



TIGER TECH

# TIGER TECH HOLDINGS LIMITED

## 老虎科技(控股)有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 8046)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “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 Tuesday, 16 September 2008 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement dated 19 June 2008 entered into between Rich Summit Enterprises Limited, Easy Mount Enterprises Limited (the “Jinqiao Vendor”), Lomond Group Limited, Mr. Li Haoping and Mr. Ho Wai Jung and the Company (the “Jinqiao Agreement”, a copy of which marked “A” has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification) as described in the circular to the shareholders of the Company dated 29 August 2008 (the “Circular”) and the transactions contemplated under or in connection with the Jinqiao Agreement, including but not limited to, the acquisition by Rich Summit Enterprises Limited from the Jinqiao Vendor of the entire equity interest in Star Hub Investments Limited be and are hereby approved, **THAT** the execution of the Jinqiao Agreement be and is hereby approved, ratified and confirmed, and **THAT** any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents or deeds as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Jinqiao Agreement and to make and agree on such variation of a non-material nature in terms of the Jinqiao Agreement as the director may at his absolute discretion consider to be desirable and in the interests of the Company; and
- (b) the issue of the convertible notes (the “Convertible Notes”) in the maximum principal amount of HK\$210,049,960 by the Company to the Jinqiao Vendor in accordance with the terms and conditions of the Jinqiao Sale and Purchase Agreement and the transactions contemplated thereunder be and are hereby approved and any Director be and is hereby authorised to take all steps necessary, desirable or expedient in his opinion to implement and/or give effect to the issue of the Convertible Notes and the transactions contemplated thereunder including but not limited to the allotment and issue of ordinary shares of HK\$0.01 each in the share capital of the Company of which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Notes (the “Conversion Shares”).”

\* For identification purposes only

2. **“THAT**

- (a) the sale and purchase agreement dated 19 June 2008 entered into between Merit Power Enterprises Limited, Mind Smart Group Limited (the “Maxium Vendor”), Team Effort Investments Limited, Mr. Choi Chung Lam and Mr. Lu Xing and the Company (the “Maxium Agreement”, a copy of which marked “B” has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification) as described in the circular to the shareholders of the Company dated 29 August 2008 (the “Circular”) and the transactions contemplated under or in connection with the Maxium Agreement, including but not limited to, the acquisition by Merit Power Enterprises Limited from Maxium Vendor of the entire equity interest in Sino Will Limited be and are hereby approved, **THAT** the execution of the Maxium Agreement be and is hereby approved, ratified and confirmed, and **THAT** any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents or deeds as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Maxium Agreement and to make and agree on such variation of a non-material nature in terms of the Maxium Agreement as the director may at his absolute discretion consider to be desirable and in the interests of the Company; and
- (b) the issue of the Convertible Notes in the maximum principal amount of HK\$319,400,080 by the Company to the Maxium Vendor in accordance with the terms and conditions of the Maxium Agreement and the transactions contemplated thereunder be and are hereby approved and any Director be and is hereby authorised to take all steps necessary, desirable or expedient in his opinion to implement and/or give effect to the issue of the Convertible Notes and the transactions contemplated thereunder including but not limited to the allotment and issue of the Conversion Shares.”

3. **“THAT**

the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Conversion Shares be and is hereby approved.”

4. **“THAT**

To re-elect Mr. Wang Chin Mong as an Independent Non-Executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration.”

By the order of the Board  
**Tiger Tech Holdings Limited**  
**Yeung Sau Han Agnes**  
*Executive Director*

Hong Kong, 29 August 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

*Notes:*

1. A member entitled to attend and vote at the special 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 special 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, Union Registrars Limited, Room 1901-02, Fook Lee Commercial Centre, Tower Place, 33 Lockhart Road, 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 special general meeting or any adjournment thereof, should he so wish.

*As at the date of this announcement, the Directors are as follows:*

*Executive Directors: Ms. Yu Sau Lai, Ms. Yeung Sau Han Agnes, Mr. Li Tao and Mr. Xiao Yan.*

*Non-Executive Director: Mr. Cheung Siu Chung Cheever*

*Independent Non-Executive Directors: Mr. Lum Pak Sum, Mr. Kwok Chung Yin and Mr. Wang Chin Mong.*

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

*This announcement will remain on the GEM website on the "Latest Company Announcement" page for at least 7 days from the date of its posting and on the website of the Company at [www.tigertechcorp.com.hk](http://www.tigertechcorp.com.hk)*