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**PROACTIVE**

**PROACTIVE TECHNOLOGY HOLDINGS LIMITED**

**寶訊科技控股有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 8089)

**COMPLETION OF THE PLACING OF EXISTING SHARES AND  
THE SUBSCRIPTION OF NEW SHARES**

The Board is pleased to announce that the Company has obtained approval from the Listing Committee for the listing of, and permission to deal in, 55,000,000 Subscription Shares in respect of the Subscription. Completion of the Placing and Subscription has taken place on 26 March 2007 and the aggregate of 55,000,000 Subscription Shares has been successfully allotted and issued to the Placing Shareholders.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 22 March 2006 in relation to, among other matters, the Placing and the Subscription. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that the Placing has completed on 26 March 2007 and an aggregate of 55,000,000 Placing Shares have been duly placed to the Placees, whom being institutional investors, through the Placing Manager at the Placing Price.

With all the conditions under the Subscription Letters being fulfilled, the Board is please to announce that completion of the Subscription has also taken place on 26 March 2007 and an aggregate of 55,000,000 Subscription Shares has been allotted and issued at the Subscription Price to the Placing Shareholders. The 55,000,000 Subscription Shares shall rank *pari passu* in all respects among themselves.

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement and before Completion; and (iii) immediately after Completion and the allotment and issue of the Consideration Shares:

\* *for identification purposes only*

Shareholders	As at the date of this announcement but before Completion		Immediately after Completion and the allotment and issue of the Consideration Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Well Support Limited (Note 1)	52,415,466	15.70%	52,415,466	12.20%
Gorgeous Overseas Limited (Note 2)	22,898,000	6.87%	22,898,000	5.35%
Century Dragon Development Limited (Note 3)	27,000,000	8.11%	27,000,000	6.30%
Homerun Business Development Limited (Note 4)	11,736,000	3.52%	11,736,000	2.74%
The Vendor (Note 5)	–	–	95,000,000	22.18%
The Placees (Note 6)	55,000,000	16.50%	55,000,000	12.84%
Other public Shareholders	<u>164,350,534</u>	<u>49.30%</u>	<u>164,350,534</u>	<u>38.36%</u>
Total:	<u><u>333,400,000</u></u>	<u><u>100.00%</u></u>	<u><u>428,400,000</u></u>	<u><u>100.00%</u></u>

*Note:*

- Well Support Limited is beneficially owned by Liu Yi Dong Family Trust and the beneficiaries of which are Mr. Liu Yi Dong and his family members.
- Gorgeous Overseas Limited is wholly-owned by Mr. Yang Yongxia.
- Century Dragon Development Limited is wholly-owned by Mr. Wu Wai Leung.
- Homerun Business Development Limited is wholly-owned by Mr. So Chi Ming.
- To the best of the Directors' knowledge and belief, the Vendor and its ultimate beneficial owner are not parties acting in concert (has the meaning ascribed under the Hong Kong Code of Takeovers and Mergers) with any of the Shareholders and (in the case of being incorporations) their ultimate beneficial owners.
- Among the 55,000,000 Placing Shares, 11,000,000 Placing Shares have been placed to AT Asset Management (Asia-Pacific) Limited and 44,000,000 Placing Shares have been placed to Bear Stearns Asia Limited, both of them are institutional investors.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for their respective shareholdings in the Company, the Placees are independent to each others and are Independent Third Parties.

By order of the Board  
**PROACTIVE TECHNOLOGY HOLDINGS LIMITED**  
**Koh Tat Lee, Michael**  
*Executive Director*

Hong Kong, 27 March 2007

*As at the date of this announcement, the executive Directors are Mr. Tsang Chi Hin, Mr. Zeng Bangjian, Mr. Ng Kam Wing, Mr. Koh Tat Lee, Michael and Mr. Lim Kwok Choi. The independent non-executive Directors are Mr. Leung Lok Ming, Mr. Chan Ho Wah, Terrence, Mr. Chong Cha Hwa, Dr. James Wing Ho Wong and Mr. Lok Shing Kwan, Sunny.*

*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 Group. 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 GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*