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This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement 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 announcement misleading; and (iii) 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.



PROACTIVE TECHNOLOGY HOLDINGS LIMITED

(寶訊科技控股有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 8089)

APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that (i) Mr. Koh Tat Lee, Michael and Mr. Lim Kwok Choi have been appointed as executive directors of the Company, and (ii) Dr. James Wing Ho Wong has been appointed as an independent non-executive director and also the members of remuneration committee and nomination committee of the Company, and (iii) Mr. Lok Shing Kwan, Sunny has been appointed as an independent non-executive director and also the member of audit committee of the Company with effect from 22 January 2007.

The board of directors (the "Board") of Proactive Technology Holdings Limited (the "Company") is pleased to announce that (i) Mr. Koh Tat Lee, Michael and Mr. Lim Kwok Choi have been appointed as executive directors of the Company, and (ii) Dr. James Wing Ho Wong has been appointed as an independent non-executive director and also the members of remuneration committee and nomination committee of the Company, and (iii) Mr. Lok Shing Kwan, Sunny has been appointed as an independent non-executive director and also the member of audit committee of the Company with effect from 22 January 2007.

Appointment of executive directors

Mr. Koh Tat Lee, Michael ("Mr. Koh")

Mr. Koh, aged 41, holds a Master of Electrical Engineering degree and a Master of Industrial Engineering degree from Columbia University in the United States. Mr. Koh possesses more than 10 years of experience in the telecommunications industry and has worked at Bell South and AT & T in the United States and was promoted to technical director before he left AT & T. Mr. Koh was the vice president of First Pacific Company Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During his tenure at First Pacific Company Limited from year 1994 to 1997, Mr. Koh founded a private company called Tuntex Telecom in Taiwan and assumed the post of president for the period from year 1995 to 1997. Mr. Koh currently is an executive director of M Dream Inworld Limited, which is a company listed on the Growth Enterprise Market of the Stock Exchange. Save as disclosed above, Mr. Koh do not held any directorships in any public listed companies in the past three years and other major appointment and qualifications.

Mr. Lim Kwok Choi (“Mr. Lim”)

Mr. Lim, aged 44, holds a Master of Business Administration degree. Mr. Lim has over 20 years of experience in banking and finance, hotel management and import/export trade working as senior management for both private and listed companies. Mr. Lim previously served as a non-executive director of First Natural Foods Holdings Limited from year 2002 to 2003, and as an executive director of LeRoi Holdings Limited from year 2004 to 2006, which are listed company on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lim do not held any directorships in any public listed companies in the past three years and other major appointment and qualifications.

Each of Mr. Koh and Mr. Lim has entered the service contract with the Company for an initial term of two years commencing from 22 January 2007 and shall continue thereafter unless terminated by either party serving on the other not less than three months’ notice. They will be subject to retirement by rotation at annual general meetings of the Company in accordance with the bye-laws of the Company. Each of Mr. Koh and Mr. Lim will entitle an annual remuneration of HK\$720,000 and HK\$240,000 with discretionary bonus (the level of such discretionary bonus to be decided by the Board at its absolute discretion having regard to the performance of the director and the operating results of the Company) respectively. The proposed remuneration packages of Mr. Koh and Mr. Lim are determined by reference to their duties, responsibilities and expected time commitment to the Company’s affairs.

Appointment of independent non-executive director and the members of remuneration committee and nomination committee

Ir. Dr. James Wing Ho Wong (“Dr. Wong”)

Dr. Wong, aged 48, has been educated and worked in Hong Kong and United Kingdom. He studied acoustics at the Heriot-Watt University in Scotland. Dr. Wong has strong analytical and quantitative skills with excellent organization, negotiation, verbal and written presentation skills, and has a number of design patents in building components, heat exchangers and acoustics products. He has systematic knowledge of logistic, accounting, finance, investment, and marketing. Dr. Wong has wide experience in consulting contracts for a board range of industries in China and aboard. Dr. Wong is one of the nation’s experts in acoustic research. He has extensively applied the principles of acoustics, energetics and optics to solving complex problems for the transportation, military, government, and private sectors. Dr. Wong previously worked in Hong Kong Government Environmental Protection Department’s Policy Group and Management Group. Dr. Wong has established Allied Environmental Consultants Limited in 1995 and developed the multi-disciplines technological Allied Group in 1997. Dr. Wong do not held any directorships in any public listed companies in the past three years and other major appointment and qualifications.

Appointment of independent non-executive director and the member of audit committee

Mr. Lok Shing Kwan, Sunny (“Mr. Lok”)

Mr. Lok, aged 42, holds a Bachelor degree in business. Mr. Lok has over 16 years of experience in financial reporting, internal control and overall administration of corporate affairs. He also has more than 11 years of experience in the accounting field in both of Hong Kong SAR and People’s Republic of China. He is fellow member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr. Lok previously served as an independent non-executive director for China Investment Fund Company Limited from year 2001 to 2004 and Cosmopolitan International Holdings Limited from year 2003 to 2005. Mr. Lok is currently an independent non-executive director of LeRoi Holdings Limited, which is a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lok do not held any directorships in any public listed companies in the past three years and other major appointment and qualifications.

Each of Dr. Wong and Mr. Lok has entered the service contract with the Company for an initial term of two years commencing from 22 January 2007 and shall continue thereafter unless terminated by either party serving on the other not less than three months’ notice. They will be subject to retirement by rotation at annual general meetings of the Company in accordance with the bye-laws of the Company. Each of Dr. Wong and Mr.

Lok will entitle an annual remuneration of HK\$96,000 without bonus payment. The proposed remuneration packages of Dr. Wong and Mr. Lok are determined by reference to their duties, responsibilities and expected time commitment to the Company's affairs.

Mr. Koh, Mr. Lim, Dr. Wong and Mr. Lok do not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries and do not hold any positions with the Company and its Group Companies. As at the date of this announcement, Mr. Koh, Mr. Lim, Dr. Wong and Mr. Lok do not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, there is no information relating to Mr. Koh, Mr. Lim, Dr. Wong and Mr. Lok that are required to be disclosed pursuant to rules 17.50(2)(h)-(v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange. The Board is not aware of any other matter that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to their appointment.

General

The Board would like to welcome Mr. Koh, Mr. Lim, Dr. Wong and Mr. Lok on joining the Board.

By order of the Board
Tsang Chi Hin
Chairman

Hong Kong, 23 January 2007

As at the date hereof, the Company's executive directors are Mr. Tsang Chi Hin, Mr. Zeng Bangjian, Mr. Ng Kam Wing, Mr. Koh Tat Lee, Michael and Mr. Lim Kwok Choi and the Company's independent non-executive directors are Mr. Leung Lok Ming, Mr. Chan Ho Wah, Terence, Mr. Chong Cha Hwa, Dr. James Wing Ho Wong and Mr. Lok Shing Kwan, Sunny.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for 7 days from the date of its posting.

** For identification purpose only*