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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Millennium Sense Holdings Limited, you should at once hand this circular together with the enclosed form of proxy 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**MILLENNIUM SENSE HOLDINGS LIMITED****千禧智慧控股有限公司\****(incorporated in Bermuda with limited liability)*

(Stock Code: 724)

**DISCLOSEABLE TRANSACTION****AND****PROPOSED CHANGE OF COMPANY NAME**

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A notice convening a special general meeting of Millennium Sense Holdings Limited to be held on Tuesday, 20 April 2004 at 9:30 a.m. in the Derby Suite III, Level 3, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong is set out on pages 14 and 15 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned of the meeting should you so wish.

26 March 2004

\* For identification only

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## DEFINITIONS

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

“Acquisition”	the acquisition by the Company of the entire issued share capital of Key Legend from the Vendor pursuant to the Agreements
“Agreements”	the conditional sale and purchase agreement dated 11 March 2004 and the supplemental agreement dated 12 March 2004 entered into between the Company and the Vendor in respect of the Acquisition
“associates”	the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“business day”	a day (other than a Saturday) on which banks are generally open for business for more than five hours
“Company”	Millennium Sense Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	the meaning ascribed thereto under Chapters 1 and 14 of the Listing Rules
“Consideration Shares”	58 million new Shares which fall to be issued and allotted by the Company to the Vendor or his wholly-owned company as consideration for the Acquisition
“Derek Wong”	Mr. KANJANAPAS Chong Kwong, Derek (alias Mr. WONG Chong Kong, Derek), the chairman of the Company
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a party who is independent of and not a connected person (as defined in the Listing Rules) of the Company
“Key Legend”	Key Legend Limited, a company incorporated in the British Virgin Islands with limited liability and wholly-owned by the Vendor

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## DEFINITIONS

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“Latest Practicable Date”	23 March 2004, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining and collation of relevant information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (excluding, for the purpose of this circular only, Hong Kong)
“SGM”	the special general meeting of the Company to be held on Tuesday, 20 April 2004 at 9:30 a.m. in the Derby Suite III, Level 3, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong, the notice of which is set out on pages 14 and 15 of this circular, and any adjournment of such meeting
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Mr. Wan Bing Hung, an Independent Third Party
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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# MILLENNIUM SENSE HOLDINGS LIMITED

## 千禧智慧控股有限公司\*

*(incorporated in Bermuda with limited liability)*

*Executive Directors:*

Mr. Derek WONG (*Chairman*)  
Mr. LAM Yat Keung  
Mr. LAM Pik Wah  
Mr. LAM Hung Kit

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. HO Chi Fai  
Mr. PAI Te Tsun

*Head office and*

*principal place of business:*  
Room 2610  
CCT Telecom Building  
11 Wo Shing Street  
Fotan, Shatin  
New Territories  
Hong Kong

26 March 2004

*To the Shareholders*

Dear Sir or Madam,

### **DISCLOSEABLE TRANSACTION AND PROPOSED CHANGE OF COMPANY NAME**

#### **INTRODUCTION**

On 15 March 2004, the Board announced that it had entered into the Agreements to acquire the entire issued share capital of Key Legend from the Vendor, at a total consideration of HK\$46.4 million on the terms and subject to conditions set out in the Agreements.

The consideration will be satisfied by an issue and allotment of 58 million new Shares by the Company to the Vendor or his wholly-owned company at HK\$0.80 per Consideration Share. The Consideration Shares represent approximately 29.7% and 22.9% of the existing and enlarged issued share capital of the Company, respectively. At HK\$0.80 per Consideration Share, being the closing price prior to suspension of trading in the Shares on 11 March 2004, the aggregate value of the Consideration Shares amounts to HK\$46.4 million. At the closing price of HK\$1.08 per Share as quoted on the Stock Exchange

\* *For identification only*

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## LETTER FROM THE BOARD

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on the Latest Practicable Date, the aggregate value of the Consideration Shares amounts to approximately HK\$62.6 million.

The Vendor has guaranteed and warranted to the Company that (i) the audited net profit after taxation for the year ending 31 December 2004 (the “Net Profit”) shall not be less than HK\$25 million (the “Guaranteed Profit”); and (ii) he will not sell, transfer or otherwise dispose of any of his direct or indirect interest in the Company in respect of the Consideration Shares within the following 12 months from the date of issue and allotment of the Consideration Shares (the “Lock Up”).

The Acquisition constitutes a discloseable transaction for the Company under the Listing Rules and the issue and allotment of the Consideration Shares requires, inter alia, approval of the Shareholders at the SGM and the Listing Committee of the Stock Exchange granting or agreeing to grant listing of, and permission to deal in, the Consideration Shares.

The Company will make an application to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares to be issued pursuant to the Agreements.

In order to reflect the recent change in control and management of the Company and the future business focus of the Group, the Directors also propose to change the English name of the Company to “Semtech International Holdings Limited” and adopt “先科國際集團有限公司” for the purpose of identification only, as the Chinese name of the Company.

The purpose of this circular are to provide the Shareholders with:

- (a) further information relating to the Acquisition; and
- (b) a notice of the SGM at which (i) an ordinary resolution will be proposed to approve the issue and allotment of the Consideration Shares; and (ii) a special resolution will be proposed to approve the change of the name of the Company.

### THE AGREEMENTS

**Date of the sale and purchase agreement:** 11 March 2004

**Date of the supplemental agreement:** 12 March 2004

#### Parties to the Agreements:

Purchaser: the Company

Vendor: Mr. Wan Bing Hung, an Independent Third Party and a businessman with over 20 years of experience in manufacturing business of electronic products in Hong Kong and the PRC. Key Legend was originally a potential supplier to the Group’s high-ends electronic components trading division but before it supplies any product to the Group, the Vendor and the Company entered into negotiations regarding the Acquisition. Upon completion of the Agreements, the Vendor or his wholly-owned company will become a substantial Shareholder.

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## LETTER FROM THE BOARD

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### **Interest being acquired**

Pursuant to the Agreements, the Company has conditionally agreed to acquire the entire issued share capital in Key Legend.

Upon completion of the Agreements, Key Legend will become a wholly-owned subsidiary of the Company.

### **Profit Guarantee**

The Vendor has guaranteed and warranted to the Company that the Net Profit shall not be less than the Guaranteed Profit being HK\$25 million. In the event that the actual Net Profit falls short of the Guaranteed Profit, the Vendor will pay the short fall to the Company as compensation, provided the total compensation shall not exceed HK\$25 million.

### **Consideration**

The total consideration for the Acquisition is HK\$46.4 million which will be fully satisfied by an issue and allotment of 58 million new Shares by the Company to the Vendor or his wholly-owned company, at HK\$0.80 per Consideration Share pursuant to the Agreements. The Consideration Shares represent approximately 29.7% and 22.9% of the existing and enlarged issued share capital of the Company, respectively.

Pursuant to the Agreements, the Vendor has agreed and undertaken to the Company that for a period of 12 months from the date of issue and allotment of the Consideration Shares, he will not sell, transfer or otherwise dispose of any of his direct or indirect interest in the Company in respect of the Consideration Shares.

The issue price of HK\$0.80 per Consideration Share represents:

- no discount or premium to the closing price of HK\$0.800 per Share as quoted on the Stock Exchange on 11 March 2004 (being the date of the sale and purchase agreement) before suspension of trading in the Shares;
- a premium of approximately 9.4% to the average closing price of approximately HK\$0.731 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including 11 March 2004 before suspension of trading in the Shares;
- a premium of approximately 19.2% to the average closing price of approximately HK\$0.671 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days up to and including 11 March 2004 before suspension of trading in the Shares;
- a discount of approximately 25.9% to the closing price of HK\$1.080 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

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## LETTER FROM THE BOARD

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- a discount of approximately 15.0% to the average closing price of HK\$0.941 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Latest Practicable Date; and
- a premium of approximately 65.6% over the net asset value per Share of approximately HK\$0.483 per Share as at 31 December 2003, being the date on which the latest financial statements of the Group are made, adjusted for the subsequent completed events before the date of this circular.

The price per Consideration Share was arrived at after arm's length negotiations on normal commercial terms between the parties, which had taking into account (i) Key Legend's unaudited net tangible asset value of approximately HK\$44.2 million as at 29 February 2004 (the "NTA"); (ii) the Guaranteed Profit; and (iii) the Lock Up.

The Consideration represents a premium of approximately 5.0% over the NTA. The Directors consider the terms of the Acquisition and the issue price of the Consideration Shares to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Consideration Shares will be issued under a special mandate, if so granted to the Directors by the Shareholders at the SGM and will, upon issue, rank pari passu in all respects with the existing Shares in issue, including the rights to receive all future dividend and distributions which may be declared, made or paid on after the date of completion of the Acquisition.

Under the Agreements, the Vendor is not given the right to appoint any person to the Board. However, the Vendor will, like all other Shareholders, have the right to nominate any person as he thinks fit to the Board subject to the Board's approval. Currently, the Vendor has no intention to nominate any person to the Board.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

The table below shows the shareholding structure of the Company immediately before and after completion of the Agreements.

	<b>As at the Latest Practicable Date and immediately before completion of the Agreements</b>		<b>Immediately after completion of the Agreements</b>	
	<i>No. of shares</i>	<i>Percentage</i>	<i>No. of shares</i>	<i>Percentage</i>
Smart Number	100,050,000	51.3%	100,050,000	39.6%
The Vendor or his wholly-owned company	0	0.0%	58,000,000	22.9%
Public	94,950,000	48.7%	94,950,000	37.5%
	<hr/>	<hr/>	<hr/>	<hr/>
Total	<u>195,000,000</u>	<u>100.0%</u>	<u>253,000,000</u>	<u>100.0%</u>

The Vendor or his wholly-owned company will become a substantial Shareholder upon completion of the Agreements. However, the Company has no current intention to appoint the Vendor as a Director.



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## LETTER FROM THE BOARD

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### Conditions and Completion

Completion of the Agreements is conditional upon, inter alia,

- (1) Shareholders' approval of the issue and allotment of the Consideration Share to the Vendor or his wholly-owned company, having been obtained at the SGM; and
- (2) the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Consideration Shares.

Completion shall take place on the date which is the first business day after the date on which all of the conditions under the Agreements are satisfied, or such other date as the parties agree in writing.

If all the conditions have not been satisfied on or before 31 May 2004 (or such other date as the Vendor and the Company may agree in writing) then the Agreements will lapse. Further announcement(s) will be made as and when appropriate in accordance with the Listing Rules.

### INFORMATION ON KEY LEGEND

Key Legend was incorporated on 10 June 2002 and commenced operation in January 2003. It is engaged in the manufacturing and distribution of high-ends electronic parts and components including stub lead, melf, mini-melf, micro-melf and other discrete components used for the production of sophisticated home appliances and electronic products including (i) audio-visual products such as plasma/LCD TVs, digital-cameras and DVD recorders; (ii) hand-held electronic devices such as PDAs and mobile phones; and (iii) computing devices such as wireless modems, laptops and mini-servers. Its production facilities are located in Dongguan, the PRC and its products are distributed to a number of reputable manufacturers of the abovementioned end-products and distributors located in the PRC, Korea, Japan, Taiwan, Malaysia, the North and South America and Europe.

The audited net profit after taxation of Key Legend for the period from 10 June 2002 (the date of its incorporation) to 31 December 2003 was approximately HK\$2.4 million and the unaudited net profit after taxation for the two months ended 29 February 2004 was approximately HK\$4.8 million.

The audited net tangible asset value of Key Legend was approximately HK\$2.4 million as at 31 December 2003. Following the capitalization of a shareholder's loan of approximately HK\$37.0 million by the Vendor prior to 29 February 2004, the unaudited net tangible asset value of Key Legend as at 29 February 2004 was approximately HK\$44.2 million.

Under the Agreements, the Vendor, being the sole director of Key Legend, will remain in the board for a period of two years from the date of completion of the Agreements in order to maintain the operation of Key Legend and the Company is entitled to the rights to appoint any person as it thinks fit to the board of Key Legend to strengthen its management. However, the Company has not decided who will be appointed to the board of Key Legend at this stage. The Directors, Mr. Derek Wong who has over 10 years of experience in managing watch and electronic related manufacturing business and Mr. Lam Yat Keung who has over 25 years of experience in the consumer products and electronic components sectors, are expected to be responsible for overseeing the operation and development of Key Legend.

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## LETTER FROM THE BOARD

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### REASONS FOR THE ACQUISITION

As stated in the interim report of the Group for the six months ended 31 December 2003, the principal business activities of the Group include (i) engaging in the design, manufacture and trading of a wide range of cigarette lighters and lighter-related accessories; (ii) trading of high-ends electronics components (which was commenced by the Group on its own by end of 2003); and (iii) seeking investments in a broader range of sectors in order to reduce its reliance on the lighter industry. The Directors believe that Key Legend has a solid business with an established production base, research capability in product technology and sales and marketing network in the high-ends electronic components sector.

Meanwhile, as the products produced by Key Legend are complementary to the existing high-ends product range being traded by the Group, the Directors believe that the Acquisition represents a unique investment opportunity for the Group which could fit into the long-term development strategy of the Group in this sector and enhance the profitability of the Group significantly.

### FUTURE INTENTION OF THE COMPANY

The Directors confirm that the Company has no intention of disposing of its existing lighter-related business or acquiring any new business from its existing substantial Shareholder or the Vendor (being a possible substantial Shareholder should the Agreements be completed) within the next twelve months.

As disclosed in the offer document of the Company to the Shareholders dated 12 December 2003, in light of the intense competition in the lighter-related industry, the Company intends to seek investments in a broader range of sectors in order to enhance its profitability and increase Shareholders' value. The Directors are of the view that such business strategy merely aims to expand the Group's business scope rather than changing its principal business activities.

### PROPOSED CHANGE OF COMPANY NAME

#### Proposed change of the Company name

The Directors expect that the trading business of electronic components and the business of Key Legend (given the Guaranteed Profit) will provide positive contributions to the Group in the foreseeable future. To reflect the recent change in control and management of the Company and the future business focus of the Group, the Directors propose to change the English name of the Company to "Semtech International Holdings Limited" and adopt "先科國際集團有限公司", for the purpose of identification only, as the Chinese name of the Company.

#### Conditions

The proposed change of the name of the Company will be subject to, inter alia:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the change of the name of the Company; and
- (ii) the Registrar of Companies in Bermuda granting approval for the change of Company name.

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## LETTER FROM THE BOARD

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### Effects of the change of the Company name

The effective date of the change of Company name will be the date on which the new name is entered by the Registrar of Companies in Bermuda on the register in place of the existing name. The change of name of the Company will not affect any of the rights of any Shareholders. All existing share certificates in issue bearing the present name of the Company will, after the change of name, continue to be evidence of title to the shares of the Company and will be valid for trading, settlement and delivery for the same number of shares in the new name of the Company. The size of the board lot for trading in the Shares will remain unchanged after the change of the name of the Company becomes effective. However, free arrangements for exchange of existing share certificates will be offered to the Shareholders who wish to change their share certificates. A further announcement will be made on the trading arrangement of the securities of the Company in its new name when the change of Company name has become effective upon receipt of the “Certificate of Incorporation on Change of Name” issued by the Registrar of Companies in Bermuda.

### SPECIAL GENERAL MEETING

The SGM will be held on Tuesday, 20 April 2004 at 9:30 a.m. in the Derby Suite III, Level 3, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong for the purpose of considering, and if thought fit, approving the Acquisition. No Shareholders will abstain from voting. A notice of the SGM is set out on pages 14 and 15 of this circular.

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy and return the same to the Company’s branch share registrar in Hong Kong, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM (or at any adjournment thereof) should the Shareholders so wish.

### RECOMMENDATIONS

The Board considers that the terms of the Acquisition are fair and reasonable and, together with the proposed change of the name of the Company to “Semtech International Holdings Limited” (and “先科國際集團有限公司” in Chinese for the purpose of identification only), are in the best of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution and the special resolution as set out in the notice of the SGM. However, it should be noted that these two resolutions are not interconditional upon each other.

By order of the Board  
**Millennium Sense Holdings Limited**  
**Mr. Derek Wong**  
*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 Group. 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. SHARE CAPITAL OF THE COMPANY

The authorised and issued share capital of the Company as at the Latest Practicable Date and on completion of the Agreements were and will be as follows:

### (a) Shares

<i>Authorised</i>	<i>HK\$</i>
800,000,000 Shares	80,000,000.00
 <i>Issued and to be issued, fully paid or credited as fully paid</i>	
195,000,000 Shares in issue as at the Latest Practicable Date	19,500,000.00
58,000,000 Consideration Shares to be issued upon completion of the Agreements	5,800,000.00
253,000,000 Shares	25,300,000.00

The Consideration Shares, when issued and allotted, will rank equally in all respects among themselves and with the Shares in issue on the date of issue and allotment of the Consideration Shares, including but not limited to the right to receive all dividends, distributions or entitlements declared, paid or made in respect of the Shares, the record date for which shall fall on or after the date of issue and allotment of the Consideration Shares.

### 3. DISCLOSURE OF INTERESTS

#### (a) Director's interests

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

Name of Director	Company/associated corporation	Capacity	Number of Shares	Approximate percentage of Shareholdings
Derek Wong	Company	corporate	100,050,000	51.31%
Lam Pik Wah	Company	corporate	100,050,000	51.31%
Lam Hung Kit	Company	corporate	100,050,000	51.31%

*Note:* These Shares held by Smart Number Investments Limited which is beneficially owned as to 40% by Mr. Derek Wong, as to 40% by Ms. Lam Pik Wah and as to 20% by Mr. Lam Hung Kit.

As at the Latest Practicable Date:

- (i) saved as disclosed above, none of the Directors or the chief executives of the Company had any interest in the equity or debt securities of the Company or any associated corporations (within the meaning of Part XV of the SFO) which is required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or which is required pursuant to section 352 of the SFO to be entered in the register referred to therein; or any interest in warrants to subscribe for shares of the Company or any associated corporations (as so defined) which was required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies;
- (ii) none of the Directors has any direct or indirect interest in any assets acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2003 (being the date to which the latest published audited accounts of the Group were made up); and
- (iii) none of the Director is materially interested in any contract or arrangement entered into by the Company or any its subsidiaries which is subsisting at the date of this circular and which is significant in relation to the business of the Group.

**(b) Substantial Shareholders' interest**

As at the Latest Practicable Date, so far as is known to the Directors, the following parties (other than the Directors), had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO 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 member of the Group:

<b>Name</b>	<b>Number of ordinary Shares</b>	<b>Approximate Percentage</b>
Smart Number Investments Limited	100,050,000	51.31%

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors or the chief executives of the Company) who had an interest or short position in the Shares or underlying Share (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was 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 member of the Group or any options in respect of such capital.

**DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensations (other than statutory compensation)).

**LITIGATION**

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or arbitration of material importance and there is no litigation, arbitration or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

**MISCELLANEOUS**

- (a) The registered office of the Company is situated at Clarendon House, Church Street, Hamilton HM11, Bermuda.
- (b) The head office and principal place of business of the Company is at Room 2610, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong.
- (c) The Hong Kong branch share registrars and transfer office of the Company is Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.

- (d) The secretary of the Company is Ms. Yu Miu Yee, Iris who is a qualified accountant in Hong Kong.
- (e) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

**DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for inspection during normal business hours at the principal business of the Company at Room 2610, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong from the date of this circular up to and including the date of the SGM:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the Agreements; and
- (c) this circular.

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## NOTICE OF SPECIAL GENERAL MEETING

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### MILLENNIUM SENSE HOLDINGS LIMITED

### 千禧智慧控股有限公司\*

*(incorporated in Bermuda with limited liability)*

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Millennium Sense Holdings Limited (the “Company”) will be held on Tuesday, 20 April 2004 at 9:30 a.m. in the Derby Suite III, Level 3, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

“**THAT** the conditional agreement dated 11 March 2004 and entered into between the Company and Mr. Wan Bing Hung (the “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) and the agreement dated 12 March 2004 supplemental thereto (the “Supplemental 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), details of which are set out in the circular to the shareholders of the Company dated 26 March, 2004 and all transactions contemplated by the Agreement (as amended by the Supplemental Agreement) including but not limited to the purchase by the Company of the entire issued share capital in Key Legend Limited at a consideration of HK\$46,400,000 to be satisfied by the Company by the issue and allotment of 58,000,000 new ordinary shares of HK\$0.10 each in the capital of the Company (the “Share”) at an issue price of HK\$0.80 per Share (the “Consideration Shares”), which Shares to rank *pari passu* in all respects with the existing issued Shares, including the right to receive all dividends and distribution declared, paid or made after completion of the Agreement (as amended by the Supplemental Agreement) pursuant to the terms thereof, to Mr. Wan Bing Hung or his wholly-owned company, be and are hereby approved, confirmed and ratified, 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 Agreement (as amended by the Supplemental Agreement) and to make and agree on such variations of a non-material nature in the terms of the Agreement (as amended by the Supplemental Agreement) as the director may at his absolute discretion consider to be desirable and in the interests of the Company”.

\* *For identification only*



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## NOTICE OF SPECIAL GENERAL MEETING

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### SPECIAL RESOLUTION

“**THAT** the name of the Company be changed from “Millennium Sense Holdings Limited” (and “千禧智慧控股有限公司” in Chinese for the purpose of identification only) to “Semtech International Holdings Limited” (and “先科國際集團有限公司” in Chinese for the purpose of identification only) and the board of directors of the Company be and is hereby authorised to take all necessary action to implement such change of name.”

By order of the Board  
**Millennium Sense Holdings Limited**  
**Mr. Derek Wong**  
*Chairman*

Hong Kong, 26 March 2004

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be returned to the Company’s branch share registrar, Tengis Limited, at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instruction appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.