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If you have sold or transferred all your shares in Symphony Holdings Limited, you should hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee at once.

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SYMPHONY

SYMPHONY HOLDINGS LIMITED

新豐集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 01223)

**DISCLOSEABLE TRANSACTION
DISPOSAL OF A SUBSIDIARY
AND
ACQUISITION OF 4,000,000 SHARES
IN BEL GLOBAL RESOURCES HOLDINGS LIMITED**

* For identification purposes only

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DEFINITIONS

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

“Acquisition”	acquire 4,000,000 Bel Global Shares
“Agreement” or “Sale and Purchase Agreement”	a sale and purchase agreement with the Purchaser pursuant to which the Vendor agreed to sell the Sale Share and assign the Debt, and the Purchaser agreed to purchase the Sale Share and accept the assignment of the Debt at an aggregate consideration of HK\$110,000,000.00
“Bel Global”	Bel Global Resources Holdings Limited, a company incorporated in Bermuda of which shares are listed on the Exchange (stock code: 00761). Bel Global is principally engaged in design, manufacture and sale of leather garments, fur coats, microfiber coats; trading of tanned leather and fur pelts; and is an Independent Third Party
“Bel Global Shares”	ordinary shares of par value HK\$0.10 each in Bel Global
“Board”	board of Directors of the Company
“Bright Boom”	Bright Boom Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of Cosmo
“Company”	Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Exchange (stock code: 01223)
“Cosmo” or “Vendor”	Cosmo Group Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Company
“Completion”	29 October 2008, completion of the sale and purchase of the Sale Share and the assignment of Debt pursuant to the Sale and Purchase Agreement
“Debt”	all the amounts which Bright Boom and Keenson owe to the Vendor immediately prior to Completion to be assigned to the Purchaser upon Completion under the assignment of Debt

DEFINITIONS

“Director(s)”	executive director(s), non-executive director and independent non-executive director(s) of the Company
“Disposal”	the proposed disposal of the Sale Share and the assignment of Debt pursuant to the Sale and Purchase Agreement
“Exchange”	The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules)
“Keenson”	Keenson Asia Limited, a company incorporated in Hong Kong with limited liability
“Latest Practicable Date”	15 July 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information of this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Exchange
“Mr. Sy” or “Purchaser”	Sy Chin Mong Stephen. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Mr. Sy is an Independent Third Party
“Property”	the property situated at the 8th Floor of Island Place Tower, 510 King’s Road, North Point, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Sale Share”	the one ordinary share of US\$1.00 in the share capital of Bright Boom, representing 100% of its entire issued capital
“Shareholder(s)”	shareholder(s) of the Company

LETTER FROM THE BOARD



SYMPHONY

SYMPHONY HOLDINGS LIMITED

新豐集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 01223)

Executive Directors:

Mr. Li Kwok Lung Alfred Ronald (*Chairman*)
Mr. Sze Sun Sun Tony
(Deputy Chairman and Managing Director)
Mr. Chang Tsung Yuan (*Deputy Chairman*)
Mr. Ku Edward Y.
Mr. Chan Lu Min
Dr. Ho Ting Seng
Mr. Chan Ting Chuen

Non-executive Directors:

Mr. Li I Nan

Independent non-executive Directors:

Mr. Cheng Kar Shing
Mr. Feng Lei Ming
Mr. Ho Shing Chak

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal Place of Business
in Hong Kong:*

10th Floor, Island Place Tower
510 King's Road, North Point
Hong Kong

21 July 2008

To the Shareholder(s)

Dear Sir/Madam,

**DISCLOSEABLE TRANSACTION
DISPOSAL OF A SUBSIDIARY
AND
ACQUISITION OF 4,000,000 SHARES
IN BEL GLOBAL RESOURCES HOLDINGS LIMITED**

INTRODUCTION

Reference is made to the announcement issued by the Company on 30 June 2008, Cosmo, a wholly-owned subsidiary of the Company, entered into a Sale and Purchase Agreement with the Purchaser pursuant to which the Vendor agreed to sell the Sale Share and assign the Debt, and the Purchaser agreed to purchase the Sale Share and accept the assignment of the Debt at an aggregate consideration of HK\$110,000,000.00.

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LETTER FROM THE BOARD

A deposit represented by the payment of the sum of HK\$5,000,000.00 in cash and the acquisition of 4,000,000 ordinary shares of par value of HK\$0.10 each in Bel Global from the Purchaser at a price of HK\$1.25 per share, representing 0.23% of the entire issued share capital of Bel Global, was made by the Purchaser to the Vendor upon the signing of the Agreement. The balance of the aggregate consideration in the sum of HK\$100,000,000.00 will be settled in cash upon Completion and thereafter, Bright Boom will cease to be a subsidiary of the Company.

Since the aggregate consideration for the Disposal is HK\$110,000,000.00 and the applicable percentage ratio exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules. Although each of the relevant percentage ratios of the transaction for the Acquisition is less than 5% for the purpose of Chapter 14 of the Listing Rules, since the transaction involves both an acquisition and a disposal and the transaction is classified by reference to the larger of the acquisition or disposal in accordance with Rule 14.24 of the Listing Rules, the Acquisition also constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules.

The purpose of this circular is to provide you, the Shareholder(s), with further information in respect of the Disposal and the Acquisition.

THE SALE AND PURCHASE AGREEMENT

Date

27 June 2008

Parties

Vendor : Cosmo

Purchaser : Mr. Sy. To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, the Purchaser is a third party independent of the Company, its Directors, chief executive and substantial Shareholders or their respective associate as defined in the Listing Rules.

LETTER FROM THE BOARD

Subject Matter of the Sale and Purchase Agreement

The Sale Share represents the entire issued share capital of Bright Boom, a wholly-owned subsidiary of the Company.

Bright Boom is the beneficial owner of 10,000 shares in the capital of Keenson, representing its entire issued share capital. Keenson owns the Property.

The Sale Share will be sold to the Purchaser free from any encumbrance as of Completion. The Debt will be assigned by the Vendor to the Purchaser free from any encumbrance as of Completion.

Consideration

The aggregate consideration for the sale and purchase of the Sale Share and the assignment of the Debt consists of the sum of HK\$105,000,000.00 in cash and the acquisition of 4,000,000 Bel Global Shares at a price of HK\$1.25 per share, representing 0.23% of the entire issued share capital of Bel Global.

The aggregate consideration of HK\$110,000,000.00 was arrived at after arm's length negotiations between the Vendor and the Purchaser, having regard to (i) the carrying value of Bright Boom and Keenson in the consolidated financial statements of the Company as at 30 April 2008 subject to further adjustment at Completion; (ii) the actual amount of the Debt, being HK\$96,887,623.00, owed by Bright Boom to the Vendor; (iii) the market value of the Property, being approximately HK\$108,000,000.00, confirmed by an Independent Third Party surveyor by reference to the prevailing market value of comparable properties in the same vicinity; and (iv) the market value of the Bel Global Shares being HK\$1.25 per Bel Global Share as at 26 June 2008.

Further adjustment including one by reference to the rental to be received in respect of the Property from the date of the Agreement to Completion (which belongs to the Company) and the deposit in respect of the tenancy for the Property (to be transferred from the Company to the Purchaser upon Completion) will be made at Completion. Such adjustment will not affect the consideration.

The Property was acquired by a wholly-owned subsidiary of the Company on 30 October 2007. Particulars of the Property were the subject of the announcement of the Company dated 30 October 2007 and the circular dated 16 November 2007. The acquisition price of the Property (taking into account of transaction costs) and the Sale Share at the time was in aggregate HK\$95,963,435.00. As the consideration for the Sale Share and the assignment of the Debt is in aggregate HK\$110,000,000.00 (being HK\$13,112,376.99 and HK\$96,887,623.00 for the Sale Share and the assignment of Debt respectively), the Disposal and the Acquisition together generate revenue of HK\$110,000,000.00, resulting in a gain of HK\$14,036,565.00 to the Company, and reflect a reduction of asset and liability of the Company in the amount of HK\$96,974,218.87 and HK\$1,010,784.07 respectively, subject to further adjustment as aforementioned at Completion. It is intended that the proceeds derived from the Disposal and the Acquisition will be used by the Company as working capital.

LETTER FROM THE BOARD

The consideration for the assignment of the Debt represents the actual amount of the Debt owed by Bright Boom to the Company.

A deposit represented by the payment of the sum of HK\$5,000,000.00 in cash and the transfer of 4,000,000 Bel Global Shares was made by the Purchaser to the Vendor upon signing of the Agreement. The balance of the aggregate consideration in the sum of HK\$100,000,000.00 will be settled in cash upon Completion.

The Agreement is unconditional.

Completion

Completion will take place on 29 October 2008 (or such other date as may be agreed by the parties in writing).

On Completion, the remaining balance of the consideration in the total sum of HK\$100,000,000.00 will be paid by the Purchaser to the Vendor in cash.

Upon Completion, the Group will cease to hold any equity interest in Bright Boom, which in turn will cease to be a subsidiary of the Company accordingly.

INFORMATION OF THE GROUP

The Company is an investment holding company. The principal activities of the Group are the manufacturing and trading of footwear, property investment and investment holding in Hong Kong and the People's Republic of China.

INFORMATION OF BRIGHT BOOM AND KEENSON

Bright Boom is a company incorporated in the British Virgin Islands on 17 January 2008 with limited liability. It is a wholly-owned subsidiary of the Company, and is the beneficial owner of the entire issued share capital of Keenson. During the period ended 30 April 2008, Bright Boom recorded no net profit or loss and its net asset value as at 30 April 2008 was HK\$10,000.00.

Keenson is a company incorporated in Hong Kong with limited liability and it is the legal and beneficial owner of the Property. The following are the audited results of Keenson for the years ended 31 December 2007 and 2006 and its net liabilities as at 31 December 2007 and 2006:

	Year ended 31 December 2007 HK\$	Year ended 31 December 2006 HK\$
Net loss for the year (<i>before and after tax and extraordinary items</i>)	10,497	8,702

LETTER FROM THE BOARD

	At 31 December 2007 HK\$	At 31 December 2006 HK\$
Net liabilities	1,415,751	1,405,254

The principal business activities of Bright Boom and Keenson are investment holding.

INFORMATION OF BEL GLOBAL

Bel Global is a company incorporated in Bermuda which shares are listed on the Exchange (stock code: 00761). The following are the audited results of Bel Global for the years ended 31 December 2007 and 2006 and its net asset value as at 31 December 2007 and 2006:

	Year ended 31 December 2007 HK\$	Year ended 31 December 2006 HK\$
Net profit for the year <i>(before tax and extraordinary items)</i>	4,952,000	18,854,000
Net profit for the year <i>(after tax and extraordinary items)</i>	4,714,000	18,083,000

	At 31 December 2007 HK\$	At 31 December 2006 HK\$
Net asset value	122,765,000	125,705,000

The principal business activities of Bel Global are design, manufacture and sale of leather garments, fur coats, microfiber coats; trading of tanned leather and fur pelts.

REASONS AND BENEFIT OF THE DISPOSAL AND THE ACQUISITION

The Property was originally acquired by Keenson for use by the Company. At the time of such acquisition, the Company had anticipated that further office and showroom space was required to accommodate its expansion needs in its brand building operations.

LETTER FROM THE BOARD

Amidst the strong headwind of the US recession which may have repercussions on orders, the Company decided that expansion should be incremental to take into account the turn in economic conditions. An offer was made by the Purchaser to the Company for the purchase of the Sale Share and the assignment of the Debt at a consideration which will allow the Company to crystallize a gain and redeploy its capital.

The payment arrangement (by cash and the Acquisition) was a result of commercial negotiation. Since the Directors consider that the transfer price of HK\$1.25 per Bel Global Share is a fair value and the current intention of the Company is to hold the Bel Global Shares for only a short term, the Directors considered that this payment arrangement is acceptable. The Directors consider that the terms of the Sale and Purchase Agreement, the assignment of Debt and the Acquisition are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole, and the Disposal and the Acquisition are entered into by the Company in the ordinary and usual course of its business.

GENERAL

Based on the calculation reckoned on the 100% of the aggregate assets of Bright Boom, the Disposal constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules. As one of the terms of the Disposal, the Company agreed to accept Bel Global Shares as part of the consideration for the Disposal. Although each of the relevant percentage ratios of the transaction for the Acquisition is less than 5% for the purpose of Chapter 14 of the Listing Rules, since the transaction involves both an acquisition and a disposal and the transaction is classified by reference to the larger of the acquisition or disposal in accordance with Rule 14.24 of the Listing Rules, the Acquisition also constitutes a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Mr. Sy is an Independent Third Party.

Your attention is drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
For and on behalf of
Symphony Holdings Limited
Li Kwok Lung Alfred Ronald
Chairman

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquires, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests and short positions of the Directors in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), (a) which were required to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors or the chief executives were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules were as follows:

Long Positions in Shares

Ordinary shares of HK\$0.25 each of the Company:

Name	Note	Number of issued ordinary shares				total	Percentage of the issued share capital of the Company
		beneficial owner	spouse and/or children under 18	controlled corporation	discretionary trust		
Chan Ting Chuen	1	5,000,000	–	–	885,287,172	890,287,172	51.05%
Chang Tsung Yuan	1	6,000,000	–	–	–	6,000,000	0.34%
Li Kwok Lung							
Alfred Ronald	2	12,260,000	400,000	11,799,886	–	24,459,886	1.40%
Sze Sun Sun Tony	1	–	–	851,687,400	–	851,687,400	48.83%

Notes:

- Well Success Investment Limited ("**Well Success**") had a direct interest in 851,687,400 shares of the Company. First Dynamic International Limited ("**First Dynamic**") held more than one-third of the issued share capital of Well Success.

Royal Pacific Limited ("**Royal Pacific**") had a direct interest in 33,599,772 shares of the Company and held more than one-third of the issued share capital of First Dynamic. Royal Pacific was wholly-owned by TC Chan Family Holdings Limited ("**TCCFHL**"), which in turn was wholly-owned by TC Chan Management Limited ("**TCCML**"), which was a trustee of a

discretionary trust. Ultimately, Royal Pacific was held by a discretionary trust, of which Mr. Chan Ting Chuen (“**Mr. Chan**”) was the founder, and Mr. Chan and his family members were the discretionary beneficiaries.

Alexon International Limited (“**Alexon**”) held more than one-third of the issued share capital of First Dynamic. Mr. Sze Sun Sun Tony was interested in the entire issued share capital of Alexon and was therefore deemed to be interested in 851,687,400 shares of the Company.

Mr. Chang Tsung Yuan was a substantial shareholder of Well Success, in which he held 20% of its issued share capital.

2. Ever Growing Assets Limited (“**Ever Growing**”) had a direct interest in 11,799,886 shares of the Company. Mr. Li Kwok Lung Alfred Ronald held the entire issued share capital of Ever Growing and was therefore deemed to be interested in 11,799,886 shares of the Company.

Short Positions in Shares

Save as disclosed above, neither the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at the Latest Practicable Date.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, as at the Latest Practicable Date, the following substantial Shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

Long Positions in Shares

Ordinary shares of HK\$0.25 each of the Company:

Shareholder	Note	Capacity	Number of issued ordinary shares			Percentage of the issued share capital of the Company
			direct interests	deemed interests	total interests	
Well Success	1	Beneficial owner	851,687,400	–	851,687,400	48.83%
First Dynamic	1	Interest of controlled corporation	–	851,687,400	851,687,400	48.83%
Alexon	1	Interest of controlled corporation	–	851,687,400	851,687,400	48.83%
Sze Sun Sun Tony (“ Mr. Sze ”)	3	Beneficial owner	–	851,687,400	851,687,400	48.83%
Lau Yuk Wah (“ Madam Lau ”)	3	Spouse	–	851,687,400	851,687,400	48.83%
Royal Pacific	1	Beneficial owner and interest of controlled corporation	33,599,772	851,687,400	885,287,172	50.76%

Shareholder	Note	Capacity	Number of issued ordinary shares			Percentage of the issued share capital of the Company
			direct interests	deemed interests	total interests	
TCCFHL	4	Interest of controlled corporation	–	885,287,172	885,287,172	50.76%
TCCML	4	Trustee	–	885,287,172	885,287,172	50.76%
Mr. Chan	4	Beneficial owner, founder and beneficiary of trust	5,000,000	885,287,172	890,287,172	51.05%
Ng Shuk Fong (“Madam Ng”)	4	Spouse and beneficiary of trust	–	890,287,172	890,287,172	51.05%
Frensham Investments Limited (“Frensham”)	2	Beneficial owner and interest of controlled corporation	83,999,430	851,687,400	935,686,830	53.65%
Pou Yuen Industrial (Holdings) Limited (“Pou Yuen (Holdings)”)	2	Interest of controlled corporation	–	935,686,830	935,686,830	53.65%
Yue Yuen Industrial Limited (“Yue Yuen Industrial”)	2	Interest of controlled corporation	–	935,686,830	935,686,830	53.65%
Pou Hing Industrial Company Limited (“Pou Hing”)	2	Interest of controlled corporation	–	935,686,830	935,686,830	53.65%
Yue Yuen Industrial (Holdings) Limited (“Yue Yuen”)	2	Interest of controlled corporation	–	935,686,830	935,686,830	53.65%
Wealthplus Holdings Limited (“Wealthplus”)	2	Interest of controlled corporation	–	935,686,830	935,686,830	53.65%
Pou Chen Corporation (“Pou Chen”)	2	Interest of controlled corporation	–	935,686,830	935,686,830	53.65%

Notes:

- As at the Latest Practicable Date, Well Success was directly interested in 851,687,400 shares of the Company. First Dynamic held more than one-third of the issued share capital of Well Success. Each of Royal Pacific and Alexon held more than one-third of the issued share capital of First Dynamic. Accordingly, First Dynamic, Royal Pacific and Alexon were deemed to be interested in 851,687,400 shares of the Company.
- As at the Latest Practicable Date, Frensham had a direct interest in 83,999,430 shares of the Company and held more than one-third of the issued share capital of Well Success. Frensham was a wholly-owned subsidiary of Pou Yuen which in turn was a wholly-owned subsidiary of Yue Yuen Industrial. Yue Yuen Industrial was a wholly-owned subsidiary of Pou Hing which in turn was a wholly-owned subsidiary of Yue Yuen. Wealthplus, a wholly-owned subsidiary of Pou Chen, held over 35% interests in Yue Yuen and therefore all of them were deemed to be interested in 851,687,400 shares of the Company. Accordingly, Frensham, Pou Yuen, Yue Yuen Industrial, Pou Hing, Yue Yuen, Wealthplus and Pou Chen were or deemed to be interested in 935,686,830 shares of the Company.

3. Madam Lau is the wife of Mr. Sze, a director of the Company. As at the Latest Practicable Date, Mr. Sze was interested in the entire issued share capital of Alexon (see Note 1), therefore he was deemed to be interested in 851,687,400 shares of the Company. Accordingly, Madam Lau was deemed to be interested in a total of 851,687,400 shares of the Company.
4. Madam Ng is the wife of Mr. Chan, a director of the Company. Royal Pacific is wholly-owned by TCCFHL, which in turn is wholly-owned by TCCML, which is a trustee of a discretionary trust. Ultimately, Royal Pacific was held by a discretionary trust, of which Mr. Chan and his family members were the discretionary beneficiaries and Mr. Chan was the founder. As at the Latest Practicable Date, Royal Pacific was directly interested in 33,599,772 shares and was deemed to be interested in 851,687,400 shares of the Company (see Note 1), therefore both Mr. Chan and Madam Ng were deemed to be interested in 885,287,172 shares of the Company. Furthermore, Mr. Chan was directly interested in 5,000,000 shares of the Company. Accordingly, Madam Ng was deemed to be interested in a total of 890,287,172 shares of the Company.

Short Positions in Shares

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions of the substantial shareholders in the issued share capital of the Company as at the Latest Practicable Date.

DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group that will not expire or is not terminable by the employer within a year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or any of their respective associates (as defined under the Listing Rules) is considered as having a competing interest pursuant to Rule 8.10 of the Listing Rules.

LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

MISCELLANEOUS

- (1) The company secretary of the Company is Ms. Chow So Ying Anna, a solicitor admitted in the Hong Kong Special Administrative Region.
- (2) The qualified accountant of the Company appointed pursuant to Rule 3.24 of the Listing Rules is Ms. Ma Ching Lan, member of Hong Kong Institute of Certified Public Accountant.
- (3) The branch share registrar of the Company in Hong Kong is Tricor Tengis Limited, which is located at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (4) This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.