



**computime**  
SINCE 1974

## **COMPUTIME GROUP LIMITED**

**金寶通集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 320)**

### **NOTICE OF THE 2007 ANNUAL GENERAL MEETING**

**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<sup>(Note)</sup>.

*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.*

*As at the date of this announcement, the executive directors of the Company are Mr. Auyang Ho (Chairman), Mr. Auyang Pak Hong, Bernard (Chief Executive Officer) and Ms. Choi Po Yee, Alice; the non-executive directors of the Company are Mr. Wong Ying Ho, Kennedy, Mr. Kam Chi Chiu, Anthony and Mr. Patel, Arvind Amratlal and the independent non-executive directors of the Company are Mr. Luk Koon Hoo, Mr. Siewert, Patrick Thomas and Mr. Feniger, Steven Julien.*