

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in L.K. Technology Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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力勁科技集團有限公司
L.K. Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 558)

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at The Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 28 August 2007, at 10:00 a.m. is set out on pages 16 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

30 July 2007

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	3
2. General Mandates to Issue and to Repurchase Shares	4
3. Re-election of Retiring Directors	4
4. Annual General Meeting and Procedure for Demanding a Poll	5
5. Recommendation	6
6. General Information	6
APPENDIX I – Explanatory Statement	7
APPENDIX II – Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting	10
APPENDIX III – Notice of Annual General Meeting	16

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at The Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 28 August 2007 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	L.K. Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange
“Designated Stock Exchange”	a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company
“Directors”	directors of the Company
“Girgio”	Girgio Industries Limited, a company incorporated in the British Virgin islands and is beneficially owned as to 95% by Fullwit Profits Limited as trustee of The Liu Family Unit Trust and 5% by Mr. Liu Siong Song
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	24 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC”	the People’s Republic of China
“Pre-IPO Share Option(s)”	the options granted by the Company to certain employees of the Group prior to the listing of the Company on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this circular
“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 Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers



力勁科技集團有限公司
L.K. Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 558)

Executive Directors:

Ms. Chong Siw Yin (*Chairperson*)
Mr. Cao Yang (*Chief Executive Officer*)
Mr. Liu Zhao Ming
Mr. Chung Yuk Ming

Independent Non-executive Directors:

Dr. Low Seow Chay
Dr. Hon. Lui Ming Wah, *SBS, JP*
Mr. Tsang Yiu Keung, Paul
Mr. Chan Wah Tip, Michael
Mr. Liu Chee Ming

Registered Office:

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

Principal Place of Business

in Hong Kong:
Unit A, 8th Floor
Mai Wah Industrial Building
1-7 Wah Sing Street
Kwai Chung
Hong Kong

30 July 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE NEW SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, among others, for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; and (iii) the re-election of retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue and deal with the shares of the Company of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the "Issue Mandate"). As at the Latest Practicable Date, a total of 1,005,502,500 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 201,100,500 Shares;
- (b) to purchase the shares of the Company on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the "Repurchase Mandate"); and
- (c) to extend 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 Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions numbered 5A and 5B set out in the notice of Annual General Meeting.

An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the Articles of Association, all the nine Directors of the Company will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROCEDURE FOR DEMANDING A POLL

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the granting of the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.

According to Article 66 of the Articles of Association, at every general meeting a resolution put to the vote of a meeting shall be decided on a show of hands, unless voting by way of a poll is required by the rules of the Designated Stock Exchange 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:

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised 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 the shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

LETTER FROM THE BOARD

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

5. RECOMMENDATION

The Directors consider that the granting and the extension of the Issue Mandate, the granting of the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

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

Yours faithfully,
On behalf of the Board
Chong Siw Yin
Chairperson

The following is an explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,005,502,500 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 100,550,250 Shares (representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate).

2. REASON FOR REPURCHASE OF SHARES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchase 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 of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and its shareholders.

The Directors have no present intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of shares made for such purpose or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided from out of the profits of the Company or out of sums standing to the credit of the share premium account of the Company or, subject to the articles of association of the Company and the laws of the Cayman Islands, out of capital.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2007 in the event that the repurchase of Shares were 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 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. SHARE PRICES

During the period from 16 October 2006 (the date on which the Shares were listed on the Stock Exchange) to the Latest Practicable Date, the highest and lowest prices at which the Shares have traded on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
October	1.17	0.93
November	1.28	0.98
December	1.17	1.00
2007		
January	1.23	1.02
February	1.32	1.10
March	1.25	1.03
April	1.15	1.02
May	1.13	0.91
June	1.01	0.85
July (up to the Latest Practicable Date)	0.95	0.80

5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such resolution is approved by the Shareholders.

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

6. TAKEOVERS CODE

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, Giorgio, being the controlling shareholder of the Company, held 750,000,000 Shares representing approximately 74.59% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remains the same, the interests of Giorgio in the issued Shares would be increased to approximately 82.88% of the total issued share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising power under the Repurchase Mandate.

The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer or which will result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

In accordance with Article 87 of the Articles of Association, all the nine Directors of the Company will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the Directors to be re-elected at the Annual General Meeting are set out below:

Ms. Chong Siw Yin, aged 51, is the chairperson of the Board and an executive Director of the Company. Ms. Chong joined the Group in March 1988, and was appointed as an executive Director in August 2004. She is also a director of certain subsidiaries of the Company. Ms. Chong is responsible for the strategic planning, administration and human resources management of the Group and has over 19 years of management experience. Ms. Chong has attended secondary education, and is the spouse of Mr. Liu Siong Song ("Mr. Liu"). Ms. Chong does not hold any current directorships, and did not hold any past directorships in the last three years immediately prior to the Latest Practicable Date, in other listed public companies.

Ms. Chong as owner of Fullwit Profits Limited ("Fullwit"), is deemed to be interested in the 750,000,000 shares in the Company held by Girgio, representing approximately 74.59% of the issued share capital of the Company. Girgio is owned as to 95% by Fullwit as trustee of The Liu Family Unit Trust and 5% by Mr. Liu.

Ms. Chong has been granted option to subscribe for 3,000,000 shares in the Company at an exercise price of HK\$0.666 per share under the Pre-IPO Share Option Scheme, representing approximately 0.30% of the issued share capital of the Company.

Ms. Chong has entered into a service contract with the Company for a term of three years commencing on 16 October 2006. Ms. Chong is entitled to a monthly salary of HK\$210,000 on a 13-month basis and other allowance and a discretionary bonus which will be determined with reference to individual performance and profit level of the Group for the year.

Mr. Cao Yang, aged 40, is an executive Director and chief executive officer of the Company. Prior to joining the Group, he worked for the Ganzhou education bureau in Jiangxi Province. He joined the Group in December 1991 as supervisor of human resources and administration department and plant manager of L.K. Machinery (Shenzhen) Co. Ltd. and became the general manager of both L.K. Machinery (Shenzhen) Co. Ltd. in 2000 and Shenzhen Leadwell Technology Co. Ltd. since its establishment. He was appointed as an executive Director in September 2004. Mr. Cao is also a director of certain subsidiaries of the Company. He is responsible for the strategic planning as well as the overall manufacturing planning and sales activities of all manufacturing subsidiaries of the Group in the PRC. He has more than 15 years of experience in the manufacturing business. Mr. Cao graduated from the Mathematics faculty of Gannan Institute of Education and obtained an Executive MBA Degree from Huazhong University of Science and Technology. He currently serves as Vice President of Shenzhen Youth Federation,

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

President of Shenzhen Hi-Tech Talents Association, Vice Director General of Guangdong Die-Casting Association, Vice President of Shenzhen Machinery Association. In addition, Mr. Cao is also the Vice President of Shenzhen Hi-Tech Industry Association and the Youth Entrepreneur Association. Mr. Cao does not hold any current directorships, and did not hold any past directorships in the last three years immediately prior to the Latest Practicable Date, in other listed public companies.

Mr. Cao has been granted option to subscribe for 3,000,000 shares in the Company at an exercise price of HK\$0.666 per share under the Pre-IPO Share Option Scheme, representing approximately 0.30% of the issued share capital of the Company.

Mr. Cao has entered into a service contract with the Company for a term of three years commencing on 16 October 2006. Mr. Cao is entitled to a monthly salary of approximately HK\$80,000 on a 13-month basis and other allowance and a discretionary bonus which will be determined with reference to individual performance and profit level of the Group for the year.

Mr. Liu Zhao Ming, aged 39, is an executive Director of the Company. He worked as an engineer in Jingyue Chinese Characters Computer Center from 1990 to 1992, joined the Group in February 1992 as an engineering manager of L.K. Machinery (Shenzhen) Co. Ltd. and has become the chief engineer of the Group since May 1995. He was appointed as an executive Director in September 2004. Mr. Liu is also a director of certain subsidiaries of the Group. He is responsible for the strategic planning, the research and development and engineering of the Group, and has over 10 years of experience in machinery design. Mr. Liu graduated from Jinan University with a Bachelor of Science Degree in Applied Physics in 1990. He currently serves as the vice president of the Die-Casting Technical Committee of Chinese Mechanical Engineering Society, a member of Shenzhen Young Scientists Association, and the deputy officer of Tsinghua and L.K. Die-Casting High and New Technology Research Centre. Mr. Liu is a nephew to Ms. Chong Siw Ying. Mr. Liu does not hold any current directorships, and did not hold any past directorships in the last three years immediately prior to the Latest Practicable Date, in other listed public companies.

Mr. Liu has been granted option to subscribe for 3,000,000 shares in the Company at an exercise price of HK\$0.666 per share under the Pre-IPO Share Option Scheme, representing approximately 0.30% of the issued share capital of the Company.

Mr. Liu has entered into a service contract with the Company for a term of three years commencing on 16 October 2006. Mr. Liu is entitled to a monthly salary of approximately HK\$50,000 on a 13-month basis and other allowance and a discretionary bonus which will be determined with reference to individual performance and profit level of the Group for the year.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Chung Yuk Ming, aged 59, is an executive Director of the Company. Mr. Chung joined the Group in February 2001 as a director of L.K. Machinery Company Limited. He was appointed as an executive Director in September 2004. Mr. Chung is also a director of certain subsidiaries of the Company. He is responsible for the strategic planning, the finance and investment of the Group. Mr. Chung has over 25 years of working experience in various sectors, including automobile, toys, electronics and telecommunication. Before joining the Group, he was an executive director of Kader Holdings Company Limited, and Shougang Concord Grand (Group) Limited (previously known as Kader Investment Company Ltd.), both of which are publicly listed companies in Hong Kong. Mr. Chung holds a master degree in Business Administration from the University of East Asia of Macau. He is a fellow member of the Hong Kong Institute of Directors and currently serves as a council member of The Hong Kong Association for the Advancement of Science and Technology Ltd., a director of Hong Kong & Kowloon Plastic Products Merchants United Association Limited and The Hong Kong Electronic Industries Association Limited. Mr. Chung does not hold any current directorships, and did not hold any past directorships in the last three years immediately prior to the Latest Practicable Date, in other listed public companies.

Mr. Chung has been granted option to subscribe for 3,000,000 shares in the Company at an exercise price of HK\$0.666 per share under the Pre-IPO Share Option Scheme, representing approximately 0.30% of the issued share capital of the Company.

Mr. Chung has entered into a service contract with the Company for a term of three years commencing on 16 October 2006. Mr. Chung is entitled to a monthly salary of HK\$115,385 on a 13-month basis and a discretionary bonus which will be determined with reference to individual performance and profit level of the Group for the year.

Dr. Low Seow Chay, aged 57, was appointed as an independent non-executive Director of the Company in September 2004. He is the associate professor of the Nanyang Technological University of Singapore and has more than 25 years of teaching (and research) experience in mechanical engineering. He is a former member of the Parliament of Singapore serving the term from 1988 to 2006, and is the board member of three publicly listed companies in Singapore, namely CASA Holdings Limited, Hor Kew Corporation Limited and Heeton Holdings Limited. Dr. Low received a Doctor of Philosophy Degree from The Victoria University of Manchester, U.K.

Dr. Low has entered into a service contract with the Company for a term of three years commencing on 4 September 2004. Dr. Low is entitled to a director's fee of HK\$180,000 per annum which is determined with reference to his duties and responsibilities.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Dr. Hon. Lui Ming Wah, SBS, JP, aged 69, was appointed as an independent non-executive Director of the Company in September 2004. Dr. Lui is an established industrialist serving as the Honorary Chairman of The Hong Kong Electronic Industries Association Ltd. and executive committee member of The Chinese Manufacturers' Association of Hong Kong, the founder chairman of Hong Kong Shandong Business Association, member of The Hong Kong International Arbitration Center Advisory Council, vice-chairman of Independent Police Complaints Council, and a council member of The Hong Kong Polytechnic University. In the PRC, he is a member of the National Committee of The Chinese People's Political Consultative Conference (CPPCC), a standing committee member of the Shandong Committee of CPPCC and a member of China Overseas Friendship Association. He was elected to the First, Second and Third Legislative Council of the HKSAR in 1998, 2000 and 2004 respectively. He is currently the managing director of Keystone Electronics Co., Limited, and a non-executive director of Asian Citrus Holdings Limited, the shares of which are listed on the London Stock Exchange's Alternative Investment Market. He serves as an independent non-executive director of S.A.S. Dragon Holdings Limited, Gold Peak Industries (Holdings) Limited, AV Concept Holdings Limited., and Glory Mark Hi-Tech (Holdings) Limited, the shares of which four companies are listed on the Stock Exchange. He was a non-executive director of Fujikon Industrial Holdings Limited, the shares of which are listed on the Stock Exchange. Dr. Lui obtained a master of applied science degree from the University of New South Wales in Australia and a PhD from the University of Saskatchewan in Canada.

Dr. Lui has entered into a service contract with the Company for a term of three years commencing on 4 September 2004. Dr. Lui is entitled to an annual director's fee of HK\$180,000 which is determined with reference to his duties and responsibilities.

Mr. Tsang Yiu Keung, Paul, aged 53, was appointed as an independent non-executive Director of the Company in September 2004. He is an independent non-executive director and chairman of the audit committee of both CITIC Ka Wah Bank Limited and CITIC International Financial Holdings Limited. Mr. Tsang holds a higher diploma in Accountancy from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). He is a professional accountant and a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Institute of Chartered Secretaries and Administrators. Mr. Tsang was with KPMG for more than 27 years, where he was a senior banking partner until he retired from the firm on 31 March 2003.

Mr. Tsang has entered into a service contract with the Company for a term of three years commencing on 4 September 2004. Mr. Tsang is entitled to a director's fee of HK\$180,000 per annum and an additional fee of HK\$70,000 per annum for acting as chairman of the Audit Committee which is determined with reference to his duties and responsibilities.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Chan Wah Tip, Michael, aged 54, was appointed as an independent non-executive Director of the Company in September 2004. He has practised as a solicitor in Hong Kong for over 20 years. Mr. Chan graduated with Bachelor of Laws (LL.B) from the University of Hong Kong in 1975 and received a Postgraduate Certificate of Laws (P.C.LL) from the University of Hong Kong in 1976. Mr. Chan is a partner of Wilkinson & Grist and serves as a non-executive director of High Fashion International Limited and Shougang Concord Technology Holdings Limited, both being companies listed on the Main Board of the Stock Exchange.

Mr. Chan has entered into a service contract with the Company for a term of three years commencing on 24 September 2004. Mr. Chan is entitled to a director's fee of HK\$180,000 per annum and an additional fee of HK\$70,000 per annum for acting as chairman of the Nomination Committee which is determined with reference to his duties and responsibilities.

Mr. Liu Chee Ming, aged 56, was appointed as an independent non-executive Director of the Company in December 2004. He is and has been the Managing Director of Platinum Holdings Company Limited since 1996. Mr. Liu has over 29 years of experience within the financial services sector. He worked for various Jardine Fleming entities for over 17 years in senior level positions. Between 1988 to 1995, he served as a Member of the Executive Committee and the Head of Investment Banking for Jardine Fleming Holdings Limited. He holds a Bachelor of Business Administration from the former University of Singapore. He was an independent non-executive Director of China Yuchai International Limited, a company listed in the U.S., for a period from May 2004 to May 2005. He was also a non-executive director of Media Asia Entertainment Group Limited from May 2005 to June 2007. Mr. Liu is now an independent non-executive director of Hong Kong listed Kader Holdings Company Limited, Singapore listed Robinson & Co. Ltd. and StarHub Ltd, and a non-executive director of Oslo over-the-counter listed Yantai Raffles Shipyard Company Limited.

Mr. Liu has entered into a service contract with the Company for a term of three years commencing on 20 December 2004. Mr. Liu is entitled to a director's fee of HK\$180,000 per annum and an additional fee of HK\$70,000 per annum for acting as chairman of the Remuneration Committee which is determined with reference to his duties and responsibilities.

Save as disclosed above: (i) so far as the Directors are aware, as at the Latest Practicable Date, none of the above nine Directors has any interest (within the meaning of Part XV of the SFO) in the securities of the Company; (ii) none of the nine retiring Directors holds, or in the past three years held, any directorship in any listed public company and other major appointments and qualifications; and (iii) none of the them has any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

In relation to the proposed re-election of the above nine retiring Directors, there is no information which is discloseable nor is/was any of the nine retiring Directors involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.



力勁科技集團有限公司
L.K. Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 558)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of L.K. Technology Holdings Limited (the “Company”) will be held at The Garden Rooms, 2/F., The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 28 August 2007 at 10:00 a.m. for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited Financial Statements and the reports of the Directors and the Auditors for the year ended 31 March 2007;
2. To declare a final dividend;
3. To re-elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint BDO McCabe Lo Limited as Auditors of the Company and to authorise the Board of Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options, and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) exercise of any Pre-IPO Share Options or any share option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; (iii) the exercise of the subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into Shares; and (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of 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 by any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of 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 by any applicable law or the articles of association of the Company to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

- C. “THAT conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by

the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board
L.K. TECHNOLOGY HOLDINGS LIMITED
Wong Kin Ming
Company Secretary

Hong Kong, 30 July 2007

Principal Place of Business in Hong Kong:

Unit A, 8th Floor
Mai Wah Industrial Building
1-7 Wah Sing Street
Kwai Chung
New Territories
Hong Kong

Notes:

1. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
2. A form of proxy for use at the meeting is enclosed with the circular to shareholders of the Company.
3. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint another person to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th 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 Annual General Meeting or adjourned meeting thereof.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting. If such member attends the Annual General Meeting, however, his form of proxy will be deemed to have been revoked.
5. The register of members of the Company will be closed from 24 August 2007 to 28 August 2007 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attendance at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 23 August 2007.
6. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandates to issue Shares and to repurchase Shares of the Company will be sent to the members of the Company together with the Company's 2006/07 Annual Report.

As at the date hereof, the executive directors of the Company are: Ms. Chong Siw Yin, Mr. Cao Yang, Mr. Liu Zhao Ming, Mr. Chung Yuk Ming; and the independent non-executive directors of the Company are: Dr. Low Seow Chay, Dr. Hon. Lui Ming Wah, SPS, JP, Mr. Tsang Yiu Keung, Paul, Mr. Chan Wah Tip, Michael, Mr. Liu Chee Ming.