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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Carico Holdings Limited, you should at once hand this circular to the purchaser or 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 transferee.

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**CARICO HOLDINGS LIMITED**  
**中汽資源投資有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 729)**

**DISCLOSEABLE TRANSACTION**

**Financial adviser to the Company**



**博大資本國際有限公司**  
**Partners Capital International Limited**

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix – General Information</b> .....	9

## DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares by the Purchaser pursuant to the Sale and Purchase Agreement
“Board”	the board of Directors
“Business Day”	a day on which retail banks are open for business in Hong Kong (excluding Saturday)
“Company”	Carico Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Completion”	completion of the Sale and Purchase Agreement
“Completion Accounts”	the unaudited management accounts of Infast comprising its balance sheet as at the Completion Date and its profit and loss account for the period from 1 April 2005 to the Completion Date to be delivered to the Purchaser within five Business Days after Completion
“Completion Date”	the date falling within five Business Days after the date of fulfillment of the conditions precedent of the Sale and Purchase Agreement
“Consideration”	the consideration for the Acquisition
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	independent third parties not connected with the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or their respective associates
“Infast”	Infast Brokerage Limited 進滙證券有限公司, a company incorporated in Hong Kong with limited liability

## DEFINITIONS

“Latest Practicable Date”	8 February 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Liabilities”	the aggregate of all liabilities and provisions as at the Completion Date including but not limited to the provisions for taxation, bad and doubtful debts, dividends or other distributions payable, and all other liabilities
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Licence”	the licence dated 30 June 2005 entered into between Foxhill Investments Limited and Infast Investment Limited, both being Independent Third Parties, in respect of Infast’s existing storeroom at the Storeroom at 26th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong
“Mr. Chan”	Mr. Chan Chee Chun, Charles, being one of the Vendors
“Mr. Lau”	Mr. Lau Chi Wah, being one of the Vendors
“Net Asset Value”	means (i) cash of Infast as at the Completion Date and (ii) Other Assets as at the Completion Date minus (iii) Liabilities
“Other Assets”	admission fees paid to HKSCC, compensation fund deposit, deposit to replenish the compensation fund, fidelity fund and Central Clearing and Settlement System guarantee fund together with all accounts receivable, all refunds, all other deposits, prepayments, cash at bank and cash in hand
“PRC”	the People’s Republic of China
“Proforma Completion Accounts”	the unaudited proforma management accounts of Infast comprising its balance sheet as at the Completion Date and its profit and loss account for the period from 1 April 2005 to the Completion Date to be delivered to the Purchaser not less than two Business Days prior to the Completion Date

## DEFINITIONS

“Purchaser”	Fullbelief International Limited, a company incorporated in the British Virgin Islands with limited liability and indirectly wholly owned by the Company
“Rules”	the Rules of the Stock Exchange prescribed by the Stock Exchange Board as from time to time in effect
“Sale and Purchase Agreement”	a sale and purchase agreement dated 24 January 2006 entered into between the Purchaser and the Vendors in respect of the Acquisition
“Sale Shares”	20,000,000 shares of HK\$1.00 each in the issued share capital of Infast, owned as to 95% by Mr. Lau and as to 5% by Mr. Chan, representing the entire issued share capital of Infast
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 30 March 2004 (as amended by the addendum to the Share Option Scheme adopted by the Company on 7 December 2005)
“Shareholder(s)”	registered holder(s) of Shares issued for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Stock Exchange Trading Right”	the Exchange Trading Right (as defined under Rule 101 of the Rules) held by and registered in the name of Infast
“Tenancy Agreement”	the tenancy agreement dated 6 May 2005 entered into between Foxhill Investments Limited and Infast Investment Limited, both being Independent Third Parties, in respect of Infast’s existing office at Unit 2601, 26th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong
“Vendors”	Mr. Lau and Mr. Chan
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

## LETTER FROM THE BOARD



### CARICO HOLDINGS LIMITED

中汽資源投資有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 729)**

*Executive Directors:*

Mr. Loo Chung Keung, Steve (*Chairman*)  
Mr. Chan Wai Ming (*Deputy Chairman and  
Chief Executive Officer*)  
Mr. Sun Yeung Yeung  
Mr. Zu Yuan

*Non-executive Directors:*

Mr. Gouw Kar Yiu, Carl  
Mr. Tung Tat Chiu, Michael  
Mr. Chak Chi Man

*Independent Non-executive Directors:*

Mr. Pang Chun Sing  
Mr. Chan Chun Wai  
Mr. Wong Miu Sung

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in*

*Hong Kong:*

Suite 2401A  
Great Eagle Centre  
23 Harbour Road  
Wan Chai  
Hong Kong

13 February 2006

*To the Shareholders,*

Dear Sir or Madam,

### DISCLOSEABLE TRANSACTION

#### INTRODUCTION

On 26 January 2006, the Board announced that on 24 January 2006, the Purchaser, an indirect wholly owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Vendors pursuant to which the Purchaser agreed to acquire from the Vendors the Sale Shares, being the entire issued share capital of Infast, at a maximum cash consideration of HK\$10,500,000.

The Acquisition constitutes a discloseable transaction of the Company under the Listing Rules. The purpose of this circular is to give you further information on the Acquisition.

## LETTER FROM THE BOARD

### THE SALE AND PURCHASE AGREEMENT DATED 24 JANUARY 2006

#### Parties

Purchaser: Fullbelief International Limited, a company incorporated in the British Virgin Islands with limited liability and indirectly wholly owned by the Company

Vendors: Mr. Lau Chi Wah and Mr. Chan Chee Chun, Charles, both being Independent Third Parties

Mr. Chan Wai Ming, Deputy Chairman and Chief Executive Officer of the Company, has known the Vendors for many years through previous business dealings.

#### Assets to be acquired

Sale Shares: 20,000,000 shares of HK\$1.00 each in the issued share capital of Infast, owned as to 95% by Mr. Lau and as to 5% by Mr. Chan, representing the entire issued share capital of Infast

#### Consideration

The Consideration payable for the Sale Shares by the Purchaser to the Vendors shall be the aggregate sum of (i) HK\$1,350,000 and (ii) the Net Asset Value of Infast to be adjusted (if necessary) in accordance with the Adjustments as mentioned below and always subject to the maximum amount of Consideration in the amount of HK\$10,500,000.

The Consideration was determined by the parties to the Sale and Purchase Agreement after arm's length negotiations with reference to the audited net assets of Infast as at 31 March 2005 of approximately HK\$12,120,000. Based on the management accounts of Infast for the nine months ended 31 December 2005, the unaudited net assets of Infast as at 31 December 2005 were approximately HK\$10,568,000. The Consideration will be funded by the proceeds from the placing of shares of the Company in May 2005 and internal resources of the Group.

The Consideration shall be paid as follows:-

- (a) upon signing of the Sale and Purchase Agreement, a sum of HK\$300,000 shall be paid as deposit and in part payment of the Consideration payable for the Sale Shares of which as to HK\$285,000 and HK\$15,000 shall be payable to Mr. Lau and Mr. Chan respectively; and
- (b) on Completion, the Purchaser shall pay (i) one-third of the balance of the Consideration ("Stakeholders' Money") in favour of the Vendors' solicitors as stakeholder for the Vendors and the Purchaser for the Adjustments as mentioned below and (ii) the remaining balance of the Consideration of which as to 95% and 5% of the remaining balance of the Consideration shall be payable to Mr. Lau and Mr. Chan respectively.

The deposit of HK\$300,000 has been paid to the Vendors on 24 January 2006.

## LETTER FROM THE BOARD

### **The Adjustments**

The Vendors shall procure Infast to draw up and deliver to the Purchaser the Proforma Completion Accounts not less than two Business Days prior to the Completion Date. Pursuant to the Sale and Purchase Agreement, within five Business Days after Completion, the Vendors shall procure Infast to draw up and deliver to the Purchaser the Completion Accounts. This is a term of the Sale and Purchase Agreement which shall not be waived. In the event that there are any material variations made to the Sale and Purchase Agreement, the Company will comply with the relevant requirements of the Listing Rules, if necessary.

In the event that the Net Asset Value as appeared in the Completion Accounts differs from the Net Asset Value as appeared in the Proforma Completion Accounts, then, in the event of a shortfall or a surplus in the amounts paid or received, the Vendors or the Purchaser shall within five Business Days after the delivery of the Completion Accounts and of agreement or determination of any amount due by one party to the other (as the case may be) pay to the other an amount equal to such shortfall or surplus as the case may be. In the case where the Vendors shall be required to pay the Purchaser, the Vendors shall first procure the Vendors' solicitors to pay such amount from the Stakeholders' Money to the Purchaser and the remaining balance payable by the Vendors to the Purchaser (if any) shall be paid by the Vendors to the Purchaser directly.

### **Conditions and Completion**

Completion shall be subject to and conditional upon the following conditions being fulfilled or waived in writing by the parties to the Sale and Purchase Agreement on or before the Completion Date:

- (a) the granting of the written approval or consent by the Stock Exchange for the change of the shareholders of Infast from the Vendors to the Purchaser and/or its nominee(s);
- (b) the granting of the written approval or consent by the SFC pursuant to section 132 of the SFO to the Purchaser becoming a substantial shareholder (as defined under the SFO) of Infast (subject to any conditions which may be imposed by the SFC, to which neither the Purchaser nor the Vendors may unreasonably object);
- (c) the Purchaser having conducted a due diligence review and investigation on Infast including without limitation to their assets, liabilities, contracts, commitments and business and financial and legal and taxation aspects to its reasonable satisfaction;
- (d) the Vendors, with the reasonable assistance provided by the Purchaser, obtaining the release from Infast's bankers, all the Vendors' continuing personal guarantee and indemnity for Infast; and



## LETTER FROM THE BOARD

- (e) the transfer and novation of (i) the Tenancy Agreement and (ii) the Licence to Infast upon substantially the same terms and conditions as the existing terms and conditions of the Tenancy Agreement and the Licence on or before Completion to the reasonable satisfaction of the Purchaser.

The above conditions may be waived by the Purchaser at its sole absolute discretion by sending a notice in writing to the Vendors. At the present moment, the Purchaser has no intention to waive any of the above conditions. In the event that any of the above conditions has not been fulfilled (or waived by the parties thereto) by 5:00 p.m. on 1 June 2006 (or such other date as the parties hereto may agree in writing), the deposit of HK\$300,000 shall forthwith be repaid by the Vendors to the Purchaser and thereafter the Sale and Purchase Agreement shall lapse and be terminated and thereafter all rights, obligations and liabilities of all parties thereunder shall cease and determine and no party shall have any claim against the others under the Sale and Purchase Agreement.

### INFORMATION ON INFAST

Infast is a company incorporated in Hong Kong with limited liability on 28 April 1989 with registered capital of HK\$20,000,000. As at the Latest Practicable Date, Infast is beneficially owned as to 95% by Mr. Lau and as to 5% by Mr. Chan. The Vendors are Independent Third Parties.

Infast is a licensed corporation to carry on business in type 1 (dealing in securities) regulated activities under the SFO and is an Exchange Participant (as defined under the Rules) and a holder of the Stock Exchange Trading Right. Under the Rules and the SFO, the change of shareholders of Infast would require the relevant approvals from the Stock Exchange and the SFC.

Based on the audited financial statements of Infast, the audited losses before and after taxation for the year ended 31 March 2005 were approximately HK\$966,000 and HK\$794,000 respectively and the audited loss before taxation and the audited profit after taxation for the year ended 31 March 2004 were approximately HK\$322,000 and HK\$2,291,000 respectively. The audited net assets of Infast as at 31 March 2005 were approximately HK\$12,120,000. Based on the management accounts of Infast for the nine months ended 31 December 2005, the amount of cash, the other assets, which mainly comprise compensation fund, fidelity fund, HKSCC admission fee, Central Clearing and Settlement System guarantee fund, deferred tax assets, accounts receivables from clients and receivables from HKSCC, and the liabilities of Infast were approximately HK\$8,522,000, HK\$13,457,000 and HK\$11,411,000 respectively and the unaudited net assets of Infast as at 31 December 2005 were approximately HK\$10,568,000.

### REASONS FOR THE ACQUISITION

The Group is principally engaged in trading of high-tech automobile-related products and electronic components in Hong Kong and the PRC.

## LETTER FROM THE BOARD

It is the corporate strategy of the Group to actively pursue and diversify investment opportunities in other fields with promising growing prospect. As mentioned in the 2005 interim report of the Company, the Group has been diversifying the risks of automotive component business by identifying strategic investments with promising growing prospect, giving the Group opportunities to make profits in advantageous market conditions. In an effort to diversify the cyclical risk of the industry and to utilise idle financial resources more effectively, the Board believes that appropriate strategic investments can increase the shareholder's return on the Group.

It is intended that Mr. Loo Chung Keung, Steve, Chairman of the Company and Mr. Chan Wai Ming, Deputy Chairman and Chief Executive Officer of the Company, will be nominated as directors of Infast. Mr. Loo has substantial business experience in investment, finance and media sectors in Hong Kong and the PRC and Mr. Chan has substantial exposure in the financial sector in Hong Kong and had been serving as head of dealing or dealing director in several local and international large-scale securities firms in Hong Kong such as Baring Asset Management (Asia) Limited, Instinet Alpha Trading Limited, Brighton Securities (Hong Kong) Limited and Crosby Securities (HK) Limited. It is expected that Infast will have sufficient licenced and experienced staff to carry on its business following Completion.

Given that the market capitalization of the Stock Exchange hit an all-time high in December 2005 at HK\$8,260.3 billion and the Stock Exchange set an annual turnover record of HK\$4,520 billion in 2005, the Board believes that Hong Kong will continue to serve as one of the Asian pillars in the global stock market. Although Infast has been recorded continual losses for the past two financial years, the Board has been holding a positive view on the securities market in Hong Kong and believes that the Hong Kong stock market will remain attractive to different types of investors in the long term. Further, given the extensive experience and the business network of the new management of Infast, the Board is of the view that the Acquisition is in line with the business strategy of the Group and will enable the Group to diversify into other business with promising growing prospect. The Board intends that the business of Infast is a strategic investment of the Company and will not become a new principal activity of the Company. The Board considered that the terms of the Sale and Purchase Agreement are fair and reasonable and the Acquisition is in the interests of the Shareholders as a whole.

Upon Completion, the Consideration will be settled in full by cash, Infast will become an indirect wholly owned subsidiary of the Company and the accounts of which will be consolidated into those of the Company. It is expected that the Acquisition will not have any adverse effect on the earnings, assets and liabilities of the Group.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendix to this circular.

By Order of the Board  
**Carico Holdings Limited**  
**Loo Chung Keung, Steve**  
*Chairman*

## 1. 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 enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## 2. DISCLOSURE OF INTERESTS

### Interests of Directors

As at the Latest Practicable Date, the interests of the Directors and chief executive of the Company in the share capital of the Company which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange were as follows:

*Long positions in the Shares and the underlying shares (in respect of equity derivatives) of the Company*

Name of Director	Notes	Capacity	Number of Shares interested	Number of underlying shares in respect of the options granted under the Share Option Scheme	Approximate percentage of issued share capital of the Company
Mr. Loo Chung Keung, Steve, executive Director	1	Interest of controlled corporation	164,000,000	Nil	19.78%
Mr. Chan Wai Ming, executive Director	1	Interest of controlled corporation	164,000,000	Nil	19.78%
Mr. Gouw Kar Yiu, Carl, non-executive Director	2	Beneficiary of a trust	23,516,000	Nil	2.84%
Mr. Sun Yeung Yeung, executive Director	3	Beneficial owner	Nil	4,140,000	0.50%
Mr. Zu Yuan, executive Director	4	Beneficial owner	Nil	8,280,000	1.00%
Mr. Tung Tat Chiu, Michael, non-executive Director	5	Beneficial owner	Nil	1,000,000	0.12%

*Notes:*

1. As at the Latest Practicable Date, Star Metro Investments Limited (“Star Metro”) owned 164,000,000 Shares. Star Metro is a company incorporated in the British Virgin Islands and owned as to 50% by Mr. Loo Chung Keung, Steve and as to 50% by Mr. Chan Wai Ming, both are executive Directors and are (i) Chairman of the Company and (ii) Deputy Chairman and Chief Executive Officer of the Company respectively. Therefore, Mr. Loo Chung Keung, Steve and Mr. Chan Wai Ming are deemed to be interested in the 164,000,000 Shares.
2. These shares are held by Power Assets Enterprises Limited, a company incorporated in the British Virgin Islands, which is wholly owned by the Gouw Family Trust, in which Mr. Gouw Kar Yiu, Carl is a beneficiary.
3. The options were granted to Mr. Sun Yeung Yeung to subscribe for Shares. The options were exercisable at HK\$0.128 per share and will expire on 20 December 2015.
4. The options were granted to Mr. Zu Yuan to subscribe for Shares. The options were exercisable at HK\$0.128 per share and will expire on 20 December 2015.
5. The options were granted to Mr. Tung Tat Chiu, Michael to subscribe for Shares. The options were exercisable at HK\$0.128 per share and will expire on 20 December 2015.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short position in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

### Substantial Shareholders

So far as it is known to any Directors or chief executive of the Company, as at the Latest Practicable Date, Shareholders (other than Directors or chief executive of the Company) who have interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of the SFO, to be entered into the register referred to therein, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group were as follows:

- (i) *Long positions in the Shares and the underlying shares (in respect of equity derivatives) of the Company*

Name of shareholder	Notes	Capacity	Number of Shares interested	Approximate percentage of issued share capital of the Company
Star Metro	1	Beneficial owner	164,000,000	19.78%
Asset Managers Co., Ltd.	2	Interest of controlled corporation	163,284,000	19.70%
CITIC Group	3	Interest of controlled corporation	83,200,000	10.04%

*Notes:*

- As at the Latest Practicable Date, Star Metro owned 164,000,000 Shares.
- As at the Latest Practicable Date, the 163,284,000 Shares were directly held by Asset Managers (China) Fund Co., Ltd. which was owned as to 50% by Asset Managers (China) Company Limited and 50% by Asset Investors Co., Ltd.. Asset Managers (China) Company Limited was owned as to 70% by Red Rock Investment Co., Ltd. which was a wholly owned subsidiary of Asset Managers Co., Ltd.. Asset Investors Co., Ltd. was owned as to 57.69% by Asset Managers Co., Ltd..
- As far as the Directors are aware, as at the Latest Practicable Date, the 83,200,000 Shares were held by CITIC International Assets Management Limited which is a wholly owned subsidiary of CITIC International Financial Holdings Limited which is in turn owned as to 56.38% by CITIC Group.

(ii) *Long position in shares of other members of the Group*

The parties, other than members of the Group, directly or indirectly, having 10% or more interests in the subsidiaries of the Company as at the Latest Practicable Date were as follows:

Name of substantial shareholder	Name of subsidiary	Approximate percentage of total issued share capital or total registered capital of the subsidiary
天津市汽車刮水器廠 (Tianjin Automotive Wiper Plant)	Tianjin Guangying Automotive Mirror Company Limited (天津光盈汽車鏡有限公司)	50% (long position)
International Auto Engineering Limited	Unicla International Limited	32% (long position)
Goodford Holdings Ltd.	Unicla International Limited	10% (long position)

Save as disclosed above, as at the Latest Practicable Date, the Directors or chief executive of the Company were not aware of any other person (other than Directors or chief executive of the Company) who has an interest or short positions in the Shares or underlying shares of the Company or any option in relation thereto which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of the SFO, to be entered into the register referred to therein, or who is interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

### 3. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware of, none of the Directors nor their respective associates had any interest in any business which competes or may compete with the business of the Group.

#### 4. SERVICE CONTRACTS

As at the Latest Practicable Date, the Company entered into the following service contracts and appointment letters with the following Directors:

- (i) On 1 April 2005, a service contract was entered into between the Company and Mr. Loo Chung Keung, Steve, an executive Director and the Chairman of the Company, for a term of three years commencing on 9 March 2005 with an annual salary of HK\$780,000 payable in 13 equal installments of HK\$60,000 each. Under the service contract, either Mr. Loo Chung Keung, Steve or the Company may terminate the directorship by giving to the other not less than 3-month written notice.
- (ii) On 1 April 2005, a service contract was entered into between the Company and Mr. Chan Wai Ming, an executive Director and the Deputy Chairman and Chief Executive Officer of the Company, for a term of three years commencing on 9 March 2005 with an annual salary of HK\$780,000 payable in 13 equal installments of HK\$60,000 each. Under the service contract, either Mr. Chan Wai Ming or the Company may terminate the directorship by giving to the other not less than 3-month written notice.
- (iii) On 20 March 2005, an appointment letter was entered into between the Company and Mr. Tung Tat Chiu, Michael, a non-executive Director for a term of two years commencing on 9 March 2005 at the annual remuneration of HK\$60,000.
- (iv) On 25 March 2005, an appointment letter was entered into between the Company and Mr. Chan Chun Wai, an independent non-executive Director for a term of two years commencing on 22 March 2005 at the annual remuneration of HK\$60,000.
- (v) On 10 August 2005, an appointment letter was entered into between the Company and Mr. Wong Miu Sung, an independent non-executive Director for a term of two years commencing on 10 May 2005 at the annual remuneration of HK\$60,000.
- (vi) On 7 December 2005, an appointment letter was entered into between the Company and Mr. Chak Chi Man, a non-executive Director for a term of two years commencing on 25 October 2005 at nil annual remuneration.
- (vii) On 15 December 2005, an appointment letter was entered into between the Company and Mr. Pang Chun Sing, an independent non-executive Director for a term of two years commencing on 23 February 2005 at the annual remuneration of HK\$60,000.

(viii) On 15 December 2005, an appointment letter was entered into between the Company and Mr. Zu Yuan, an executive Director for a term of two years commencing on 15 December 2005 at the annual remuneration of HK\$60,000.

Save as disclosed, there is no service contract between any member of the Group and any Director (excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensations)).

## **5. LITIGATION**

As at the Latest Practicable Date, no member of the Group is engaged in any litigation or arbitration of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

## **6. MISCELLANEOUS**

- (1) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (2) The principal place of business of the Company in Hong Kong is Suite 2401A, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.
- (3) The Company's branch registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited which is situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (4) The qualified accountant and the company secretary of the Company is Mr. Kam Yiu Shing, Tony, FCPA.