
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about 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 transferred all your shares in Computime Group Limited, you should at once hand this circular, together with the enclosed form of proxy, 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.

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.



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

**PROPOSED RE-ELECTION OF DIRECTORS,
GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Computime Group Limited to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 7 September 2007 at 10:00 a.m. is set out on pages 19 to 23 of this circular.

If you are not able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrars of the Company in Hong Kong, Computishare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 7 September 2007 at 10:00 a.m., to consider and, if appropriate, approve the resolutions contained in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 19 to 23 of this circular
“Articles”	the articles of association adopted by the Company on 15 September 2006
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Computime Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in the ordinary resolution numbered 5 of the AGM Notice
“Latest Practicable Date”	25 July 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 6 of the AGM Notice

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

Executive Directors:

Mr. Auyang Ho (Chairman)
Mr. Auyang Pak Hong, Bernard
(Chief Executive Officer)
Ms. Choi Po Yee, Alice

Non-executive Directors:

Mr. Wong Ying Ho, Kennedy
Mr. Kam Chi Chiu, Anthony
Mr. Patel, Arvind Amratlal

Independent non-executive Directors:

Mr. Luk Koon Hoo
Mr. Siewert, Patrick Thomas
Mr. Feniger, Steven Julien

Registered office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

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

17th Floor, Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong

30 July 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the AGM for the Shareholders' consideration and, where appropriate, approval:

* For identification purposes only

LETTER FROM THE BOARD

- (a) re-election of Directors;
- (b) granting of the General Mandates; and
- (c) amendment to the Articles.

A letter from the Board is set out on pages 3 to 15 of this circular. The AGM Notice is set out on pages 19 to 23 of this circular.

2. PROPOSED RE-ELECTION OF DIRECTORS

At the AGM, all the Directors, namely Mr. Auyang Ho, Mr. Auyang Pak Hong, Bernard, Ms. Choi Po Yee, Alice, Mr. Wong Ying Ho, Kennedy, Mr. Kam Chi Chiu, Anthony, Mr. Patel, Arvind Amratlal, Mr. Luk Koon Hoo, Mr. Siewert, Patrick Thomas and Mr. Feniger, Steven Julien will retire from office in accordance with Article 86 of the Articles and, being eligible, will offer themselves for re-election. Pursuant to Rule 13.74 of the Listing Rules, the details of the aforesaid Directors required under Rule 13.51(2) of the Listing Rules are set out below.

2.1 Mr. Auyang Ho, aged 75

Mr. Auyang is an executive Director, the Chairman of the Board and the Chairman of the Remuneration Committee of the Company. Mr. Auyang is also a director of certain subsidiaries of the Company. Other than the aforesaid, Mr. Auyang does not hold any positions with the Company or any members of the Group. He is the father of Mr. Auyang Pak Hong, Bernard, the Company's current Chief Executive Officer. He co-founded the Group in 1974 and was the Chief Executive Officer until 2003. Mr. Auyang graduated from the South China Institute of Technology (now known as the South China University of Technology), where he studied structural engineering. Mr. Auyang has more than 30 years of experience in manufacturing operations, product management and development in the electronics industry. Prior to founding the Group, Mr. Auyang has been an engineer in the China Ministry of Railways. During the period from April 1965 to January 1973, he worked in the group of The Hong Kong Chiap Hua Manufactory Company (1947) Limited (now known as "Chiaphua Limited") (this group is hereinafter referred to as "Chiap Hua Group"). He had served as an Assistant Plant Manager of the extrusion plant for The Hong Kong Chiap Hua Manufactory Company (1947) Limited from April 1965 to December 1970. From January to September 1970, he acted as a Project Manager for International Containers Limited (a company formed by Chiap Hua Group and another party and has now been dissolved) and was responsible for supervising and co-ordinating the setting-up of a new manufacturing plant and all the facilities. In September 1970, he was formally promoted as the Plant Manager of International Containers Limited and held the position until he left Chiap Hua Group in January 1973. He then formed the Group and under his leadership, the Group received the Chinese Manufacturers' Association of Hong Kong New Product Award in 1976. Mr. Auyang has been instrumental in spearheading the Group's expansion and has secured many key customers since 1980 up to 2003. He currently acts as an advisor to the Company's Chief Executive Officer, Chief Operating Officer and senior management and provides guidance on management issues. Save as disclosed above, Mr. Auyang did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

LETTER FROM THE BOARD

Mr. Auyang has entered into a service agreement with the Company commencing from 9 October 2006 for a period of three years until terminated by either party with not less than three months' notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under the service agreement, Mr. Auyang is entitled to receive a fixed salary of HK\$1,430,000 per annum payable in 13 equal monthly instalments and a discretionary year-end bonus as determined by the Board provided that the total amount of bonuses payable to all the executive Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profit after taxation but before extraordinary items of the Group of the same financial year. Apart from the aforesaid, Mr. Auyang is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Auyang are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Auyang was deemed to be interested in 352,500,000 Shares, representing approximately 42.46% of the issued share capital of the Company, pursuant to Part XV of the SFO. Such 352,500,000 Shares were held by Solar Power Group Limited, a corporation owned as to 67.66% by Mr. Auyang Ho and 32.34% by Mr. Auyang Pak Hong, Bernard. Save as disclosed above, Mr. Auyang did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Except as disclosed above, Mr. Auyang does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

2.2 Mr. Auyang Pak Hong, Bernard, aged 39

Mr. Auyang is an executive Director, the Chief Executive Officer, the Chairman of the Nomination Committee and a member of the Technology Advisory Committee of the Company. Mr. Auyang is also a director of certain subsidiaries of the Company. Other than the aforesaid, Mr. Auyang does not hold any positions with the Company or any members of the Group. He is a son of Mr. Auyang Ho, the Chairman of the Company. Mr. Auyang is responsible for developing and implementing the Group's strategic objectives and business plans. Mr. Auyang obtained a degree of Bachelor of Arts magna cum laude in East Asian Studies and Economics from Harvard University in 1991. Upon his graduation, Mr. Auyang joined the Group and gained the requisite experience for his present role. Mr. Auyang was a recipient of the Hong Kong Young Industrialist Award in 1999 and was named the Hong Kong Young Industrial Ambassador in 2003. Apart from his business interests, Mr. Auyang is also an active member of the community, holding posts including chapter chair of the Young Presidents' Organization, vice chairman of the Hong Kong America Center, vice chairman of St. Paul's Co-Educational College Landmark Fundraising Campaign, trust member of the Outward Bound School and member of the Young Industrialist Council. Save as disclosed above, Mr. Auyang did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

LETTER FROM THE BOARD

Mr. Auyang has entered into a service agreement with the Company commencing from 9 October 2006 for a period of three years until terminated by either party with not less than three months' notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under the service agreement, Mr. Auyang is entitled to receive a fixed salary of HK\$2,665,000 per annum payable in 13 equal monthly instalments and a discretionary year-end bonus as determined by the Board provided that the total amount of bonuses payable to all the executive Directors in respect of any financial year shall not exceed 10% of the audited consolidated net profit after taxation but before extraordinary items of the Group of the same financial year. Apart from the aforesaid, Mr. Auyang is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Auyang are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr Auyang owned 32.34% shareholding interest in Solar Power Group Limited, the controlling shareholder of the Company. Save as disclosed above, Mr. Auyang did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Except as disclosed above, Mr. Auyang does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

2.3 Ms. Choi Po Yee, Alice, aged 40

Ms. Choi is an executive Director, the Chief Operating Officer, the Qualified Accountant and a member of the Remuneration Committee of the Company. Ms. Choi is also a director of certain subsidiaries of the Company. Other than the aforesaid, Ms. Choi does not hold any positions with the Company or any members of the Group. She is responsible for overseeing the entire operations and general management of the Group. Ms. Choi joined the Group in 2001 as the vice president of the corporate development and planning division. She served as the Chief Financial Officer from 2003 to 2005 and became the Chief Operating Officer and a director of the Group in April 2005 and May 2005, respectively. Ms. Choi was appointed as the Qualified Accountant of the Company in April 2007. Ms. Choi graduated from the University of Hong Kong with a first class honors Bachelor's degree in Social Science and a Master's degree in Electronic Commerce and Internet Computing in 1989 and 2002, respectively. Ms. Choi is a fellow member of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, she worked for an international accounting firm and several listed companies in Hong Kong. Save as disclosed above, Ms. Choi did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Ms. Choi has entered into a service agreement with the Company commencing from 9 October 2006 for a period of three years until terminated by either party with not less than three months' notice in writing served on the other party. Her term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under the service agreement, Ms. Choi is entitled to receive a fixed salary of HK\$2,288,000 per annum payable in 13 equal monthly instalments and a discretionary year-end bonus as determined by the Board provided that the total amount of bonuses payable to all the executive Directors in respect of any financial year shall not exceed 10% of the

LETTER FROM THE BOARD

audited consolidated net profit after taxation but before extraordinary items of the Group of the same financial year. Apart from the aforesaid, Ms. Choi is also eligible to participate in the Company's share option scheme. The emoluments of Ms. Choi are determined with reference to her duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Choi did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Ms. Choi does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

2.4 Mr. Wong Ying Ho, Kennedy, aged 44

Mr. Wong is a non-executive Director. Other than that, Mr. Wong does not hold any positions with the Company or any members of the Group. He and Mr. Kam Chi Chiu, Anthony, a non-executive Director, are brothers-in-law. Mr. Wong is a solicitor admitted in Hong Kong and also a China Appointed Attesting Officer. He was appointed as a national committee member of The Chinese People's Political Consultative Conference in January 2003. Mr. Wong currently serves as a non-executive director of Qin Jia Yuan Media Services Company Limited (Stock Code: 2366), and also an independent non-executive director of China Overseas Land & Investment Limited (Stock Code: 688), Great Wall Technology Company Limited (Stock Code: 74) and Goldlion Holdings Limited (Stock Code: 533), all of which are listed on the main board of the Stock Exchange. Mr. Wong is also a non-executive director of International Financial Network Holdings Limited (Stock Code: 8123), which is listed on the GEM, AXA Asia Pacific Holdings Limited, a company listed in Australia and Pacific Alliance Asia Opportunity Fund Limited, a company listed in England. Mr. Wong was the director and executive deputy chairman of Raymond Industrial Limited (Stock Code: 229) from 8 June 1994 to 14 September 1997 and 15 September 1997 to 13 April 2007 respectively, a company listed on the main board of the Stock Exchange. He was an independent non-executive director of Capinfo Company Limited (Stock Code: 8157) from 6 December 2001 to 13 October 2006 and North Asia Strategic Holdings Limited (formerly called iSteelAsia Holdings Limited) (Stock Code: 8080) from 28 August 2003 to 9 August 2005, both of which are listed on the GEM. He was a non-executive director of Far Eastern Ploychem Industries Limited, which was listed on the GEM and privatized in November 2005. Mr. Wong was appointed as a non-executive Director of the Group in September 1995. Save as disclosed above, Mr. Wong did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Pursuant to the letter of appointment issued by the Company to Mr. Wong, Mr. Wong is appointed for an initial term of one year commencing from 14 September 2006 and shall continue thereafter until terminated by either party with one month's notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under his appointment, Mr. Wong is entitled to receive an annual director's fee of HK\$120,000. Apart from the aforesaid, Mr. Wong is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Wong are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

LETTER FROM THE BOARD

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Except as disclosed above, Mr. Wong does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

2.5 Mr. Kam Chi Chiu, Anthony, aged 45

Mr. Kam is a non-executive Director and a member of the Audit Committee of the Company. Other than the aforesaid, Mr. Kam does not hold any positions with the Company or any members of the Group. He and Mr. Wong Ying Ho, Kennedy, a non-executive Director, are brothers-in-law. Mr. Kam is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. He holds a Bachelor's degree and a Master's degree in Mathematics from Oxford University in the United Kingdom. He qualified as a chartered accountant at one of the accounting firms in London and currently practises as a certified public accountant in Hong Kong. Mr. Kam has the suitable experience and qualifications to act as nominee for the implementation and administration of an individual voluntary arrangement under the bankruptcy regime in Hong Kong. Mr. Kam serves as a consultant for IONA Technologies PLC, a company listed on NASDAQ, and as a director of Cheung Fung Technology (Holdings) Limited, a manufacturing and investment holding company. Mr. Kam is also a member of the panel of adjusters of the Obscene Articles Tribunal. Mr. Kam was appointed as a non-executive Director of the Group in November 1993. Save as disclosed above, Mr. Kam did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Pursuant to the letter of appointment issued by the Company to Mr. Kam, Mr. Kam is appointed for an initial term of one year commencing from 14 September 2006 and shall continue thereafter until terminated by either party with one month's notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under his appointment, Mr. Kam is entitled to receive an annual director's fee of HK\$120,000. Apart from the aforesaid, Mr. Kam is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Kam are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Kam did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Except as disclosed above, Mr. Kam does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

LETTER FROM THE BOARD

2.6 Mr. Patel, Arvind Amratlal, aged 66

Mr. Patel is a non-executive Director and a member of the Audit Committee of the Company. Other than the aforesaid, Mr. Patel does not hold any positions with the Company or any members of the Group. He has retired with 40 years of experience with several U.S.-based public and private manufacturing companies. After earning his Bachelor's degree in Electrical Engineering from Maharaja Sayajirao University of Baroda in India, Mr. Patel immigrated to United States to pursue further studies. He began his professional career with Culligan International in 1966. After working with certain smaller companies, he returned to a management position at Culligan International in 1971 while simultaneously earning his Master's degree in Business Administration from Loyola University of Chicago. He then joined Intermatic Incorporated, an international manufacturer of electrical and electronic products. During his 20 years at Intermatic Incorporated, Mr. Patel held several executive positions, including president and chief operating officer, until his retirement in 2005. In addition to the management positions, Mr. Patel was elected to the boards of Intermatic Incorporated and Intermatic-A.T.C., a manufacturing joint venture in China, from July 2000 until his retirement in December 2005. Mr. Patel was appointed as a non-executive Director of the Group in November 2005. Save as disclosed above, Mr. Patel did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Pursuant to the letter of appointment issued by the Company to Mr. Patel, Mr. Patel is appointed for an initial term of one year commencing from 14 September 2006 and shall continue thereafter until terminated by either party with one month's notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under his appointment, Mr. Patel is entitled to receive an annual director's fee of US\$60,000 (equivalent to approximately HK\$468,000). Apart from the aforesaid, Mr. Patel is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Patel are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Patel did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Patel does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

2.7 Mr. Luk Koon Hoo, aged 55, BBS, JP

Mr. Luk is an independent non-executive Director, the Chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Company. Other than the aforesaid, Mr. Luk does not hold any positions with the Company or any members of the Group. He is a retired banker, and has 30 years of comprehensive experience in accounting and financial management. He began at Hang Seng Bank in 1975 as a trainee officer. He was appointed as personal assistant to the deputy general manager and held that office from 1987 to 1989. Mr. Luk

LETTER FROM THE BOARD

served as the head of financial control in 1989, as director and deputy chief executive in 1994 and as managing director and deputy chief executive from 1996 to his retirement in May 2005. Regarding Mr. Luk's other directorships, he is an independent non-executive director of Wharf T & T Limited, AXA General Insurance Hong Kong Limited, China Properties Group Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1838), PMI Mortgage Insurance Asia Limited and Octopus Cards Limited. In the public sphere, Mr. Luk is a non-official director of Hong Kong Applied Science and Technology Research Institute Company Limited (a government-owned corporation). Mr. Luk also serves as a council member and the treasurer of The Chinese University of Hong Kong, as a member of the Barristers Disciplinary Tribunal Panel and as a member of the Operations Review Committee of ICAC. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Board of Trustees of the Sir Edward Youde Memorial Fund and the Advisory Committee and the Investor Education Advisory Committee of the Securities and Futures Commission. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council. He holds a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and a Master of Business Administration Degree from The Chinese University of Hong Kong. He is a Fellow of the Hong Kong Institute of Bankers and the Hong Kong Institute of Directors. Mr. Luk is a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services. Mr. Luk was appointed as a non-executive Director of the Group in January 2006. Save as disclosed above, Mr. Luk did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Pursuant to the letter of appointment issued by the Company to Mr. Luk, Mr. Luk is appointed for an initial term of one year commencing from 14 September 2006 and shall continue thereafter until terminated by either party with one month's notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under his appointment, Mr. Luk is entitled to receive an annual director's fee of HK\$120,000. Apart from the aforesaid, Mr. Luk is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Luk are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Luk did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Luk does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

LETTER FROM THE BOARD

2.8 Mr. Siewert, Patrick Thomas, aged 51

Mr. Siewert is an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Other than the aforesaid, Mr. Siewert does not hold any positions with the Company or any members of the Group. Mr. Siewert currently serves as a director for the Avery Dennison Corporation and on its ethics and conflict of interest committee and finance committee. He is also a senior director of The Carlyle Group. Prior to joining The Carlyle Group in April 2007, Mr. Siewert served as a senior advisor for The Coca-Cola Company and president and chief operating officer for its East, South Asia & Pacific Rim Group and president for its East and South Asia Group during the period from 2001 to 2007. From 1974 to 2001, Mr. Siewert held positions in sales management, marketing, finance, brand management, business planning and general management in various countries around the world including chairman, Greater China and senior vice president and president, Kodak Professional. He attended the Rochester Institute of Technology studying Imaging Science, Business and Service Management, and received a Bachelor of Science in Business Administration from Elmhurst College and a Master of Science degree in Service Management from Rochester Institute of Technology. He currently serves as a member of the board of governors of The American Chamber of Commerce in Hong Kong and has previously served as a director of US-ASEAN Business Council, US-Hong Kong Business Council and US-China Business Council. He is also a member of the Young Presidents' Organization, Hong Kong, World Presidents' Organization, Hong Kong and the CEO Organization. Mr. Siewert is a recipient of several diversity awards and a United Nations IPC Lifetime Achievement Award. Mr. Siewert was appointed as an independent non-executive Director in September 2006. Save as disclosed above, Mr. Siewert did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Pursuant to the letter of appointment issued by the Company to Mr. Siewert, Mr. Siewert is appointed for an initial term of one year commencing from 14 September 2006 and shall continue thereafter until terminated by either party with one month's notice in writing served on the other side. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under his appointment, Mr. Siewert is entitled to receive an annual director's fee of HK\$120,000. Apart from the aforesaid, Mr. Siewert is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Siewert are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Siewert did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Siewert does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

LETTER FROM THE BOARD

2.9 Mr. Feniger, Steven Julien, aged 48

Mr. Feniger is an independent non-executive Director and a member of each of the Audit Committee and Remuneration Committee of the Company. Other than the aforesaid, Mr. Feniger does not hold any positions with the Company or any members of the Group. Mr. Feniger has years of international experience in sourcing, manufacturing and retailing and is based in Hong Kong. At end of February 2006, he resigned from his corporate career and set up his own business and is a director of 55Consulting, providing services to companies designed to enhance their ability to source in Asia. Mr. Feniger currently also serves as a director of SSPartners Limited, a company incorporated in Hong Kong, and as a non-executive director of Arc Capital Holdings Limited, a company listed on the Alternative Investment Market of the London Stock Exchange. Prior to joining the Company, Mr. Feniger served as a chief executive officer and an executive director of Linmark Group Limited (Stock Code: 915) and led the company to a successful initial public offering on the main board of the Stock Exchange in May 2002. Mr. Feniger was a former senior vice president of global sourcing at Warnaco Inc. from 1999 to 2001, where he led the strategic management of three standalone Asian operations (sourcing, manufacturing and retailing). He had served Marks & Spencer Plc for some years. Mr. Feniger holds a Bachelor's degree in Management Science from the University of Manchester Institute of Science and Technology. Apart from his business interests, Mr. Feniger is an active member of the Young Presidents' Organization, and is a member of the Hong Kong Membership Committee. Mr. Feniger was appointed as an independent non-executive Director of the Company in September 2006. Save as disclosed above, Mr. Feniger did not hold any directorships in any other listed public companies in the last three years immediately prior to the issue of this circular.

Pursuant to the letter of appointment issued by the Company to Mr. Feniger, Mr. Feniger is appointed for an initial term of one year commencing from 14 September 2006 and shall continue thereafter until terminated by either party with one month's notice in writing served on the other party. His term of office is also subject to retirement by rotation and re-election in accordance with the Articles. Under his appointment, Mr. Feniger is entitled to receive an annual director's fee of HK\$120,000. Apart from the aforesaid, Mr. Feniger is also eligible to participate in the Company's share option scheme. The emoluments of Mr. Feniger are determined with reference to his duties and responsibilities with the Company and are subject to review by the Board from time to time.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Feniger did not have or was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Feniger does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

In addition, there is no other information which is discloseable and none of the above 9 retiring Directors is/was involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Besides, the Board is not aware of any matters concerning the above retiring Directors that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATES

The current general mandates previously granted to the Directors to issue and repurchase Shares by written resolutions of the sole shareholder of the Company passed on 15 September 2006 will expire at the conclusion of the forthcoming AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, ordinary resolutions numbered 5, 6 and 7 (as set out in the AGM Notice) will be proposed at the AGM for Shareholders to consider and approve:-

- (a) the granting of the Issue Mandate so that the Directors are authorised to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of such resolution;
- (b) the granting of the Repurchase Mandate so that the Directors are authorised to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company on the date of passing of such resolution; and
- (c) the extension of the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the AGM Notice. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any existing Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in the Appendix I to this circular.

4. PROPOSED AMENDMENT TO THE ARTICLES

The Board would also take the opportunity to seek the approval of the Shareholders at the AGM to amend the current Articles. The purpose of the amendment is to comply with the Code Provision A.4.2 of the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules. The Directors propose to amend Article 86(3) of the Articles to require any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board be subject to election by Shareholders at the first general meeting after appointment rather than at the next following annual general meeting after the appointment.

LETTER FROM THE BOARD

The full text of the proposed amendment is set out in the resolution numbered 8 in the AGM Notice. The proposed amendment is subject to the approval of the Shareholders by way of a special resolution at the AGM.

5. AGM

The AGM Notice is set out on pages 19 to 23 of this circular. If you are not able to attend the AGM, you are requested to complete and sign the form of proxy enclosed in this circular in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish but the authority of your proxy will be invalidated forthwith.

6. PROCEDURE BY WHICH A POLL MAY BE DEMANDED

According to the Articles, at any general meeting (including the AGM), a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of such meeting; or
- (ii) at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (a) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the general meeting, and the meeting votes, on a show of hands, in the opposite manner to that instructed in those proxies unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (b) the meeting is to approve connected transactions;
- (c) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;
- (d) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; or
- (e) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.

7. DOCUMENTS FOR INSPECTION

A copy of the Articles is available for inspection during normal business hours at the head office and principal place of business of the Company in Hong Kong at 17th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong from the date of this circular up to and including the date of the AGM and at the AGM.

8. RECOMMENDATION

The Directors consider that the proposals described in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions regarding the re-election of Directors, the granting of the General Mandates and the amendment to the Articles to be proposed at the AGM.

9. GENERAL

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement) and Appendix II (AGM Notice) to this circular.

Yours faithfully,
For and on behalf of the Board
Auyang Ho
Chairman

This is an explanatory statement given to the Shareholders relating to resolution numbered 6 regarding the granting of the Repurchase Mandate to the Directors. It contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

(1) Exercise of the Repurchase Mandate

The resolution numbered 6 set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of the issued and fully paid Shares up to a maximum of 10% of the nominal amount of the share capital of the Company as at the date of the AGM. It will be valid until the next annual general meeting unless revoked or varied before such meeting.

Exercise in full of the Repurchase Mandate would result in up to a maximum of 83,000,000 Shares (on the basis of 830,000,000 Shares in issue as at the Latest Practicable Date) being repurchased by the Company.

(2) Reasons for repurchases

The Directors believe that it is in the interests of the Company and its Shareholders to obtain a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

(3) Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles and/or any applicable laws. The Cayman Islands law provides that the amount to be paid in connection with a share repurchase may be paid out of profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, provided that the Company can, immediately following such payments, pay its debts as they fall due in the ordinary course of business.

There might be a material impact on the working capital or gearing position of the Company (as compared with the position disclosed in the annual report of the Company for the year ended 31 March 2007) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(4) Status of repurchased Shares

The Listing Rules provide that the listing of all the Shares repurchased by the Company are automatically cancelled and the Company must ensure that the corresponding certificates are cancelled and destroyed. Under the Cayman Islands law, the Shares so repurchased will be treated as having been cancelled.

(5) Share repurchases

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six (6) months preceding the Latest Practicable Date.

(6) Share prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the following months since the Shares were listed on the Stock Exchange on 9 October 2006 were as follows:-

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
October	3.21	2.50
November	3.03	2.63
December	2.91	2.28
2007		
January	2.52	2.28
February	2.82	2.35
March	2.69	2.11
April	2.68	2.41
May	2.52	2.30
June	2.46	2.17
July (up to the Latest Practicable Date)	2.36	2.10

(7) Effect of the Takeovers Code

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could, depending upon the level of increase in shareholding, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Solar Power Group Limited, the controlling Shareholder, was interested in 352,500,000 Shares, representing approximately 42.46% of the total issued share capital of the Company. Solar Power Group Limited was beneficially owned as to 67.66% by Mr. Auyang Ho and 32.34% by Mr. Auyang Pak Hong, Bernard (both of whom are executive Directors). Accordingly, Mr. Auyang Ho was deemed to be interested in the 352,500,000 Shares pursuant to Part XV of the SFO. On the basis that the issued share capital of the Company remains 830,000,000 Shares, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the interests of Solar Power Group Limited in the issued Shares would be increased to approximately 47.18% of the total issued share capital of the Company.

In the opinion of the Directors, such an increase of shareholding may give rise to an obligation for Solar Power Group Limited to make a mandatory offer under the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate to such an extent as would give rise to such an obligation.

(8) General

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**COMPUTIME GROUP LIMITED****金寶通集團有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 320)**

NOTICE IS HEREBY GIVEN that an annual general meeting of Computime Group Limited (the “Company”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 7 September 2007 at 10:00 a.m. to transact the following ordinary business:

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 March 2007;
2. To declare a final dividend of HK\$0.038 per share in respect of the year ended 31 March 2007;
3.
 - (a) To re-elect Mr. Auyang Ho as an executive director of the Company;
 - (b) To re-elect Mr. Auyang Pak Hong, Bernard as an executive director of the Company;
 - (c) To re-elect Ms. Choi Po Yee, Alice as an executive director of the Company;
 - (d) To re-elect Mr. Wong Ying Ho, Kennedy as a non-executive director of the Company;
 - (e) To re-elect Mr. Kam Chi Chiu, Anthony as a non-executive director of the Company;
 - (f) To re-elect Mr. Patel, Arvind Amratlal as a non-executive director of the Company;
 - (g) To re-elect Mr. Luk Koon Hoo as an independent non-executive director of the Company;
 - (h) To re-elect Mr. Siewert, Patrick Thomas as an independent non-executive director of the Company;

** For identification purposes only*

- (i) To re-elect Mr. Feniger, Steven Julien as an independent non-executive director of the Company; and
 - (j) To authorise the board of directors of the Company to fix the respective directors' remuneration;
4. To re-appoint the auditors and to authorise the board of directors of the Company to fix their remuneration,

and, by way of special business, to consider and, if thought fit, to pass each of the following resolutions, with or without modification, of which resolutions numbered 5, 6 and 7 will be proposed as ordinary resolutions and resolution numbered 8 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

5. **“THAT:**
- (a) subject to sub-paragraph (5)(c) below, a general unconditional mandate be given to the Directors to exercise all the powers of the Company during the Relevant Period (as defined in sub-paragraph (5)(d) below) to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make an offer or agreement or grant an option (including but not limited to warrants, bonds and debentures convertible into shares) which would or might require shares to be allotted and issued;
 - (b) the approval in sub-paragraph 5(a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which would or might require shares to be allotted and issued either during or after the end of the Relevant Period;
 - (c) the aggregate nominal value of the shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than by way of a Rights Issue (as defined in sub-paragraph 5(d) below) or pursuant to the exercise of any options which may be granted under the Share Option Scheme or an allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal value of the shares in issue as at the date of passing this resolution; and
 - (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the laws of the Cayman Islands or the articles of association of the Company; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

“Rights Issue” means the allotment or issue of shares or other securities in the Company which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders (excluding for such purpose any shareholder who is resident in a place where such offer would or might be unlawful or impracticable without registration of the offering documents or in compliance with any legal or regulatory requirements or special formalities in such place) and, where appropriate, to the holders of other equity securities of the Company entitled to such offer by reference to a fixed record date pro rata to their then holdings of such shares or such other equity securities of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”;

6. **“THAT:**

- (a) a general unconditional mandate be given to the Directors to exercise all the powers of the Company during the Relevant Period (as defined in sub-paragraph 6(b) below) to purchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, provided that the aggregate nominal value of the shares to be repurchased shall not exceed 10% of the aggregate nominal value of the shares in issue as at the date of passing this resolution; and
- (b) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the laws of the Cayman Islands or the articles of association of the Company; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”;

7. “**THAT**, subject to the passing of the resolutions numbered 5 and 6 as set out in the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution numbered 5 as set out in the Notice be extended by the addition to the aggregate nominal amount of the shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the shares purchased by the Company pursuant to the mandate to purchase shares referred to in the resolution numbered 6 as set out in the Notice, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the shares in issue as at the date of passing this resolution.”; and

SPECIAL RESOLUTION

8. “**THAT** the articles of association of the Company be amended by deleting the existing Article 86(3) in its entirety and substituting therefor the following new Article 86(3):

‘86(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.’.”

By Order of the Board
Auyang Ho
Chairman

Hong Kong, 30 July 2007

*Head office and principal place of
business in Hong Kong:*
17th Floor, Great Eagle Centre,
23 Harbour Road,
Wanchai, Hong Kong

Registered office:
Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person(s) as his/her proxy to attend and vote instead of him/her. In the case of a recognized clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the branch share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be).
3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof if he so desires and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the meeting in person or by proxy, then the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from Tuesday, 4 September 2007 to Friday, 7 September 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for entitlement to the proposed final dividend in respect of the year ended 31 March 2007 and for attending and voting at the meeting, unregistered holders of shares of the Company should ensure that all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 3 September 2007.
6. In relation to the ordinary resolutions numbered 5, 6 and 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.
7. Concerning the special resolution numbered 8 set out in the above notice, approval is being sought to amend the Company's articles of association in order to comply with the Code Provision A.4.2 of the Code on Corporate Governance Practices contained in Appendix 14 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited^(Note).

Note: The Chinese translation of this Circular which contains details of the amendment to the articles of association of the Company is for reference only. In case of inconsistency, the English version shall prevail.