
THIS CIRCULAR 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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tiger Tech Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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.



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)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED AMENDMENTS TO THE BYE-LAWS; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 26 March 2008 at 3:00 p.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

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

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

20 February 2008

* For identification purpose only

CHARACTERISTICS OF GEM

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

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

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

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
Amendments to the Bye-laws	5
Responsibility statement	6
Action to be taken	6
Recommendation	7
General	7
Appendix I — Explanatory statement	8
Appendix II — Procedures by which Shareholders may demand a poll at general meeting pursuant to the Bye-laws	12
Appendix III — Details of Directors proposed to be re-elected at the AGM	13
Notice of the AGM	17

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed amendments to the Bye-laws and the re-election of Directors
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, and “ Bye-law ” shall mean a bye-law of the Bye-laws
“CG Code”	the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules
“Company”	Tiger Tech Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing such resolution
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	18 February 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company at the date of the passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“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:

Ms. Yu Sau Lai
Ms. Yeung Sau Han Agnes

Non-executive Directors:

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 HM 11
Bermuda

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

Suites 2808-10, 28/F
Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

20 February 2008

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE BYE-LAWS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM to be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 26 March 2008 at 3:00 p.m., resolutions will be proposed, among other matters:

- (a) to re-elect the Directors;
- (b) to amend the Bye-laws;

* For identification purpose only

LETTER FROM THE BOARD

- (c) to grant the General Mandate to the Directors;
- (d) to grant the Repurchase Mandate to the Directors; and
- (e) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the re-election of the Directors and the amendments to the Bye-laws, and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, or any other applicable law of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

General Mandate

The Company has in issue an aggregate of 558,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 111,600,000 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

LETTER FROM THE BOARD

Repurchase Mandate

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I.

RE-ELECTION OF DIRECTORS

According to Bye-law 86(2), any Director appointed 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 Bye-law 86(2), Ms. Yu Sau Lai, Ms. Yeung Sau Han Agnes, Mr. Cheung Siu Chung Cheever, Mr. Lum Pak Sum and Mr. Kwok Chung Yin shall retire from their offices as Directors. Being eligible, each of Ms. Yu Sau Lai and Ms. Yeung Sau Han Agnes will offer herself for re-election as executive Director, Mr. Cheung Siu Chung Cheever will offer himself for re-election as non-executive Director and each of Mr. Lum Pak Sum and Mr. Kwok Chung Yin will offer himself for re-election as independent non-executive Director.

At the AGM, an ordinary resolution will be proposed to re-elect each of Ms. Yu Sau Lai and Ms. Yeung Sau Han Agnes as executive Director, Mr. Cheung Siu Chung Cheever as non-executive Director and each of Mr. Lum Pak Sum and Mr. Kwok Chung Yin as independent non-executive Director.

Particulars relating to Ms. Yu Sau Lai, Ms. Yeung Sau Han Agnes, Mr. Cheung Siu Chung Cheever, Mr. Lum Pak Sum and Mr. Kwok Chung Yin are set out in Appendix III to this circular.

AMENDMENTS TO THE BYE-LAWS

The GEM Listing Rules have been amended by the Stock Exchange by inserting a new CG Code as Appendix 15 to replace Rules 5.35 to 5.45 of the GEM Listing Rules and adding a new Appendix 16 on the requirements for a Corporate Governance Report to be included in annual reports of listed issuers. Such amendments took effect on 1 January 2005. Further amendments have been made to the GEM Listing Rules with effect from 1 March 2006 requiring that, among other things, the Bye-laws shall provide that Directors may be removed at any time by ordinary resolution of the Shareholders.

LETTER FROM THE BOARD

The Directors therefore propose to put forward to the Shareholders for approval of a special resolution to amend the Bye-laws at the AGM. The amendments are to bring the current Bye-laws in line with, including but not limited to, (i) paragraph A.4.2 of the CG Code which provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years and all directors appointed to fill a causal vacancy should be subject to election by the shareholders at the first general meeting after their appointment; and (ii) paragraph 4(3) of Appendix 3 to the GEM Listing Rules which provides that any director may be removed by ordinary resolution in general meeting before the expiration of his period of office.

Apart from the above, the Company would like to take this opportunity to amend the Bye-laws in respect of the demand of a poll in the circumstances as required by Rule 13.47(3) of the GEM Listing Rules which provides that if the chairman of the meeting and/or the directors individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting, and if on a show of hands a meeting votes in the opposite manner to that instructed in those proxies, the chairman and/or the directors holding the proxies as aforesaid collectively shall demand a poll.

The proposed amendment to the Bye-laws are stated in the proposed special resolution no.4 in the notice convening the AGM as set out on pages 17 to 22 of this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material aspects 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.

ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors and the proposed amendments to the Bye-laws are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully
For and on behalf of the Board of
Tiger Tech Holdings Limited
Yu Sau Lai
Executive Director

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 558,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,800,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of repurchases

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum of association and bye-laws of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2007, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest closing prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

Month	Highest HK\$	Lowest HK\$
2007		
February	0.0770	0.0440
March	0.1940	0.0550
April	0.2400	0.1410
May	0.9600	0.1450
June	1.5000	0.7500
July	2.5900	1.3000
August	1.6100	0.6200
September	1.2000	0.5500
October	1.5700	0.6100
November	1.3600	0.8500
December	0.9500	0.5800
2008		
January	0.6200	0.2390
February (up to the Latest Practicable Date)	1.0600	0.3200

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Orient State Limited	143,000,000	25.63%
Lam Shu Chung (<i>Note</i>)	143,000,000	25.63%

Note:

Mr. Lam Shu Chung is taken to be interested in the Shares in which Orient State Limited, a company wholly-owned by him, holds an interest.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
Orient State Limited	28.47%
Lam Shu Chung	28.47%

The Directors are not aware of any consequence which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. Shares repurchase made by the Company

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

APPENDIX II**PROCEDURES BY WHICH SHAREHOLDERS
MAY DEMAND A POLL AT GENERAL MEETING
PURSUANT TO THE BYE-LAWS**

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

According to Bye-law 66, at any general meeting a resolution put to the vote of the 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 poll may be demanded:

- (a) by the chairman of the 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 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.

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

Ms. Yu Sau Lai

Ms. Yu Sau Lai (“**Ms. Yu**”), aged 45, is an executive Director. Ms. Yu has 25 years experience in administration of different kinds of companies and also has extensive exposure in information technology and business management in trading, wholesale and retail businesses. Ms. Yu is also currently an executive director of BM Intelligence International Limited, a company listed on GEM.

Save as disclosed above, Ms. Yu does not hold any directorship in other public listed company or any other position with the Company and other members of the Group in the past three years. Ms. Yu does not have any relationship with any other Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Yu has entered into a service contract with the Company with an initial term of 1 year which will continue thereafter until being terminated by either party giving not less than three-month prior notice. Her appointment will be subject to normal retirement and re-election by the Shareholders pursuant to the Bye-laws. She is entitled to an annual emolument of HK\$240,000 which was determined by the Board with reference to her duties and responsibilities within the Company.

There is no information relating to Ms. Yu that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Yeung Sau Han Agnes

Ms. Yeung Sau Han Agnes (“**Ms. Yeung**”), aged 42, is an executive Director. Ms. Yeung was a graduate from the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) with a higher diploma in fashion design. Prior to joining the Company, Ms. Yeung worked in various garment companies for over 15 years. Ms. Yeung previously served as an executive director for LeRoi Holdings Limited, a company listed on the main board of the Stock Exchange, for the period from November 2002 to January 2007. Ms. Yeung is also currently an executive director of PME Group Limited, a company listed on the main board of the Stock Exchange and an executive director of BM Intelligence International Limited, a company listed on GEM.

Save for the above, Ms. Yeung does not hold any directorship in other public listed company or any other position with the Company and other members of the Group in the past three years. Ms. Yeung does not have any relationship with any other Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Yeung has entered into a service contract with the Company with an initial term of 1 year which will continue thereafter until being terminated by either party giving not less than three-month prior notice. Her appointment will be subject to normal retirement and re-election by the Shareholders pursuant to the Bye-laws. She is entitled to an annual emolument of HK\$240,000 which was determined by the Board with reference to her duties and responsibilities within the Company.

There is no information relating to Ms. Yeung that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Cheung Siu Chung Cheever

Mr. Cheung Siu Chung Cheever (“**Mr. Cheung**”), aged 32, is a non-executive Director. Mr. Cheung holds a bachelor of laws degree from University of London, a postgraduate certificate in laws from the University of Hong Kong and a master degree of laws (Chinese and Comparative Law) from the City University of Hong Kong. He is a solicitor of The Law Society of Hong Kong and an affiliate of The Association of Chartered Certified Accountants. Having worked in law firms and professional financial and accounting firms for more than 7 years, Mr. Cheung possess extensive experience in handling financial and accounting matters and dealing with legal matters. Mr. Cheung is also currently an independent non-executive director of BM Intelligence International Limited, a company listed on GEM.

Save as disclosed above, Mr. Cheung does not hold any directorship in other public listed company or any other position with the Company and other members of the Group in the past three years. Mr. Cheung does not have any relationship with any other Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Cheung has entered into a service contract with the Company with an initial term of 1 year which will continue thereafter until being terminated by either party giving not less than three-month prior notice. His appointment will be subject to normal retirement and re-election by the Shareholders pursuant to the Bye-laws. He is entitled to an annual emolument of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities within the Company.

There is no information relating to Mr. Cheung that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lum Pak Sum

Mr. Lum Pak Sum (“**Mr. Lum**”), aged 46, is an independent non-executive Director. Mr. Lum holds a master degree in business administration from the University of Warwick, UK and a LLB (Honor) degree from the University of Wolverhampton, UK. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, UK. Mr. Lum has over 18 years’ experience in the financial field, the money market and capital market. Mr. Lum was an independent non-executive director of Fu Cheong International Holdings Limited (the listing of the shares of which were cancelled on 28 June 2006) for the period from September 2004 to June 2006. He is currently an independent non-executive director of Aurora Global Investment Holdings Limited, Grand Field Group Holdings Limited and Beauforte Investors Corporation Limited, the shares of all of which are listed on the main board of the Stock Exchange and an independent non-executive director of Golife Concepts Holdings Limited, a company listed on GEM.

Save for the above, Mr. Lum does not hold any directorship in other public listed company or any other position with the Company and other members of the Group in the past three years. Mr. Lum does not have any relationship with any other Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lum has entered into a service contract with the Company and he is not appointed for a specific term. His appointment will be subject to normal retirement and re-election by the Shareholders pursuant to the Bye-laws and the CG Code. He is entitled to an annual emolument of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities within the Company.

There is no information relating to Mr. Lum that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Kwok Chung Yin

Mr. Kwok Chung Yin (“**Mr. Kwok**”), aged 56, is an independent non-executive Director. Mr. Kwok has completed the papers 1, 2, 7 & 8 and 1, 7 & 12 of the Licensing Examination for Securities and Futures Intermediaries in October 2005 and November 2005 respectively. Mr. Kwok began his professional career with Banque Nationale de Paris, Hong Kong in 1972 and has previously assumed the positions of senior dealer and senior manager in various financial institutions. He previously worked for the Treasury Department of Indover Asia Limited as manager from 1988 to 2002 and has over 18 years’ extensive experience in financial, investment and funding management. Mr. Kwok was an executive director of Artel Solutions Group Holdings Limited, a company listed on the main board of the Stock Exchange, for the period from December 2006 to March 2007.

Save for the above, Mr. Kwok does not hold any directorship in other public listed company or any other position with the Company and other members of the Group in the past three years. Mr. Kwok does not have any relationship with any other Directors, senior management of the Company, management Shareholders, substantial Shareholders or controlling Shareholders, nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Kwok has entered into a service contract with the Company and he is not appointed for a specific term. His appointment will be subject to normal retirement and re-election by the Shareholders pursuant to the Bye-laws and the CG Code. He is entitled to an annual emolument of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities within the Company.

There is no information relating to Mr. Kwok that is required to be disclosed pursuant to Rules 17.50(2) (h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Tiger Tech Holdings Limited (the “**Company**”) will be held at Falcon Room I, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 26 March 2008 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 30 June 2007;
2. to re-elect Directors and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. to re-appoint the Company’s auditors and to authorise the Board to fix their remuneration;
4. to consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as a special resolution:

“**THAT** the bye-laws (the “**Bye-laws**”) of the Company be and are hereby amended in the following manner:

- (a) Bye-law 66

By inserting the words “voting by way of a poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence of Bye-law 66; and by deleting the full stop at the end of Bye-law 66(d) and replacing it with a semi-colon and inserting the word “or” after the semi-colon.

Then by inserting the following new Bye-law 66(e) after Bye-law 66(d):

“(e) if required by the rules of the Designated 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 at such meeting.”

* For identification purpose only

NOTICE OF THE AGM

(b) Bye-law 68

By deleting the words “There shall be no requirement for the chairman to disclose the voting figures on a poll.” in Bye-law 68 and substituting therefor the sentence “The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”.

(c) Bye-law 86(2)

By deleting the existing Bye-law 86(2) in its entirety and substituting therefor the following new Bye-law 86(2):

“(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting.”

(d) Bye-law 86(4)

By deleting the existing Bye-law 86(4) in its entirety and substituting therefor the following new Bye-law 86(4):

“(4) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

(e) Bye-law 87(1)

By deleting the existing Bye-law 87(1) in its entirety and substituting therefor the following new Bye-law 87(1):

“87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.”

NOTICE OF THE AGM

5. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares 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) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options 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 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:
 - (aa) 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
 - (bb) (provided that resolution no. 7 is passed) 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 this resolution),

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

NOTICE OF THE AGM

(d) for the purposes 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 (the “**Companies Act**”) of Bermuda Law or any other applicable law of Bermuda to be held; and
- (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 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).”

6. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF THE AGM

- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes 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 or any other applicable law of Bermuda to be held; and
 - (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.”
7. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the ordinary resolutions nos. 5 and 6 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 6.”

By the order of the Board
Tiger Tech Holdings Limited
Yu Sau Lai
Executive Director

Hong Kong, 20 February 2008

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suites 2808-10, 28/F
Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

NOTICE OF THE AGM

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy 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 annual general meeting 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. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed resolution no. 2 above, Ms. Yu Sau Lai, Ms. Yeung Sau Han Agnes, Mr. Cheung Siu Chung Cheever, Mr. Lum Pak Sum and Mr. Kwok Chung Yin will retire from their offices of Directors at the above meeting pursuant to bye-laws 86(2) of the Company and being eligible, will offer themselves for re-election at the annual general meeting.
4. The bye-laws of the Company are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of proposed resolution no. 4 above on amendments of the bye-laws of the Company is purely a translation only. Should there be any discrepancy, the English version shall prevail.
5. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
6. In relation to proposed resolution no. 6 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.