Mr. John Quinto Farina, Mr. Wang Lu-Ping, Ms. Wong Kuen Ling, Karene, Ms. Lei Lai Fong, Patinda and Mr. Chui Kam Wai are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 87 to 90 of the annual report of the Company for the year ended 31 December 2007. A form of proxy for use at the AGM is enclosed in the said annual report. Whether or not Shareholders are able to attend the AGM in person, Shareholders should complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share and transfer office, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should Shareholders so wish.

### **PROCEDURES BY WHICH A POLL MAY BE DEMANDED**

The procedures by which shareholders may demand a poll at general meeting pursuant to the Articles of Association of the Company is set out in Appendix III to this circular.

### **RECOMMENDATION**

The Directors are of the opinion that the renewal of the general mandates to issue and repurchase Shares and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole, and so recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

For and on behalf of  
**Nam Tai Electronic & Electrical Products Limited**  
**Koo Ming Kown**  
*Non-Executive Chairman*

*The following is an explanatory statement required by the Listing Rules to be presented to Shareholders concerning the mandate to repurchase Shares proposed to be granted to the Directors.*

## **1. LISTING RULES FOR PURCHASES OF SECURITIES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below:

The Listing Rules provide that all proposed purchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the securities to be purchased must be fully paid up.

## **2. FUNDING OF PURCHASES**

Any purchases will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association of the Company and the Companies Law of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2007 (being the date of its latest audited accounts), the Directors consider that it could have a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period.

The Directors, however, do not propose to exercise the purchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position of the Company as determined from time to time by the Directors.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 881,670,588 Shares.

On the basis of 881,670,588 Shares in issue and on the basis that no further Shares are issued or repurchased prior to the date of AGM, exercise in full of the general mandate to repurchase Shares will result in a maximum of 88,167,058 Shares being repurchased by the Company during the course of the period ending on the earlier of the date of the annual general meeting for year 2007, the date by which the next annual general meeting of the Company is required to be held by law or by the Articles of Association of the Company and the date upon which such general mandate is revoked or varied.

**4. REASONS FOR PURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to purchase Shares on the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the repurchase mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles of Association of the Company.

**6. EFFECT OF TAKEOVERS CODE**

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Nam Tai Electronics, Inc. (“NTEI”) was interested in 645,229,470 Shares of the Company, representing 73.18 per cent. of the issued Shares. Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares under the mandate to repurchase Shares, the attributable shareholdings of NTEI in the Company would be increased to approximately 81.31 per cent. of the issued Shares of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, as a result of such repurchase there may not be sufficient public float in the Shares pursuant to Rule 8.08 of the Listing Rules.

The Directors have no present intention to exercise the repurchase mandate to such extent as to jeopardize the public float requirement pursuant to the Listing Rules. The Directors are not aware of any consequence which the exercise in full of the repurchase mandate would have under the Takeovers Code. At present, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

## 7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors and having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed securities repurchase mandate is approved by Shareholders, to sell Shares to the Company. No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

## 8. GENERAL

### (a) Share Repurchase Made by the Company

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

### (b) Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

			Price per Share	
			Highest	Lowest
			<i>HK\$</i>	<i>HK\$</i>
2007	March		1.3700	1.2200
	April		1.5000	1.2700
	May		2.0800	1.4000
	June		1.9600	1.6700
	July		2.3000	1.7500
	August		2.2200	1.4300
	September		1.8100	1.7100
	October		1.8000	1.6000
	November		1.8500	1.6300
	December		2.0500	1.7000
2008	January		1.7400	1.2500
	February		1.8900	1.5800
	March (up to the Latest Practicable Date)		1.9200	1.6000



*The details of the Directors who will retire from their offices at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

### **MASAAKI YASUKAWA**

Mr. Masaaki Yasukawa, aged 48, is an executive Director and Chief Executive Officer of the Company appointed in February 2008. Mr. Yasukawa is also a director of Zastron Electronic (Shenzhen) Co. Ltd., Zastron (Macao Commercial Offshore) Co. Ltd., Zastron Precision-Tech (Wuxi) Co. Ltd. and Zastron Precision-Flex (Wuxi) Co. Ltd. (collectively “Zastron Subsidiaries”). Mr. Yasukawa started his career as a corporate R&D engineer of Seiko Epson Corporation in Japan in 1983. In 1985, Mr. Yasukawa was appointed to Epson America Inc. (EAI) as an engineering support manager. After he returned to Seiko Epson R&D department, Mr. Yasukawa was appointed as a Manager and later the general manager of New Business Development department and initiated various programs of cross-divisional, multi-functional new business development. In 2003, he was appointed as the general manager of the Business Solution Business Unit at Epson Hong Kong, starting solution-based corporate businesses targeting Hong Kong, PRC and other Asian corporate customers. One of his solution products was honoured with South East Asia’s IT Award in 2003. Mr. Yasukawa has established business relationships with major corporate customers, including Mass Transit Railway, Hong Kong and Shanghai Banking Corporation, Bank of China, Town Gas in Hong Kong, and Oriental Plaza in the PRC. Mr. Yasukawa graduated from the University of Tokyo, in Tokyo Japan in 1983, with a Bachelor’s Degree in Mechanical Engineering, and later obtained a Master’s Degree with distinction in Business Administration from University of Michigan, Ann Arbor in 1993. Mr. Yasukawa has been selected as the only Japanese member of Hong Kong Computer Society, and is an Asian Liaison of International Affairs Committee. Save as disclosed above, Mr. Yasukawa does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 2,000,000 options (“Options”) under the Share Options Scheme adopted on 8 April 2004 of the Company, he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Under Mr. Yasukawa’s service agreement with the Company, Mr. Yasukawa is appointed for an initial term of three years from 2 February 2008 and is subject to termination at any time by either party giving not less than three months’ notice in writing to the other party. Pursuant to the director’s service contract, Mr. Yasukawa is entitled to a nominal salary of HK\$10 per month for agreeing to act in such capacity. No bonus is payable under such service contract. The basis of determining such emolument is nominal and is the same for the other Executive Directors of the Company.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**JOHN QUINTO FARINA**

Mr. John Quinto Farina, aged 54, was appointed as a non-executive Director of the Company in August 2007. He was then re-designated as an executive Director and Chief Financial Officer of the Company in February 2008. Mr. Farina was appointed as chief financial officer of NTEI in May 2007 and re-designated as president and chief financial officer of NTEI in February 2008. He was a non-executive director of J.I.C. Technology Company Limited (“JIC”) from August 2007 to February 2008. He is also a director of Zastron Precision-Tech Limited (“Zastron Precision”) and each of Zastron Subsidiaries (Zastron Precision and Zastron Subsidiaries collectively as “Zastron Group”) with effect from February 2008. Mr. Farina along with his strong foundation in financial management, brings over 20 years’ experience in high technology companies. He has over 10 years’ experience with Celestica Inc., a top tier electronics manufacturing services company. Mr. Farina was part of Celestica Inc.’s founding management team and has held general manager, corporate development and financial executive positions. Mr. Farina also worked for 13 years with IBM Corporation in Canada and the United States where he gained extensive experience in financial management culminating in the role of divisional chief financial officer. Mr. Farina graduated from the University of Toronto with a Bachelor’s Degree in applied science in 1975. He also holds a Master’s Degree in Business Administration that he received in 1981 from the York University Schulich School of Business in Toronto. Save as disclosed above, Mr. Farina does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 2,000,000 Options and 90,000 share options granted by NTEI, he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Under Mr. Farina’s service agreement with the Company, Mr. Farina is appointed for an initial term of three years from 2 February 2008 and is subject to termination at any time by either party giving not less than three months’ notice in writing to the other party. Pursuant to the director’s service contract, Mr. Farina is entitled to a nominal salary of HK\$10 per month for agreeing to act in such capacity. No bonus is payable under such service contract. The basis of determining such emolument is nominal and is the same for the other Executive Directors of the Company.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**WANG LU-PING**

Mr. Wang Lu-Ping, aged 51, is an executive Director and Chief Operating Officer of the Company appointed in February 2008. Mr. Wang was appointed to the position of chief operating officer of NTEI in December 2006 and in this position he oversaw the production operation of the NTEI Group. Mr. Wang is also a director of Zastron Precision and each of Zastron Subsidiaries. Mr. Wang has more than 23 years of experience in the electronics industry. He joined NTEI in 1997 as production engineering manager and was promoted to vice managing director in 2002. He was later promoted to managing director of Zastron Shenzhen in August of the same year. Mr. Wang left NTEI in February 2004 but re-joined in December 2006 as its chief operating officer. Prior to joining NTEI in 1997, Mr. Wang held several management positions in various companies in Taiwan and Malaysia. Mr. Wang graduated from the Chinese Military Academy in Taiwan. Save as disclosed above, Mr. Wang does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 1,460,000 Options and 1,516 shares of NTEI (representing 0.003% of the issued share capital of NTEI), held by Ms. Jean S. Tsai, spouse of Mr. Wang, he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Under Mr. Wang's service agreement with the Company, Mr. Wang is appointed for an initial term of three years from 2 February 2008 and is subject to termination at any time by either party giving not less than three months' notice in writing to the other party. Pursuant to the director's service contract, Mr. Wang is entitled to a nominal salary of HK\$10 per month for agreeing to act in such capacity. No bonus is payable under such service contract. The basis of determining such emolument is nominal and is the same for the other Executive Directors of the Company.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**WONG KUEN LING, KARENE**

Ms. Wong Kuen Ling, Karene, aged 44, is an executive Director of the Company appointed in June 2003. Ms. Wong is also a director of Nam Tai Investments Consultant (Macao Commercial Offshore) Company Limited, a subsidiary of the Company. Ms. Wong was Chief Executive Officer of the Company from November 2006 to February 2008. Ms. Wong joined NTEI in June 1989. In January 2001, Ms. Wong was promoted to managing director of Nam Tai Trading Company Limited, formerly known as Nam Tai Electronic & Electrical Products Limited (incorporated in Hong Kong), a subsidiary of NTEI. She later held the position of Chairman of the Company from June 2003 until September 2006, at which time she became Vice Chairman of the Company. In November 2006, her title was changed to Chief Executive Officer of the Company. After the Reorganization, she was re-designated as Chief Executive Officer of the NTEEP business unit, responsible for overseeing the overall business of the NTEEP business unit. She continues to maintain close contact with key customers and to cultivate new customer relationships. Save as disclosed above, Ms. Wong does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 1,800,000 Options and 37,100 shares of NTEI (representing 0.08% of the issued share capital of NTEI), she does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Under Ms. Wong's service agreement with the Company, Ms. Wong is appointed for a term of three years and is subject to termination at any time by either party giving not less than three months' notice in writing to the other party. Pursuant to the director's service contract, Ms. Wong is entitled to a nominal salary of HK\$10 per month for agreeing to act in such capacity. No bonus is payable under such service contract. The basis of determining such emolument is nominal and is the same for the other Executive Directors of the Company.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**LEI LAI FONG, PATINDA**

Ms. Lei Lai Fong, Patinda, aged 41, is an executive Director of the Company appointed in February 2008. Ms. Lei joined NTEI Group in May 1990. In June 2002, she assumed the position of managing director of Nam Tai Telecom (Hong Kong) Company Limited (a subsidiary of NTEI) and in March 2004, became chairman of Zastron Precision. In early 2007, she was re-designated as chief executive officer of Zastron Group. After the Reorganization, she was re-designated as Chief Executive Officer of the Zastron business unit which, as a result of the Reorganization, became part of the Group. She is also a director of each of Zastron Subsidiaries. She continues to maintain close contact with key customers and to cultivate new customer relationships. Ms. Lei has been working for various companies of NTEI for 17 years, specializing in promoting, generating and monitoring sales revenues on various high-end electronics products. Since January 2006, Ms. Patinda Lei was chief executive officer and chief financial officer of NTEI until November 2006 and April 2007 respectively. Ms. Lei graduated with a Bachelor of Sciences degree in Management Science from the Faculty of Engineering of the Tokyo University of Science in Japan and holds a Master's Degree in Business Administration from The Chinese University of Hong Kong. Save as disclosed above, Ms. Lei does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 1,050,000 Options and 26,400 shares of NTEI (representing 0.06% of the issued share capital of NTEI), she does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Under Ms. Lei's service agreement with the Company, Ms. Lei is appointed for an initial term of three years from 2 February 2008 and is subject to termination at any time by either party giving not less than three months' notice in writing to the other party. Pursuant to the director's service contract, Ms. Lei is entitled to a nominal salary of HK\$10 per month for agreeing to act in such capacity. No bonus is payable under such service contract. The basis of determining such emolument is nominal and is the same for the other Executive Directors of the Company.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**CHUI KAM WAI**

Mr. Chui Kam Wai, aged 49, is an executive Director of the Company appointed in February 2008. Mr. Chui was an executive director of JIC from March 2002 to February 2008. Mr. Chui is the co-founder and a director of Jetup. Before the Reorganization, he also served as chairman of JIC from October 2006 to February 2008. After the Reorganization, he was appointed as Chief Executive Officer of the Jetup business unit of the Group which, as a result of the Reorganization, became part of the Group. Mr. Chui has directed Jetup's marketing activities since it was founded in 1980. He has over 20 years of experience in the LCD business and has extensive experience in doing business with Japanese companies. Save as disclosed above, Mr. Chui does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company, and as at the date hereof, other than 545,870 shares of NTEI (representing 1.22% of the issued share capital of NTEI), he does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Under Mr. Chui's service agreement with the Company, Mr. Chui is appointed for an initial term of three years from 2 February 2008 and is subject to termination at any time by either party giving not less than three months' notice in writing to the other party. Pursuant to the director's service contract, Mr. Chui is entitled to a nominal salary of HK\$10 per month for agreeing to act in such capacity. No bonus is payable under such service contract. The basis of determining such emolument is nominal and is the same for the other Executive Directors of the Company.

Save as disclosed above, there is no other matter that need to be brought to the attention of the Shareholders according to Rule 13.51(2)(w) of the Listing Rules and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

*The procedures by which the Shareholders may demand a poll at general meeting of the Company are set out in this Appendix.*

According to Article 66, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

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

A demand by a person as a proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.