
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 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, you should at once hand this circular, together with the form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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 CHANGE OF COMPANY NAME,
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(3) REFRESHMENT OF SCHEME LIMIT,
(4) RE-ELECTION OF DIRECTORS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Tiger Tech Holdings Limited (the “**Company**”) to be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 24 November 2008 at 3:00 p.m. is set out on pages 20 to 25 of this circular. Whether or not you are able to attend at the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company’s branch share registrar in Hong Kong, Union Registrars Limited, Room 1901-02, Fook Lee Commercial Centre, Tower Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. 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 if you so wish.

This circular, for which the directors of the Company (“**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**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.

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

29 October 2008

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Letter from the Board | |
| 1. Introduction | 3 |
| 2. Proposed change of name of the Company | 4 |
| 3. Proposed granting of general mandates | 5 |
| 4. Refreshment of Scheme Limit..... | 6 |
| 5. Re-election of the Directors | 7 |
| 6. Annual General Meeting and proxy form arrangement | 7 |
| 7. Procedures for demanding a poll | 8 |
| 8. Recommendation..... | 9 |
| Appendix I — Explanatory Statement on the Repurchase Mandate | 10 |
| Appendix II — Details of the retiring Directors proposed to be re-elected at the Annual General Meeting | 14 |
| Notice of the Annual General Meeting | 20 |

DEFINITIONS

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

| | |
|--------------------------|--|
| “AGM” | an annual general meeting of the Company to be held on Monday, 24 November 2008 at 3:00 p.m. (or any adjournment thereof) at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong or any adjournment thereof to consider and, if thought fit, to approve the resolutions recommended in this circular |
| “associate(s)” | has the same meaning ascribed to it under the GEM Listing Rules |
| “Board” | the board of Directors of the Company |
| “Branch Share Registrar” | Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, the Hong Kong branch share registrar of the Company |
| “Bye-laws” | the Bye-laws of the Company |
| “Company” | Tiger Tech Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM |
| “Director(s)” | director(s) of the Company |
| “GEM” | Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM of the Stock Exchange |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issuance Mandate” | as defined in paragraph 3(a) of the Letter from the Board; |

DEFINITIONS

| | |
|-------------------------------|--|
| “Latest Practicable Date” | 27 October 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein |
| “Original Scheme Limit” | the maximum number of Shares that may be issued upon exercise of all options granted or to be granted under the Scheme being 10% of issued share capital at the date of approval at the special general meeting held on 20 August 2007 |
| “PRC” | The People’s Republic of China |
| “Refreshed Scheme Limit” | the maximum number of Shares that may be issued upon exercise of all options to be granted under the Scheme upon approval of the Refreshment of Scheme Limit, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval at the AGM |
| “Refreshment of Scheme Limit” | the proposed refreshment of the Original Scheme Limit into the Refreshed Scheme Limit |
| “Repurchase Mandate” | as defined in paragraph 3(b) of the Letter from the Board |
| “Scheme” | the existing share option scheme of the Company adopted by the Company on 13 March 2003 |
| “SFO” | The Securities and Futures Ordinance (Chapter 571 of the 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 Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “%” | percentage or per centum |

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
Mr. Li Tao
Mr. Xiao Yan

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Non-executive Director:

Mr. Cheung Siu Chung Cheever

*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

Independent non-executive Directors:

Mr. Lum Pak Sum
Mr. Kwok Chung Yin
Mr. Wang Chin Mong
Mr. Chan Wai Dune
Mr. Dong Shi

29 October 2008

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME,
(2) GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(3) REFRESHMENT OF SCHEME LIMIT,
(4) RE-ELECTION OF DIRECTORS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Board announced on 15 October 2008 that it proposes to change the name of the Company to “Heng Xin China Holdings Limited” and to adopt “恒芯中國控股有限公司” (for identification purposes only) as the new Chinese name of the Company.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the: (i) proposed change of name of the Company; (ii) granting of general mandates to the Directors to issue and repurchase the Company's Shares; (iii) Refreshment of Scheme Limit; and (iv) re-election of the Directors; (v) notice of the AGM in respect of the above matters; and (vi) other information as required under the GEM Listing Rules. The notice of the AGM containing the proposed resolutions and other information is set out on pages 20 to 25 of this circular.

2. PROPOSED CHANGE OF NAME OF THE COMPANY

After the successful completion of the acquisitions of the entire issued share capital of Star Hub Investments Limited and Sino Will Limited on 23 September 2008, the Board considers that, in order to better reflect the business diversity of the Company and its subsidiaries in the future and to establish an identity presence in the region, a change of Company name is desirable. The Board proposes to put forward a special resolution to change the name of the Company from "Tiger Tech Holdings Limited" to "Heng Xin China Holdings Limited". It is also proposed that subject to the new English name of the Company becoming effective, the Company will adopt "恒芯中國控股有限公司" as its new Chinese name for identification purposes only.

The proposed name change is subject to (i) the passing of a special resolution by the Shareholders at the AGM; and (ii) the approval of the Registrar of Companies in Bermuda. The change of the Company name shall take effect from the date on which the new Company name is entered by the Registrar of Companies in Bermuda in the register of companies in place of the existing name. Thereafter, the Company will make the necessary filing procedures with the Registrar of Companies in Hong Kong.

The proposed change of name of the Company will not affect the rights of the Shareholders. Upon the proposed change of Company name becoming effective, all existing share certificates in issue under the name of "Tiger Tech Holdings Limited" will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, delivery and registration for the same number of Shares under the new name of "Heng Xin China Holdings Limited". There will be no special arrangement for the free exchange of the existing share certificates of the Company for the new share certificates bearing the new name. Upon the change of Company name becoming effective, new share certificates shall be issued thereafter under the new name and the securities of the Company will be traded on the Stock Exchange under the new name. Further announcement will be made if and when appropriate on the results of the AGM, the effective dates of the change of the name of the Company and the new stock name of the Company.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATES

At the annual general meeting of the Company held on 26 March 2008, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$2,206,044 (equivalent to 220,604,400 Shares) on the basis that no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the date of the AGM) (the “**Issuance Mandate**”);
- (b) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company on the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$1,103,022 (equivalent to 110,302,200 Shares) on the basis that no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the date of the AGM) (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate. The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 20 to 25 of this circular.

With reference to the Issuance Mandate and Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto. In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. REFRESHMENT OF SCHEME LIMIT

The Company adopted the Scheme on 13 March 2003 pursuant to approval by the then shareholders of the Company. The objective of the Scheme is to enable the Group to grant share options to eligible participants as incentives or rewards for their contribution to the success of the Group. Through the granting of share options, eligible participants would have a means to obtaining equity holdings in the Company whereby their interests are aligned with the interests of the Company and the Shareholders as a whole.

Pursuant to the GEM Listing Rules and rules of the Scheme,

- (i) the maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the Shares of the Company in issue from time to time;
- (ii) the total number of Shares which may be allotted and issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Scheme and any other share option scheme(s) of the Company) to be granted under the Scheme and any other share option scheme(s) of the Company must not in aggregate exceed the Original Scheme Limit; and
- (iii) the Company may seek approval of the Shareholders in general meeting to refresh the Original Scheme Limit.

In view of the substantial increase of issued share capital of the Company subsequent to the approval of the Original Scheme Limit, the Board proposes to refresh the Original Scheme Limit at the AGM. For the purpose of calculating the Refreshed Scheme Limit, share options (including those outstanding, cancelled, lapsed or exercised in accordance with this Scheme and any other share option scheme(s) of the Company) previously granted under the Scheme and any other share option scheme(s) of the Company shall not be counted. Assuming that no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the AGM, the Company will have 1,103,022,000 Shares in issue as at the date of the AGM. The Refreshed Scheme Limit, if approved by the Shareholders at the AGM, will allow the Company to issue, upon exercise of options under the Scheme, a maximum of 110,302,200 Shares, representing 10% of the issued share capital of the Company as at the date of approval of the Refreshed Scheme Limit.

LETTER FROM THE BOARD

The Refreshment of Scheme Limit is conditional upon: (i) the passing of an ordinary resolution by the Shareholders at the AGM; and (ii) the GEM Listing Committee of the Stock Exchange granting the approval of listing of, and permission to deal in, any new Shares which may be issued upon exercise of option(s) to be granted under the Scheme under the Refreshed Scheme Limit, representing a maximum of 10% of the Shares in issue as at the date of approval of the relevant resolution at the AGM.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10% of the share capital of the Company in issue as at the date of the AGM which may fall to be issued upon the exercise of any options that may be granted under the Refreshed Scheme Limit.

5. RE-ELECTION OF THE DIRECTORS

Pursuant to Bye-law 87, 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 greater than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Mr. Cheung Siu Chung Cheever, Mr. Lum Pak Sum and Mr. Kwok Chung Yin shall retire by rotation at the AGM. The retiring Directors, being eligible, will offer themselves for re-election at the said meeting.

Pursuant 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. Mr. Li Tao, Mr. Xiao Yan, Mr. Chan Wai Dune and Mr. Dong Shi shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Biographies and other details of the above re-electing Directors are set out in Appendix II to this circular. At the AGM, ordinary resolutions will be proposed to approve their re-election.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 20 to 25 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the granting of the general mandates to issue and repurchase Shares, the Refreshment of Scheme Limit; and the re-election of the retiring Directors; and a special resolution to approve the change of name of the Company.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Share Registrar of the Company in Hong Kong, Union Registrars Limited, Room 1901-02, Fook Lee Commercial Centre, Tower Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

7. PROCEDURES FOR DEMANDING A POLL

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; or
- (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 the meeting.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors are of the opinion that the proposed: (i) change of Company name; (ii) granting of the general mandates to issue and repurchase Shares; (iii) Refreshment of Scheme Limit; and (iv) re-election of the Directors are in the best interests of the Company and the Shareholders as a whole and therefore recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
TIGER TECH HOLDINGS LIMITED
Li Tao
Executive Director

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. NUMBER OF SHARES SUBJECT TO THE REPURCHASE MANDATE

It is proposed that the Repurchase Mandate will authorise the repurchase by the Company of up to 10% of the Shares in issue as at the date of passing the relevant resolution. As at Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 and the number of Shares in issue was 1,103,022,000, representing a paid-up share capital of HK\$11,030,220. On the basis of the 1,103,022,000 Shares in issue (and assuming no Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM), the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 110,302,200 Shares during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR THE REPURCHASE MANDATE

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

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 30 June 2008) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and bye-laws of the Company, the GEM Listing Rules, and the applicable laws of Bermuda. The Company may not purchase securities on the GEM of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

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

6. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code approved by the Securities and Futures Commission of Hong Kong as amended from time to time. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 10% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

| Name of shareholder | Number of shares | Percentage of existing shareholding | Percentage of shareholding if the Repurchase Mandate is exercised in full |
|---|-------------------------|--|--|
| Choi Chung Lam (<i>Note 1</i>) | 240,558,706 | 21.81% | 24.23% |
| Team Effort Investments Limited (<i>Note 1</i>) | 240,558,706 | 21.81% | 24.23% |
| Li Haoping (<i>Note 2</i>) | 172,110,353 | 15.60% | 17.34% |
| Lomond Group Limited (<i>Note 2</i>) | 172,110,353 | 15.60% | 17.34% |
| Lam Shu Chung (<i>Note 3</i>) | 124,920,000 | 11.33% | 12.58% |
| Orient State Limited (<i>Note 3</i>) | 124,920,000 | 11.33% | 12.58% |

Notes:

1. Team Effort Investments Limited is wholly owned by Mr. Choi Chung Lam. Mr. Choi Chung Lam is also deemed to be interested in the 240,558,706 Shares held by Team Effort Investments Limited.
2. Lomond Group Limited is wholly owned by Mr. Li Haoping. Mr. Li Haoping is also deemed to be interested in the 172,110,353 Shares held by Lomond Group Limited.
3. The entire issued share capital of Orient State Limited is directly owned by Mr. Lam Shu Chung. Mr. Lam Shu Chung is deemed to be interested in the 124,920,000 Shares held by Orient State Limited.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of listed Shares which are in the hands of the public falling below 25%, being the minimum prescribed public float requirement as required by the Stock Exchange.

7. SHARE REPURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company, whether on the GEM or otherwise, in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2007 | | |
| October | 1.57 | 0.61 |
| November | 1.36 | 0.85 |
| December | 0.95 | 0.59 |
| 2008 | | |
| January | 0.62 | 0.24 |
| February | 1.26 | 0.32 |
| March | 1.20 | 0.57 |
| April | 0.96 | 0.61 |
| May | 1.09 | 0.79 |
| June | 1.06 | 0.83 |
| July | 1.13 | 0.70 |
| August | 0.96 | 0.72 |
| September | 0.77 | 0.28 |
| October (up to the Latest Practicable Date) | 0.42 | 0.15 |

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

Mr. Li Tao

Mr. Li Tao (“**Mr. Li**”), aged 39, joined the Company as an executive Director in April 2008. Mr. Li had been the vice president of Yunnan Baiyao Technology (Beijing) Co., Ltd. Mr. Li has over 15 years experience in the administration and management of different companies and business.

As at the Latest Practicable Date, Mr. Li did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

Mr. Li has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. According to the service contract between the Company and Mr. Li, Mr. Li is entitled to an annual remuneration of HK\$1,200,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Li is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice.

Save as disclosed above, there is no information relating to Mr. Li that is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that needs to be brought to the attentions of the Shareholders.

Mr. Xiao Yan

Mr. Xiao Yan (“**Mr. Xiao**”), aged 47, joined the Company as an executive Director in August 2008. Mr. Xiao is a senior economist in the PRC and has over 22 years of experience in corporate planning, corporate finance, investment, consulting and banking. Mr. Xiao holds a master degree of business administration and is a member of the Chinese Institute of Certified Public Accountants. Prior to joining the Group, Mr. Xiao was the deputy general manager of the capital operational department (investment department) of China Potevio Company Limited where he was responsible for overall business planning, management and investments. From 1997 to 2006, Mr. Xiao was the deputy general manager of China Everbright Bank and the vice president of its Wuhan branch. Mr. Xiao had previously held senior positions in international companies, and consulting and accounting firms.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. Xiao did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

Mr. Xiao has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. According to the service contract between the Company and Mr. Xiao, Mr. Xiao is entitled to an annual remuneration of HK\$840,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Xiao is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice.

Save as disclosed above, there is no information relating to Mr. Xiao that is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that needs to be brought to the attentions of the Shareholders.

Mr. Cheung Siu Chung Cheever

Mr. Cheung Siu Chung Cheever (“**Mr. Cheung**”), aged 33, joined the Company as a non-executive Director in July 2007. Mr. Cheung holds a bachelor of laws degree from University of London, has a postgraduate certificate in laws from University of Hong Kong and has 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 B M Intelligence International Limited, a company whose shares are listed on GEM.

As at the Latest Practicable Date, Mr. Cheung did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Cheung has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. According to the service contract between the Company and Mr. Cheung, Mr. Cheung is entitled to an annual remuneration of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Cheung is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice.

Save as disclosed above, 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 and there are no other matters that needs to be brought to the attentions of the Shareholders.

Mr. Lum Pak Sum

Mr. Lum Pak Sum (“**Mr. Lum**”), aged 47, joined the Company as an independent non- executive Director in June 2007. He holds a master degree in business administration from the University of Warwick, UK and a LLB (Honor) degree from the University of Wolverhampton. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. 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 and of Grand Field Group Holdings Limited from September 2004 to May 2008. He is currently an independent non-executive director of Xian Yuen Titanium Resources Holdings Limited, Golife Concepts Holdings Limited and Beauforte Investors Corporation Limited, the shares of all of which are listed on the Stock Exchange.

As at the Latest Practicable Date, Mr. Lum did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

Mr. Lum has entered into a service contract with the Company and is not appointed for a specific term. According to the service contract between the Company and Mr. Lum, Mr. Lum is entitled to an annual remuneration of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Lum is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, 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 and there are no other matters that needs to be brought to the attentions of the Shareholders.

Mr. Kwok Chung Yin

Mr. Kwok Chung Yin (“**Mr. Kwok**”), aged 57, joined the Company as an independent non-executive Director in June 2007. He completed papers 1, 2, 7, 8 and 12 of the Licensing Examination for Securities and Futures Intermediaries in late 2005. 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 also previously worked for the Treasury Department of Indover Asia Limited as manager from 1988 to 2002. Mr. Kwok was an executive director of Artel Solutions Group Holdings Limited, the shares of which are listed on the main board of the Stock Exchange, for the period from December 2006 to March 2007. Mr. Kwok has over 18 years’ extensive experience in financial, investment and funding management.

As at the Latest Practicable Date, Mr. Kwok did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

Mr. Kwok has entered into a service contract with the Company and is not appointed for a specific term. According to the service contract between the Company and Mr. Kwok, Mr. Kwok is entitled to an annual remuneration of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Kwok is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company.

Save as disclosed above, 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 and there are no other matters that needs to be brought to the attentions of the Shareholders.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Chan Wai Dune

Mr. Chan Wai Dune (“**Mr. Chan**”), aged 56, joined the Company as an independent non-executive Director in September 2008. Mr. Chan has over 28 years of experience in the finance sector, particularly in auditing and taxation areas. He is a certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. Mr. Chan is also a member of CPPCC of Guangzhou Municipal Committee and a member of the Executive Council of China Overseas Friendship Association. He was a member of the Selection Committee for the First Government of the Hong Kong Special Administrative Region. Mr. Chan is currently the managing director of CCIF CPA Limited. Mr. Chan currently serves as an independent non-executive director of Welling Holding Limited, Hunan Nonferrous Metals Corporation Limited, Jinheng Automotive Safety Technology Holdings Limited, Minmetals Resources Limited, Sam Woo Holdings Limited and Chaoyue Group Limited, all are listed on the Stock Exchange.

In the past three years, Mr. Chan has had, at different times, held directorships at EVA Precision Industrial Holdings Limited, Zhongda International Holdings Limited, Mexan Limited, Sino Union Petroleum & Chemical International Limited, Chuang’s China Investments Limited and Chuang’s Consortium International Limited, but has resigned from them.

Mr. Chan was a non-executive director of Pickquick Plc. (“**Pickquick**”), a company incorporated in the United Kingdom prior to its dissolution on 9 May 2004 as a result of creditors’ voluntary liquidation. The principal activity of Pickquick was the production and sale of golf products. The legal proceeding was commenced by the creditors against Pickquick on 16 February 2001 on the ground that it failed to pay a claim in the amount of approximately GBP903,199. Mr. Chan has confirmed that he was not liable for any liability as a result of the dissolution of Pickquick.

As at the Latest Practicable Date, Mr. Chan did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

Mr. Chan has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. According to the service contract between the Company and Mr. Chan, Mr. Chan is entitled to an annual remuneration of HK\$120,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Chan is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, there is no information relating to Mr. Chan that is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that needs to be brought to the attentions of the Shareholders.

Mr. Dong Shi

Mr. Dong Shi (“**Mr. Dong**”), aged 45, graduated from Southwest University of Political Science and Law, China with a doctorate degree in law. From 1998 to present, Mr. Dong is a veteran lawyer in Shenzhen Rongguan Law Office. Currently, Mr. Dong is also a full time professor of international law in Southwest University of Political Science and Law, a researcher of the WTO Research Centre of Liaoning Academy of Social Science, an arbitrator of Shenzhen Arbitration Committee, and a part time professor of Chongqing Technology and Business University.

As at the Latest Practicable Date, Mr. Dong did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. Save as disclosed above, he is not connected to any Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the GEM Listing Rules) nor did he hold any directorship in any other listed companies over the last three years.

Mr. Dong has entered into a service contract with the Company for a fixed term of one year renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment. According to the service contract between the Company and Mr. Dong, Mr. Dong is entitled to an annual remuneration of HK\$120,000 which was determined by the Board with reference to his duties and responsibilities within the Company. Mr. Dong is subject to retirement by rotation and re-election pursuant to the bye-laws of the Company. The service contract shall continue until terminated by either party giving not less than three-month prior notice.

Save as disclosed above, there is no information relating to Mr. Dong that is required to be disclosed pursuant to rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that needs to be brought to the attentions of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of Tiger Tech Holdings Limited (the “**Company**”) will be held at Plaza I-III, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 24 November 2008 at 3:00 p.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions number 1, 2, 3, 4, 5, 6 and 7 as ordinary resolutions of the Company and resolution number 8 as special resolution of the Company:

Ordinary resolutions

- (1) “To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2008.”
- (2) “To re-elect the following directors of the Company and authorise the board of directors to fix their remunerations:
 - (i) Mr. Li Tao;
 - (ii) Mr. Xiao Yan;
 - (iii) Mr. Cheung Siu Chung Cheever;
 - (iv) Mr. Lum Pak Sum;
 - (v) Mr. Kwok Chung Yin;
 - (vi) Mr. Chan Wai Dune; and
 - (vii) Mr. Dong Shi.”
- (3) “To re-appoint Messrs. Morison Heng as the auditor of the Company and authorize the board of directors to determine their remuneration.”

* For identification purpose only

NOTICE OF THE ANNUAL GENERAL MEETING

(4) “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the 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 (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares (as defined below) 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 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) 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 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:
 - (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. 6 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 ANNUAL GENERAL MEETING

(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 of the Company or any applicable laws 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); and

“**Shares**” means ordinary share(s) of HK\$0.01 each in the share capital of the Company.”

(5) “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares (as defined below) 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 ANNUAL GENERAL MEETING

- (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 of the Company or any 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; and

“**Shares**” means ordinary share(s) of HK\$0.01 each in the share capital of the Company.”

- (6) “**THAT** subject to the ordinary resolutions nos. 4 and 5 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. 4 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. 5.”
- (7) “**THAT** the existing scheme mandate limit in respect of the granting of options to subscribe for shares of the Company under the share option scheme adopted by the Company on 13 March 2003 (the “**Scheme**”) and any other share option schemes of the Company be refreshed and renewed provided that the total number of shares which may be allotted and issued upon exercise of the options to be granted under the Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as “**Options**”) shall not exceed 10 per cent. of

NOTICE OF THE ANNUAL GENERAL MEETING

the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (the “**Refreshed Limit**”) and subject to the Stock Exchange granting the listing of and permission to deal in the shares of the Company to be issued pursuant to the exercise of any options to be granted under the Refreshed Limit and in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, the Directors be and are hereby authorised, at their absolute discretion, to grant options and to allot and issue shares of the Company pursuant to the exercise of any such options up to the Refreshed Limit.”

Special resolution

- (8) “**THAT** subject to the due registration of the new name with the Registrar of Companies in Bermuda being completed, the name of the Company be changed from “Tiger Tech Holdings Limited” to “Heng Xin China Holdings Limited” and on such change becoming effective the new Chinese name of “恒芯中國控股有限公司” be adopted to replace the existing Chinese name of “老虎科技(控股)有限公司” for identification purposes only and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as may be necessary or they may consider expedient to effect the change of name.”

By Order of the Board
TIGER TECH HOLDINGS LIMITED
Li Tao
Executive Director

Hong Kong, 29 October 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 ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies to attend the meeting 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 attend the meeting in person to represent the member of the Company. 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, a form of proxy and the 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 with the Company's Hong Kong branch share registrar, Union Registrars Limited, Room 1901-02, Fook Lee Commercial Centre, Tower Place, 33 Lockhart Road, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof, if he so wish. In that event, his form of proxy will be deemed to have been revoked.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.