
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 Tiger Tech Holdings Limited (“**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) 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.

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



TIGER TECH

TIGER TECH HOLDINGS LIMITED

老虎科技(控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8046)

PROPOSED GRANT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES AND REFRESHMENT OF SCHEME MANDATE LIMIT

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

VEDA | CAPITAL
智略資本

A notice convening the special general meeting of the Company (“**SGM**”) to be held at 28/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on 5 September 2007 at 4:30 p.m. is set out on pages 18 to 21 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the SGM or any adjournment thereof to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven (7) days from the date of its posting.

20 August 2007

* For identification purpose only

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CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 25 April 2007 in which the Shareholders had approved, among other things, the existing general mandate
“associates”	has the meaning as ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Bye-law(s)”	the bye-law(s) of the Company, as amended, supplemented or modified from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Tiger Tech Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board comprising all independent non-executive Directors, established for the purpose of advising the Independent Shareholders in relation to the proposed grant of the Refreshed Issue Mandate
“Independent Shareholders”	Shareholders other than Directors (excluding the independent non-executive Directors) and the chief executive and their respective associates
“Latest Practicable Date”	17 August 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan respectively
“Refreshed Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at 28/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on 5 September 2007 at 4:30 p.m., a notice of which is set out on pages 18 to 21 of this circular
“Scheme Mandate Limit”	10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme which may be issued upon exercise of all options to be granted under the Share Option Scheme
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 13 March 2003
“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Veda Capital”	Veda Capital Limited, a licensed corporation to carry out business in type 6 regulated activity (advising on corporate finance) under the SFO, being the independent financial adviser to the Independent Board Committee in relation to the proposed grant of the Refreshed Issue Mandate

DEFINITIONS

“Warrants”	a total number of 93,000,000 unlisted warrants issued by the Company at an initial subscription price of HK\$0.72 per Share in registered form, in units of HK\$0.08 each of subscription rights entitling the holder thereof to subscribe for one Share at any time during a period of 18 months commencing from the date of issue of the Warrants, details of which were set out in the announcement of the Company dated 14 June 2007. The Warrants had been fully exercised and conferred to 93,000,000 Shares as at the Latest Practicable Date
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TIGER TECH

TIGER TECH HOLDINGS LIMITED

老虎科技(控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8046)

Executive Directors:

Mr. Lam Shu Chung

Mr. Law Fei Shing

Mr. Yau Hoi Kin

Mr. Kwong Wai Ho Richard

Ms. Yu Sau Lai

Ms. Yeung Sau Han Agnes

Non-executive Director:

Mr. Cheung Siu Chung Cheever

Independent non-executive Directors:

Mr. Lam Nai Hung

Mr. Lum Pak Sum

Mr. Kwok Chung Yin

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

28/F, Dah Sing Financial Centre

108 Gloucester Road

Wanchai, Hong Kong

20 August 2007

To the Shareholders

Dear Sir or Madam

**PROPOSED GRANT OF GENERAL MANDATE
TO ALLOT AND ISSUE SHARES
AND
REFRESHMENT OF SCHEME MANDATE LIMIT**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed grant of the Refreshed Issue Mandate (ii) the refreshment of the Scheme Mandate Limit; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders on

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LETTER FROM THE BOARD

the proposed grant of the Refreshed Issue Mandate; (iv) the recommendation from Veda Capital to the Independent Board Committee and the Independent Shareholders on the proposed grant of the Refreshed Issue Mandate; and (v) the notice of the SGM, at which the necessary resolutions will be proposed to the Independent Shareholders to consider and, if thought fit, approve the grant of the Refreshed Issue Mandate by way of poll and to the Shareholders to approve the refreshment of the Scheme Mandate Limit at the SGM.

2. PROPOSED GRANT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES

Pursuant to an ordinary resolution passed by the Shareholders at the AGM, the Directors were granted a general mandate to allot, issue and deal with up to a maximum of 93,000,000 Shares, representing 20% of the aggregate nominal amount of 465,000,000 issued as at the date of the AGM. As at the Latest Practicable Date, such mandate has been fully utilised in relation to the issue of the Warrants and such general mandate to allot and issue Shares had not been refreshed since the conclusion of the AGM. The Board will seek the approval of the Independent Shareholders for the grant of the Refreshed Issue Mandate by poll at the SGM.

The Refreshed Issue Mandate will expire at the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bermuda law or Bye-laws; and (c) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

According to Rule 17.42A of the GEM Listing Rules, any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates (as defined in the GEM Listing Rules) shall abstain from voting in favour of the resolution to approve the grant of the Refreshed Issue Mandate. As at the Latest Practicable Date, there was no controlling Shareholder and aside from Mr. Lam Shu Chung, being an executive Director and the beneficial owner of Orient State Limited which held 143,000,000 Shares (representing approximately 25.63% of the existing issued share capital of the Company), none of the Directors and/or their respective associates was interested in any Shares. Accordingly, Orient State Limited, Mr. Lam Shu Chung (being an executive Director), any Director who shall hold Shares as at the date of SGM and their respective associates are required to abstain from voting in favour of the relevant resolutions proposed in connection with the refreshment at the SGM. As at the Latest Practicable Date, Orient State Limited and Mr. Lam Shu Chung and their respective associates had no intention to vote against the resolution to approve the grant of the Refreshed Issue Mandate.

An Independent Board Committee has been established to make recommendations to the Independent Shareholders and Veda Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed Issue Mandate.

LETTER FROM THE BOARD

3. REASONS FOR THE REFRESHED ISSUE MANDATE

The Group is principally engaged in the research, development, sales and implementation of Enterprise Thin Client Solutions, Cable Network Thin Client Solutions and Customised Thin Client Application Solutions.

On 14 June 2007, the Company entered into a placing agreement in respect of the issue of 93,000,000 unlisted Warrants to raise approximately HK\$7.191 million from subscription right for general working capital of the Company. HK\$66.96 million was raised upon exercise in full of the subscription rights attaching to the Warrants which will be utilized by the Group for additional general working capital and/or possible diversified investments when opportunities arise. However, as mentioned in the annual report 2006 of the Company, in view of the tense competition in the information technology industry, the Group is actively looking for possible investment opportunities and/or cooperation with partners in order to expand the income base. Thus, the Board is proposing to seek the approval of Independent Shareholders at the SGM of the Refreshed Issue Mandate such that the Group will have greater financial flexibility should funding needs arise or attractive terms for investment in the Shares become available from potential investors, the Board will be able to respond to the market and such investment opportunities promptly. The Board believes that fund raising exercise pursuant to a general mandate provides the Company a more simple and less lead time process than other types of fund raising exercises and to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. In appropriate circumstances, the Board will also consider other financing methods such as debt financing or internal cash resources to fund its future business development.

Fund Raising Activities since the AGM

Date of Initial Announcement	Event	Net Proceeds	Intended use of proceed	Actual use of proceed as at the Latest Practicable Date
14 June 2007	Placing of 93,000,000 unlisted Warrants and the Warrants had been fully exercised and conferred to 93,000,000 Shares as at the Latest Practicable Date	Net proceeds from exercise of subscription right of the Warrants amounted to approximately HK\$7.191 million	Net proceeds from the Warrants was planned as general working capital use.	As at the date of this circular, the net proceeds from the Warrants of HK\$7.191 million has been maintained into the bank

LETTER FROM THE BOARD

Date of Initial Announcement	Event	Net Proceeds	Intended use of proceed	Actual use of proceed as at the Latest Practicable Date
		Net proceeds from exercise in full of the Warrants amounted to approximately HK\$66.96 million	Net proceeds from exercise in full of the Warrants will be utilised for additional general working capital and/or possible diversified investments when opportunities arise.	Approximately HK\$1.96 million has been applied as general working capital. As at the date of this circular, the remaining balance of the net proceeds of approximately HK\$65 million has been maintained into the bank in time deposit and will be applied as general working capital and/or possible diversified investments when opportunities arise.

In view of the above, the Directors consider the grant of the Refreshed Issue Mandate, which may or may not be utilized, is in the best interests of the Company and the Independent Shareholders as a whole.

4. REFRESHMENT OF SCHEME MANDATE LIMIT

The Board also wishes to make this opportunity to seek the approval of the Shareholders to refresh the Scheme Mandate Limit.

The existing Scheme Mandate Limit enables the Directors to grant options to eligible person(s) under the Share Option Scheme to subscribe for up to 40,000,000 Shares, representing 10% of the then issued share capital of the Company of 400,000,000 Shares as at the date on which the Share Option Scheme was adopted. Up to the Latest Practicable Date, no options have been granted or agreed to be granted under the Share Option Scheme. As at the Latest Practicable Date, the Company had 558,000,000 Shares in issue, representing an increase of approximately 39.5% from the 400,000,000 Shares in issue as at the date on which the Share Option Scheme was adopted. In order to provide the Company with greater flexibility in granting options to eligible person(s) under the Share Option Scheme, the Board decides to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so that the total number of share which may be issued upon exercise of all options to be granted under the Share Option Scheme of the Company shall be granted up to 10% of the shares in issue as at the date of passing the relevant resolution at the SGM.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 558,000,000 Shares in issue and assuming no Shares are issued or repurchased prior to the SGM, the Board will be allowed to grant options to subscribe for up to 55,800,000 Shares upon the grant of the proposed refreshment of Scheme Mandate Limit.

Pursuant to the GEM Listing Rules, the maximum number of Shares which may be issued under the Share Option Scheme and any other scheme(s) of the Company at any time must not in aggregate exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the SGM; and
- (b) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of SGM approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme and any other scheme(s) of the Company.

No Shareholder is required to abstain from voting for this ordinary resolution which will be voted by the Shareholders by show of hands. Application will be made to the Listing Committee of the Stock Exchange for the granting of, the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options to be granted under the Share Option Scheme of the Company.

5. PROCEDURES FOR DEMANDING A POLL

Pursuant to bye-law 66(1) of the Bye-Laws, a resolution put to the vote at any general meeting shall be decided on a show of hands of Shareholders present in person (or, in the case of a Shareholder being a corporation, by its authorized representative entitled to vote) or by proxy 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 by:

- (a) the chairman of such meeting; or
- (b) 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

LETTER FROM THE BOARD

- (c) any 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) any 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 the shares conferring that right; or
- (e) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all Shareholders having right to vote as such meeting.

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

6. ACTION TO BE TAKEN

The notice of the SGM is set out on pages 18 to 21 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

At the SGM, ordinary resolutions will be proposed to approve, among other matters, the proposed grant of the Refreshed Issue Mandate and the refreshment of Scheme Mandate Limit.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the SGM or any adjournment thereof to the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors believe that the proposed grant of the Refreshed Issue Mandate and the refreshment of Scheme Mandate Limit are beneficial to and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders and the Independent Shareholders (as the case may be) to vote in favour of the relevant resolutions to be proposed at the SGM.

Your attention is drawn to the letter of recommendation from the Independent Board Committee set out on page 11 of this circular and the letter of advice from Veda Capital set out on pages 12 to 17 of this circular, which contains, among other matters, its advice to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the Refreshed Issue Mandate and the principal factors considered by it in arriving at its recommendation.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Yours faithfully,
by order of the Board of
Tiger Tech Holdings Limited
Law Fei Shing
Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



TIGER TECH

TIGER TECH HOLDINGS LIMITED

老虎科技(控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8046)

20 August 2007

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders in connection with the granting of the Refreshed General Mandate, details of which are set out in the circular of the Company dated 20 August 2007 (“**Circular**”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the advice of Veda Capital in relation thereto as set out in the Circular, we are of the view that the granting of the Refreshed General Mandate is in the interests of the Company and the Independent Shareholders as a whole and the terms of the granting of the Refreshed Issue Mandate are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the SGM to approve the granting of the Refreshed Issue Mandate.

Yours faithfully

Lam Nai Hung

Independent

Non-executive Director

Lum Pak Sum

Independent

Non-executive Director

Kwok Chung Yin

Independent

Non-executive Director

* For identification purpose only

LETTER FROM VEDA CAPITAL

The following is the full text of the letter from Veda Capital setting out the advice to the Independent Board Committee and the Independent Shareholders in relation to the grant of the Refreshed Issue Mandate for inclusion in this circular.

VEDA | CAPITAL
智略資本
Veda Capital Limited
Suite 11-12, 13/F, Nam Fung Tower
173 Des Voeux Road Central, Hong Kong

20 August 2007

*To the Independent Board Committee and the Independent Shareholders of
Tiger Tech Holdings Limited*

Dear Sirs and Madams,

PROPOSED GRANT OF GENERAL MANDATE TO ALLOT AND ISSUE SHARES

INTRODUCTION

We refer to the circular dated 20 August 2007 issued by the Company to the Shareholders of which this letter forms part (the “**Circular**”) and our appointment as independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed Issue Mandate, details of which are set out in the letter from the Board contained in the Circular (the “**Board Letter**”). Capitalised terms used in this letter, unless the context otherwise requires, shall have the same meanings ascribed to them in the Circular.

Pursuant to Rule 17.42A of the GEM Listing Rules, the grant of the Refreshed Issue Mandate is subject to the approval of the Independent Shareholders by way of poll at the SGM. The controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding the independent non-executive Directors) and the chief executive and their respective associates shall abstain from voting in favour of the relevant resolutions at the SGM. As at the Latest Practicable Date, there was no controlling Shareholder and aside from Mr. Lam Shu Chung, being an executive Director and the beneficial owner of Orient State Limited which held 143,000,000 Shares (representing approximately 25.63% of the existing issued share capital of the Company), none of the Directors and/or their respective associates was interested in any Shares. Accordingly, Orient State Limited, Mr. Lam Shu Chung, any Directors who shall hold share as at the date of the SGM and their associates are required to abstain from voting in favour of the relevant resolutions at the SGM.

LETTER FROM VEDA CAPITAL

The Independent Board Committee has been established to advise whether the proposed grant of the Refreshed Issue Mandate is in the interests of the Company and the Independent Shareholders as a whole.

BASIS OF OUR ADVICE

In formulating our opinion, we have relied on the information, facts and representations contained or referred to in the Circular and the information, facts and representations provided by, and the opinions expressed by the Directors, the Company and its management. We have assumed that all statements, information, facts, opinions and representations made to us or referred to in the Circular were true, accurate and complete at the time when they were made and continued to be true, accurate and complete as at the date of the Circular. We have relied on such information and opinions and have not, however, conducted any independent investigation into the business, financial conditions and affairs or the future prospects of the Group. We have no reason to doubt the truth, accuracy and completeness of the statements, information, facts, opinions and representations provided to us by the Directors, the Company and its management. The Directors have confirmed to us that no material facts have been omitted from the information supplied and opinions expressed. We consider that we have been provided with sufficient information to reach an informed view to provide a reasonable basis for our opinion.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that, to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and that there are no other facts not contained in the Circular the omission of which would make any statement in the Circular misleading.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the proposed grant of the Refreshed Issue Mandate, we have taken the following principal factors and reasons into consideration:

Background

The Group is principally engaged in the research, development, sales and implementation of Enterprise Thin Client Solutions, Cable Network Thin Client Solutions and Customised Thin Client Application Solutions.

At the AGM, the Directors were granted the existing general mandate to allot and issue up to 93,000,000 new Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company then in issue.

LETTER FROM VEDA CAPITAL

Subsequent to the AGM and as at the Latest Practicable Date, the existing general mandate had been fully utilized as to the issue of Warrants which have been fully exercised and conferred to 93,000,000 Shares. Details regarding the issue of the Warrants are set out in the announcement of the Company dated 14 June 2007.

To maintain the financial flexibility necessary for the Group's future business development, the Directors therefore propose to seek the approval of the Independent Shareholders at the SGM for the grant of the Refreshed Issue Mandate. As at the Latest Practicable Date, the Company had an aggregate of 558,000,000 Shares in issue. Subject to the passing of the ordinary resolutions for the approval of the grant of the Refreshed Issue Mandate and assuming that no Shares repurchased by the Company between the Latest Practicable Date and the date of the SGM, the Company would be allowed under the Refreshed Issue Mandate to allot and issue up to 111,600,000 Shares.

Reasons for the Refreshed Issue Mandate

With reference to the annual report 2006 of the Company, the Group will keep improving its performance and reducing its business risk through actively extending its income base by seeking new business opportunities and forming strategic alliance with other partners or through merger and acquisition. Equity financing is considered as in the best interests to the Company and Shareholders as a whole since it does not create any interest paying obligations on the Group. Although there is no immediate funding need for the Group's current operations nor concrete proposal presented by potential investors for investment in Shares, more funding is expected to be in need in the future when appropriate investment opportunities arise. Accordingly, the Board proposes to seek approval of the Independent Shareholders at the SGM of the Refreshed Issue Mandate such that should funding needs arise or attractive terms for investment in Shares become available from potential investors, the Board will be able to respond to the market and such investment opportunities promptly.

Flexibility in financing alternatives

As stated in the 3rd quarterly report 2007 of the Company, the Group is facing fierce competition in the information technology arena and intends to start trading business with its partners to further enlarge its income base. Given that the existing general mandate has been fully utilised, may any investment opportunities arise that would lead to issuance of new Shares and specific mandate may have to be sought in this respect, the Directors are uncertain as to whether the requisite approval from the Independent Shareholders could be obtained in a timely manner. In addition, the Refreshed Issue Mandate offers an opportunity for the Directors to capture a favourable equity market condition to raise funds by issuing new Shares.

LETTER FROM VEDA CAPITAL

Notwithstanding the fact that the Group had no immediate funding need for its current operations and business investment and there is currently no concrete proposal presented by potential investors for investment in Shares, the Directors believe that the Refreshed Issue Mandate would offer the Group greater flexibility to improve the Group's existing products to be most value-adding as well as being able to capture investment opportunities which may arise at any time and require prompt investment decision by the Group. The Directors also consider that the Refreshed Issue Mandate would provide the Company with the maximum flexibility to raise additional capital for any future investment or as working capital of the Group.

In light of the above, we are of the opinion that the Refreshed Issue Mandate would provide the Company with the necessary flexibility essential for fulfilling any possible funding needs for future business development and/or investment decisions in a timely manner. As such, we are of the view that the granting of the Refreshed Issue Mandate will be in the interest of the Company and the Independent Shareholders as a whole.

Other financing alternative

In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future business development. While sufficient for its present requirements, there is no certainty that such cash resources will be adequate or other financing alternatives will be available for appropriate investment that may be identified by the Company in the future. In addition, as debt financing may incur interest burden to the Group, the Directors consider that equity financing such as issuance of new Shares for cash or equity swaps may be an appropriate mean to fund such investments and/or acquisitions and provide additional working capital for the future development and expansion of the Group, given the Group's financial position, capital structure, cost of funding and the then financial market condition.

We consider that the grant of the Refreshed Issue Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its future development, including equity issuance. As such, we are of the view that the grant of the Refreshed Issue Mandate will be in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM VEDA CAPITAL

Potential dilution to shareholdings of the Independent Shareholders

Set out below is a table showing the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, the potential dilution effect on the shareholdings upon full utilization of the Refreshed Issue Mandate, assuming no Shares will be issued and/or repurchased during the period between the Latest Practicable Date and the date of the SGM:

	As at the Latest Practicable Date		Upon full utilization of the Refreshed Issue Mandate	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Orient State Limited (<i>Note 1</i>)	143,000,000	25.63	143,000,000	21.36
Independent Shareholders	415,000,000	74.37	415,000,000	61.97
Shares to be issued under the Refreshed Issue Mandate	—	—	111,600,000	16.67
Total	<u>558,000,000</u>	<u>100.00</u>	<u>669,600,000</u>	<u>100.00</u>

Notes

1. Orient State Limited is beneficially owned by Mr. Lam Shu Chung who is an executive Director.

As illustrated in the table above, the shareholdings of the Independent Shareholders will decrease from approximately 74.37% to approximately 61.97% upon full utilization of the Refreshed Issue Mandate. Taking into account the benefits of the Refreshed Issue Mandate as discussed above and the fact that the shareholdings of all Shareholders will be diluted proportionately, we consider such dilution or potential dilution of shareholding to be acceptable.

LETTER FROM VEDA CAPITAL

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the grant of the Refreshed Issue Mandate is in the interests of the Company and Independent Shareholders as a whole, and is fair and reasonable. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolutions in relation to the grant of the Refreshed Issue Mandate to be proposed at the SGM. Independent Shareholders are however advised to take note of the possible dilution effect on their shareholding interests in the Company when and if the Refreshed Issue Mandate is utilised.

Yours faithfully,

For and on behalf of

Veda Capital Limited

Hans Wong

Julisa Fong

Managing Director

Director

NOTICE OF THE SGM



TIGER TECH

TIGER TECH HOLDINGS LIMITED

老虎科技(控股)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8046)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Tiger Tech Holdings Limited (the “**Company**”) will be held at 28/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on 5 September 2007 at 4:30 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

1. “**THAT** to the extent not already exercised, the mandate to allot and issue shares of the Company given to the directors of the Company (the “**Directors**”) at the annual general meeting (the “**AGM**”) of the Company held on 25 April 2007 be and is hereby revoked and replaced by the mandate **THAT**:
 - (a) subject to paragraph (c) of this ordinary resolution, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each (the “**Shares**”) in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this ordinary resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) Rights Issue (as hereinafter defined); or (ii) the exercise of any options

* For identification purpose only

NOTICE OF THE SGM

granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “Bye-laws”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of such resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in

NOTICE OF THE SGM

determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

2. **“THAT** conditional upon the passing of resolution no. 1 above, the mandate granted to the Directors at the AGM to extend the general mandate to allot and issue Shares to Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 1 above in respect of the share capital of the Company referred to in subparagraph (ii) of paragraph (c) of such resolution.”

3. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of options which may be granted under the share option scheme adopted on 13 March 2003 (the **“Share Option Scheme”**) of the Company, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed:
 - (i) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (the **“Refreshed Scheme Mandate”**) provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under that Share Option Scheme and any other scheme(s) of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed; and

 - (ii) the directors of the Company be and are hereby authorized, at their absolute discretion (a) to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme; and (b) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board of
Tiger Tech Holdings Limited
Law Fei Shing
Executive Director

Hong Kong, 20 August 2007

NOTICE OF THE SGM

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
28/F, Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. Pursuant to the GEM Listing Rules, the voting on ordinary resolutions at the SGM will be conducted by way of poll.