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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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in HyComm Wireless Limited, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or another agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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***HyComm***  
**HYCOMM WIRELESS LIMITED**  
**華脈無線通信有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 0499)**

**DISCLOSEABLE TRANSACTION INVOLVING  
ACQUISITION OF APPROXIMATELY 5.8% ISSUED SHARES IN  
TOMORROW INTERNATIONAL HOLDINGS LIMITED**

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A letter from the board of directors of Hycomm Wireless Limited is set out on pages 4 to 11 of this circular.

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## DEFINITIONS

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*In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:*

“Announcement”	the announcement of the Company dated 17 March 2008
“associates”	has the meaning given to that term in the Listing Rules
“Board”	the board of Directors
“Company”	Hycomm Wireless Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Subscription pursuant to the Subscription Agreement which took place on 31 March 2008
“connected person(s)”	has the meaning given to that term in the Listing Rules
“Consideration Shares”	130,386,800 TIHL Shares owned by Winspark to be valued at a price of HK\$0.4525 each, representing approximately 5.8% of the existing issued share capital of TIHL
“Convertible Notes”	5% secured convertible notes due 2011 issued by the Company in a principal amount of HK\$240,000,000 as disclosed in the announcement of the Company dated 15 October 2007
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting held on 31 August 2007, among other things, to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the annual general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	person who himself is, and (in the case of corporate entity) its ultimate beneficial owners are, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, third parties who are not connected persons of the company and are independent of the Company and its subsidiaries, their directors, chief executives and substantial shareholders or their respective associates (as that term is defined in the Listing Rules)

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## DEFINITIONS

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“Last Trading Date”	11 March 2008, being the last trading day for the Shares before the date of the Subscription Agreement
“Latest Practicable Date”	2 April 2008, being the latest practicable date prior to the printing of this circular for ascertain certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chan”	Mr. Chan Yuen Ming, a legal and beneficial owner of the Subscriber and Winspark Venture Limited
“Share(s)”	ordinary share(s) of HK\$0.10 par value in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	the subscriber subscribing for the Subscription Shares pursuant to the Subscription Agreement, namely, Regal Power Investments Limited, which is wholly and beneficially owned by Mr. Chan
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
“Subscription Agreement”	the conditional share subscription agreement dated 12 March 2008 entered into between the Company and the Subscriber in relation to the subscription of Subscription Shares
“Subscription Price”	HK\$0.10 per Subscription Share
“Subscription Shares”	an aggregate of 590,000,000 new Shares to be allotted and issued pursuant to the Subscription Agreement
“TIHL”	Tomorrow International 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 (stock code: 760)
“TIHL Shares”	shares of HK\$0.004 each in the issued share capital of TIHL

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## DEFINITIONS

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“Winspark”	Winspark Venture Limited, a company wholly and beneficially owned by Mr. Chan
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**HYCOMM WIRELESS LIMITED**

**華脈無線通信有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 0499)**

*Executive Directors*

Mr. Lai Yiu Keung  
Mr. Liu Shun Chuen  
Mr. Wan Tak Wing, Peter  
Mr. Yeung Sau Chung

*Registered office*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors*

Ms. Tam Chi Ling, Elaine  
Mr. Wu Wang Li  
Mr. Ng Wai Hung

*Head office and principal place  
of business in Hong Kong*

2nd Floor, Hillier Building  
273–277 Queen's Road Central  
and 33 Hillier Street  
Hong Kong

7 April 2008

*To the Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION INVOLVING  
ACQUISITION OF APPROXIMATELY 5.8% ISSUED SHARES IN  
TOMORROW INTERNATIONAL HOLDINGS LIMITED**

**INTRODUCTION**

On 17 March 2008, the Board announced that the Company entered into the Subscription Agreement with the Subscriber on 12 March 2008 (after trading hours) pursuant to which, among other things, the Company conditionally agreed to allot and issue an aggregate of 590,000,000 Shares at an issue price of HK\$0.10 each. The Subscription Price will be satisfied by the Subscriber procuring to transfer 130,386,800 Consideration Shares at a price of approximately HK\$0.4525 each to the Company.

The Subscription is conditional upon: (a) the approval of the listing of, and permission to deal in, the Subscription Shares being granted by the Listing Committee of the Stock Exchange; and (b) the warranties contained in the Agreement remaining true and accurate and not misleading in all material aspects and at all times between the date of the Agreement and the date of Completion.

\* for identification purpose only

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## LETTER FROM THE BOARD

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The Subscription Shares represent (i) approximately 16.52% of the existing issued share capital of the Company of 3,570,639,015 Shares; and (ii) approximately 14.18% of the Company's issued share capital of 4,160,639,015 Shares as enlarged by the Subscription. The Subscription Shares will be allotted and issued under the General Mandate granted to the Board at the annual general meeting of the Company held on 31 August 2007.

The acquisition of the Consideration Shares constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

The purpose of this circular is to provide you with, among other things, details of the Subscription Agreement.

### THE SUBSCRIPTION AGREEMENT

Date: 12 March 2008 (after trading hours)

Issuer: The Company

Subscriber: Regal Power Investments Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Chan. The Subscriber is principally engaged in investment holding.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Subscriber and its ultimate beneficial owner is an Independent Third Party. Mr. Chan is a holder of the Convertible Notes in the principal amount of HK\$50,000,000 which entitles him to convert into 500,000,000 Shares, representing approximately 14% of the entire issued share capital of the Company as at the date of the Announcement and approximately 12% as at the Latest Practicable Date. Mr. Chan has never exercised any of his conversion rights attaching to the Convertible Notes and as such, he is neither a substantial Shareholder nor a connected person of the Company as defined under the Listing Rules. Save as disclosed above, neither the Subscriber nor its ultimate beneficial owner holds any Shares or securities in the Company. There was no prior transaction or business relationship between the Company and the Subscriber or its ultimate beneficial owner.

### Number of new Shares to be subscribed:

An aggregate of 590,000,000 new Shares representing (i) approximately 16.52% of the existing issued share capital of the Company of 3,570,639,015 Shares; and (ii) approximately 14.18% of the Company's issued share capital of 4,160,639,015 Shares as enlarged by the Subscription.

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## LETTER FROM THE BOARD

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The Subscription Shares will be allotted and issued under the General Mandate granted to the Board at the annual general meeting of the Company held on 31 August 2007. The General Mandate entitles the Company to allot and issue Shares with nominal amount of not more than 20% of the aggregate nominal amount of the Shares in issue as at 31 August 2007, which amounts to 660,127,803 new Shares. As at the Latest Practicable Date, other than the Subscription Shares, no Shares had been issued pursuant to the General Mandate.

### **Subscription Price:**

HK\$0.10 per Subscription Share represents:

- (i) a premium of 53.85% to the closing price of HK\$0.065 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 48.37% to the average closing price per Share of HK\$0.0674 in the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a premium of approximately 40.06% to the average closing price per Share of HK\$0.0714 in the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a premium of 56.25% to the closing price of HK\$0.064 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The aggregate nominal value of the Subscription Shares is HK\$59,000,000.

The Subscription Price will be satisfied by the Subscriber procuring to transfer 130,386,800 Consideration Shares at a price of HK\$0.4525 each to the Company for nil consideration.

The terms of the Subscription Agreement were arrived at after arm's length negotiations between the Company and the Subscriber and with reference to the prevailing market price of the Shares. The Board considers that the terms of the Subscription Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Ranking of Subscription Shares:**

The Subscription Shares, when allotted and issued, will rank *pari passu* in all respects with the existing issued Shares, including the right to receive all dividends, bonuses or distributions declared or proposed to be declared or paid by the Company as from the date of such allotment and issue of the Subscription Shares.

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## LETTER FROM THE BOARD

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### Consideration Shares

130,386,800 TIHL Shares owned by Winspark, a company wholly and beneficially owned by Mr. Chan, to be valued at a price of HK\$0.4525 each, representing approximately 5.8% of the existing issued share capital of TIHL.

HK\$0.4525 per Consideration Share represents:

- (i) a premium of 45.96% to the closing price of HK\$0.31 per Consideration Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 48.36% to the average closing price per Consideration Share of HK\$0.305 in the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a premium of approximately 44.34% to the average closing price per Consideration Share of HK\$0.3135 in the last ten consecutive trading days up to and including the Last Trading Day; and
- (iv) a premium of 67.59% to the closing price of HK\$0.27 per Consideration Share as quoted on the Stock Exchange on the Latest Practicable Date.

The aggregate value of the Consideration Shares is HK\$59,000,027.

The amount and value of the Consideration Shares are agreed upon by the parties after arm's length negotiation between the Company and the Subscriber by reference to (a) the market value of TIHL Shares in the last five consecutive trading days up to and including the Last Trading Day of HK\$0.305 each; (b) a premium of approximately 48.36% which is the same as a premium of approximately 48.36% of HK\$0.10 per Subscription Share to the average closing price of the Subscription Shares of HK\$0.0674 each in the last five consecutive trading days up to and including the Last Trading Day; and (c) the value of the Consideration Shares based on the net asset value of the Company as at 30 June 2007 being approximately HK\$0.4523 each.

Given that the Company can only issue Subscription Shares at par value despite the market price of Subscription Shares is below par value of HK\$0.10 each, the Company adopts a premium of approximately 48.36%, representing the average closing price per each Subscription Share and Consideration Share in the last five consecutive trading days up to and including the Last Trading Day, in calculating the Consideration Share. The Directors have also taken into account of the recent decrease in market price of TIHL and the financial losses of TIHL for the year ended 30 June 2007. However, the Directors are of the view that the value of the Consideration Shares under the Subscription shall be determined principally by reference to the market value of TIHL and a premium of approximately 48.36% as the Company is in fact exchanging the Subscription Shares for the Consideration Shares.

Based on the above, the Directors are of the view that price of the Consideration Shares is fair and reasonable and is in the interest of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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Set out below is a summary of the audited financial results and asset value of TIHL for each of the three years ended 31 December 2004, 2005 and 2006 and the unaudited financial results and net asset value of TIHL for the six months ended 30 June 2007 as extracted from the annual and interim reports of TIHL for the relevant financial years.

	Year ended 31 December			Six months ended
	2004	2005	2006	30 June 2007
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	691,136	553,871	514,396	222,848
Profit/(loss) before taxation	23,389	(3,008)	(16,444)	(4,244)
Profit/(loss) attributable to equity holder	28,695	4,779	(16,225)	(3,632)
Net assets	<u>760,787</u>	<u>796,196</u>	<u>954,673</u>	<u>1,016,602</u>

As at the Latest Practicable Date, the Company has no plan of selling the Consideration Shares and acquiring further TIHL Shares.

The Consideration Shares will be accounted for as financial assets in the accounts of the Company.

### Conditions of the Subscription Agreement:

Completion of the Subscription Agreement is conditional upon:

- (a) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares; and
- (b) the warranties contained in the Agreement remaining true and accurate and not misleading in all material aspects and at all times between the date of the Agreement and the date of Completion.

If any of the above conditions referred to above is not fulfilled by 31 March 2008 (or such other time and date as may be agreed by the Company and the Subscriber), all rights, obligations and liabilities of the parties under the Subscription Agreement shall cease and determine and neither party shall have any claim against the other, save for any antecedent breaches of the Subscription Agreement.

As at the Latest Practicable Date, all of the above conditions have been fulfilled.

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## LETTER FROM THE BOARD

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### Completion:

On 27 March 2008, the Company obtained the listing approval from the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

Completion took place on 31 March 2008 after satisfaction of the conditions set out above. No director was appointed to the Company under the Subscription Agreement and the Subscription will not result in a change of control of the Board.

Upon Completion, the Company will own an aggregate of 140,386,800 TIHL Shares as the Company already owns 10,000,000 TIHL Shares prior to the date of the Subscription Agreement.

### REASONS FOR THE SUBSCRIPTION

The Subscription will provide the Company with an opportunity to invite a strategic investor to the Company, which will create a synergy effect in exploring other business activities and potential investment opportunities as the Company may benefit from Mr. Chan's 20 years of experience and extensive business network in property and strategic investments and loan financing which are valuable for the Company in expanding its business and/or seeking potential investment opportunities in the future. Mr. Chan has been a substantial shareholder of TIHL for nearly 8 years. The Company approached Mr. Chan on this Subscription as Mr. Chan is one of the holders of the Convertible Notes. Having considered the fact that the acquisition of the Consideration Shares will provide the Company with an opportunity to introduce Mr. Chan as a strategic investor and at the same time will enable the Company to acquire an asset, the Directors consider that using the Consideration Shares as a consideration for the Subscription Shares instead of cash settlement is fair and reasonable. Based on the above, the Directors are of the view that the Subscription is in the interest of the Group and the terms and conditions of the Subscription are in normal commercial terms, which are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

### Fund raising activities in the past twelve months

Save as disclosed below, the Company has not conducted any fund raising activities in the past twelve months before the Latest Practicable Date:

Date of announcement	Event	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds
3 August 2007	Placing of 320,000,000 Shares	HK\$39,513,600	Acquisition of the right to operate the rural land as disclosed in the Company's announcement dated 3 August 2007	Acquisition of the right to operate the rural land as disclosed in the Company's announcement dated 3 August 2007
15 October 2007	Placing of 5% Secured Convertible Notes Due 2011	HK\$146,000,000	For general working capital	The net proceeds have been deposited into the savings account of the Company to be reserved for general working capital of the Group.

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## LETTER FROM THE BOARD

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### Effects on shareholding structure

The changes of the shareholding structure of the Company immediately before and after Completion are set out below:

	As at the date of the Announcement		Upon completion of the Subscription (no conversion rights attaching to the Convertible Notes are exercised)	
	No. of Shares	%	No. of Shares	%
Mr. Lai Yiu Keung ( <i>Note 1</i> )	391,700,000	10.97	391,700,000	9.41
The Subscriber ( <i>Note 2</i> )	–	–	590,000,000	14.18
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Sub-total</b>	<b><u>391,700,000</u></b>	<b><u>10.97</u></b>	<b><u>981,700,000</u></b>	<b><u>23.59</u></b>
Public Shareholders	<u>3,178,939,015</u>	<u>89.03</u>	<u>3,178,939,015</u>	<u>76.41</u>
<b>Total:</b>	<b><u>3,570,639,015</u></b>	<b><u>100.00</u></b>	<b><u>4,160,639,015</u></b>	<b><u>100.00</u></b>

Notes:–

1. Mr. Lai Yiu Keung is the chairman and an executive director of the Company.
2. The Subscriber is wholly and beneficially owned by Mr. Chan.

### FINANCIAL EFFECT OF ACQUISITION OF CONSIDERATION SHARES

The Directors expect that upon Completion, the total assets of the Group will increase and the total liabilities of the Group would remain unchanged. The acquisition of Consideration Shares will have no material effect on the earnings of the Company.

### INFORMATION ON THE COMPANY

The Company is principally engaged in the business of property investment and development, short message services and trading of communication products.

### INFORMATION ON TIHL

TIHL is a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 760). TIHL is principally engaged in design, development, manufacture and sale of electronic products, the manufacture and sale of printed circuit boards, the trading and distribution of electronic components and parts, the trading of listed equity investments and the provision of loan financing.

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## LETTER FROM THE BOARD

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### IMPLICATIONS UNDER THE LISTING RULES

The acquisition of the Consideration Shares constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

### ADDITIONAL INFORMATION

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

By order of the Board  
**HyComm Wireless Limited**  
**Lai Yiu Keung**  
*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, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in this circular misleading.

## 2. SHARE CAPITAL

Before and after Completion, the authorised share capital of the Company is HK\$2,000,000,000 divided by 20,000,000,000 Shares.

Prior to Completion, the issued share capital of the Company amounted to HK\$357,063,901.50, comprising 3,570,639,015 Shares.

Immediately following Completion, 590,000,000 new Shares have been issued and allotted to the Subscriber and the issued share capital of the Company becomes HK\$416,063,901.50 divided by 4,160,639,015 Shares.

## 3. DIRECTORS' INTERESTS IN SECURITIES

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in shares, underlying shares and debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which (a) were required 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); (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), to be notified to the Company and the Stock Exchange, was as follows:

Name of Director	Personal interests	Corporate interests	Total number of Shares held	Approximate percentage over all issued Shares
Mr. Lai Yiu Keung	151,000,000	240,700,000	391,700,000	9.41%
		<i>(Note)</i>		

*Note:* 210,700,000 shares are registered in the name of United Man's Limited, a company incorporated in the British Virgin Islands and the remaining 30,000,000 shares are registered in the name of Justgood Limited, a company incorporated in the British Virgin Islands. The entire issued share capital of these two companies is beneficially owned by Mr. Lai Yiu Keung.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions, if any, which they were taken or deemed to have under such provisions of the SFO); (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to in such provisions of the SFO; or (iii) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

#### 4. SUBSTANTIAL SHAREHOLDERS' INTERESTS

So far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed under provisions of Division 2 and 3 of Part XV of the SFO, or who, as at the Latest Practicable Date, was directly and indirectly interested in ten per cent. 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 the Group.

##### *Interest in Underlying Shares*

Pursuant to the placing agreement dated 10 October 2007 and entered into between the Company and Hani Securities (H.K.) Limited in relation to placing of 5% HK\$240,000,000 secured Convertible Notes I due 2011 as disclosed in the announcement of the Company dated 15 October 2007, the Company issued convertible notes in the aggregate principal amount of HK\$150,000,000 (the "Convertible Notes") at a conversion price of HK\$0.10 per conversion Shares (subject to adjustments). The underlying interests in Shares attaching to the Convertible Notes and upon completion of the Subscription are as follows:

Name	Capacity	Number of Underlying Shares held	Approximate % of interest held assuming full conversion of Shares under Convertible Notes
Regal Power Investments Limited ( <i>Note 3</i> )	Beneficial Owner	590,000,000	10.42
Billion Gain Development Limited ( <i>Note 1</i> )	Beneficial Owner	500,000,000	8.83

Name	Capacity	Number of Underlying Shares held	Approximate % of interest held assuming full conversion of Shares under Convertible Notes
Chan Yuen Ming ( <i>Note 3</i> )	Beneficial Owner/ Interest of Controlled Corporation	1,090,000,000	19.25
Joy Glory Limited ( <i>Note 2</i> )	Beneficial Owner	340,000,000	6.00
Lau Chi Yuen, Joseph ( <i>Note 2</i> )	Beneficial Owner/ Interest of Controlled Corporation	500,000,000	8.83
Beh Yong Shin ( <i>Note 1</i> )	Interest of Controlled Corporation	500,000,000	8.83

*Note:*

1. Billion Gain Development Limited is wholly and beneficially owned by Miss Beh Yong Shin, who is also a director of Billion Gain Development Limited.
2. Joy Glory Limited is wholly and beneficially owned by Mr. Lau Chi Yuen, Joseph, who is also a director of Joy Glory Limited.
3. Regal Power Investments Limited is wholly and beneficially owned by Mr. Chan Yuen Ming. Mr. Chan is also a holder of the Convertible Notes in a principal amount of HK\$50,000,000 which entitles him to convert into 500,000,000 new Share. Mr. Chan is also a director of Regal Power Investments Limited.

Save as disclosed above, so far as is known to the Directors or chief executive of the Company, the Company had not been notified of any other interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed under provisions of Division 2 and 3 of Part XV of the SFO, or any persons (other than the Directors and chief executive of the Company) who, as at the Latest Practicable Date, was directly and indirectly interested in ten per cent. 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 the Group.

## 5. SERVICE CONTRACT

As the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation (other than statutory compensation).

**6. DIRECTORS' INTERESTS IN COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors and their respective associates was considered to have interests in businesses apart from the Group's businesses which compete, or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules.

**7. LITIGATION**

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

**8. MISCELLANEOUS**

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the head office and principal place of business in Hong Kong is at 2nd Floor, Hillier Building, 273–277 Queen's Road Central and 33 Hillier Street, Hong Kong.
- (b) The qualified accountant and the secretary of the Company is Mr. Chu Yin Sum, who is a member of The Hong Kong Institute of Certified Public Accountants.
- (c) The principal share registrar and transfer office is Bank of Bermuda Limited, Bank of Bermuda Building, 6 Front Street, Hamilton HM 11, Bermuda.
- (d) The Hong Kong branch share registrar of the Company is Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.
- (e) The English text of this circular shall prevail over the Chinese text.