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

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**If you are in any doubt** as to any aspect of this circular or as to the action 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 SIM Technology Group Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or the transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SIM Technology**

**SIM Technology Group Limited**

**晨訊科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2000)**

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

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The notice convening the annual general meeting of SIM Technology Group Limited to be held at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on Thursday, 7 May 2009 at 10:00 a.m. is set out on pages 4 to 7 of this circular. Whether or not you are able to attend the annual general meeting in person, 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 Company's principal place of business in Hong Kong at Suites 5005-5006, 50th Floor, Central Plaza, No. 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

\* For identification purposes only

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## LETTER FROM THE BOARD OF DIRECTORS

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**SIM Technology**

**SIM Technology Group Limited**

**晨訊科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2000)**

*Executive Directors:*

Ms Yeung Man Ying (*Chairman*)

Mr Wong Cho Tung

Mr Wong Hei, Simon

Mr Zhang Jianping

Ms Tang Rongrong

Mr Chan Tat Wing, Richard

*Independent non-executive directors:*

Mr Liu Hing Hung

Mr Zhuang Xingfang

Mr Xie Linzhen

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business  
in Hong Kong:*

Suites 5005-5006, 50th Floor

Central Plaza

No. 18 Harbour Road

Hong Kong

2 April 2009

*To the Shareholder*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the annual general meeting of SIM Technology Group Limited (the “**Company**”) to be held on 7 May 2009 at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong (the “**Annual General Meeting**”), the notice of which (the “**Notice of the Annual General Meeting**”) is set out on pages 4 to 7 of this circular. These proposed resolutions include the ordinary resolutions to (i) grant the directors of the Company (the “**Directors**”) general mandates to allot, issue and deal with shares of HK\$0.10 each of the Company (“**Share**”) and repurchase existing Shares and, subject to the passing of the resolutions approving the grant of the aforesaid general mandates, to extend

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## LETTER FROM THE BOARD OF DIRECTORS

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the general mandate to allot, issue and deal with additional Shares by an amount not exceeding the amount of Shares purchased by the Company under the authority to repurchase; and (ii) re-elect the Directors who are due to retire at the Annual General Meeting.

### GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed in the terms set out in Resolution 5A of the Notice of the Annual General Meeting to renew the general and unconditional mandate to authorise the Directors to allot, issue and otherwise deal with new Shares of up to 20 per cent. (20%) of the aggregate nominal amount of the Share capital of the Company in issue as at the date of passing the resolution with effect from the expiry of the current general mandate to issue Shares granted to the Directors at the last annual general meeting of the Company held on 7 May 2008 (“**Issue Mandate**”). As at 30 March 2009, being the latest practicable date prior to the printing of this circular (the “**Latest Practicable Date**”), a total of 1,517,490,000 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 303,498,000 Shares.

At the Annual General Meeting, an ordinary resolution will be proposed in the terms set out in Resolution 5B of the Notice of the Annual General Meeting to renew the general mandate to authorise the Directors to exercise the powers of the Company to repurchase Shares up to a limit of 10 per cent. (10%) of the aggregate nominal amount of the Company’s issued share capital at the date of passing the resolution (the “**Repurchase Mandate**”).

In addition, if the resolutions approving the Issue Mandate and the Repurchase Mandate are passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with further Shares up to an amount equal to the aggregate nominal amount of the Shares purchased under the Repurchase Mandate.

An explanatory statement as required under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) giving information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

Each of Mr Chan Tat Wing, Richard, Mr Liu Hing Hung and Mr Xie Linzhen was appointed as a Director by the board of Directors pursuant to bye-law 86(2) of the bye-laws of the Company (“**Bye-Laws**”). Each of them shall hold office only until the next following general meeting of the Company and shall then be eligible and will offer himself for re-election at the forthcoming Annual General Meeting.

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## LETTER FROM THE BOARD OF DIRECTORS

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In accordance with Bye-law 87 of the Bye-laws, at the Annual General Meeting, each of Ms Yeung Man Ying and Ms Tang Rongrong will retire from office and being eligible, will offer herself for re-election.

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

### VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.sim.com](http://www.sim.com).

### ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on Thursday, 7 May 2009 at 10:00 a.m. is set out on pages 4 to 7 of this circular. Whether or not you are able to attend the Annual General Meeting in person, 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 Company's principal place of business in Hong Kong at Suites 5005-5006, 50th Floor, Central Plaza, No. 18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned Annual General Meeting should you so wish.

### RECOMMENDATION

The Directors believe that all the resolutions in respect of the proposed general mandates to issue and repurchase Shares and re-election of Directors, as set out in the Notice of the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board of Directors  
**SIM Technology Group Limited**  
**Yeung Man Ying**  
*Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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**SIM Technology**

**SIM Technology Group Limited**

**晨訊科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2000)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of SIM Technology Group Limited (the “**Company**”) will be held at Room 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 7 May 2009 at 10:00 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2008.
2. To declare a final dividend for the year ended 31 December 2008.
3. To re-elect the retiring directors of the Company (the “**Directors**”) and to authorise the board of Directors to fix their remuneration.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
5. 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, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, 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 and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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options, including warrants to subscribe for Shares, which might require the Shares of the Company to be issued, allotted or disposed of, whether during the continuance of or after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than any allotment and issue of the Shares (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) on the exercise of any options granted under the share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iv) in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company, shall not exceed 20 per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as 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 bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

**“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations, or the expense and delay in determining the extent of any restrictions or obligations, under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (for the purpose of this resolution, “**Relevant Period**” shall have the same meaning as assigned to it under resolution number 5A, as set out in the notice convening this meeting) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company 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; and
- (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. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly.”

- 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 to exercise the powers of the Company to allot, issue and deal with additional Shares of the Company 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 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. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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As at the date of this notice, the executive Directors are Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Wong Hei, Simon, Mr Zhang Jianping, Ms Tang Rongrong and Mr Chan Tat Wing, Richard and the independent non-executive Directors are Mr Liu Hing Hung, Mr Zhuang Xingfang and Mr Xie Linzhen.

By Order of the Board  
**SIM Technology Group Limited**  
**Wong Cho Tung**  
*Director*

Hong Kong, 2 April 2009

*Principal place of business in Hong Kong:*

Suites 5005-5006  
50th Floor  
Central Plaza  
No. 18 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member of the Company holding two or more Shares entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. To be valid, a form of proxy, together with the 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 Company's principal place of business in Hong Kong at Suites 5005-5006, 50th Floor, Central Plaza, No.18 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. The register of members of the Company will be closed from Tuesday, 5 May 2009 to Thursday, 7 May 2009 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend to be approved at the above meeting, all properly completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 4 May 2009.
5. In relation to the proposed resolution numbered 5B above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in appendix I to the circular despatched to the shareholders of the Company on the date hereof.



The following is the explanatory statement required to be sent to shareholders of the Company under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for you to make an informed decision whether to vote for or against the resolution to approve the Repurchase Mandate.

### **1. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,517,490,000 Shares. Subject to the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the passing of the relevant resolution at the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 151,749,000 Shares.

### **2. Reasons for repurchases**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. 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 and will only be made when the Directors believe that such repurchase 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 its memorandum of association and Bye-laws and the applicable laws of Bermuda. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Bermuda law provides that the amount to be paid in connection with a Share repurchase may only be paid out of the capital paid up on the relevant purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from such sources.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2008 in the event that the repurchase of Shares under the Repurchase Mandate 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

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Price per share	
	Highest HK\$	Lowest HK\$
<b>2008</b>		
March	1.47	0.74
April	1.05	0.82
May	1.14	0.85
June	1.06	0.70
July	0.72	0.55
August	0.76	0.50
September	0.73	0.45
October	0.51	0.295
November	0.43	0.32
December	0.70	0.355
<b>2009</b>		
January	0.77	0.56
February	0.74	0.60
March (up to the Latest Practicable Date)	0.64	0.51

#### 5. Undertaking and disclosure of interests

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 pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Memorandum of Association and Bye-laws.

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 or its subsidiaries if the Repurchase Mandate is approved by the shareholders of the Company.

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 and no such person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders of the Company.

## 6. Hong Kong Code on Takeovers and Mergers

If on the exercise of the power 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 Hong Kong Code on Takeovers and Mergers (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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Info Dynasty Group Limited, Simcom Limited and Intellipower Investments Limited, Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Wong Hei, Simon and Mr Wong Sun (together the "**Concert Group**") were together beneficially interested in 910,320,000 Shares, representing approximately 59.99% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and if there is no other change in the issued share capital of the Company, the shareholding of the Concert Group will be increased to approximately 66.65% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will not result in any member of the Concert Group becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

Save as disclosed above, the Directors are not aware of any shareholder or group of shareholders of the Company acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

## 7. Share repurchases made by the Company

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

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

**Ms Yeung Man Ying** (楊文瑛女士) (“**Mrs Wong**”), aged 64, is the chairman and executive Director of the Company and a director of Sunrise Electronic Industry Limited. Mrs Wong is responsible for developing strategic direction and development of the Group. She has over 20 years of operational and management experience in the electronics and telecommunications industry. Mrs Wong graduated in 1968 from the Beijing University of Aeronautics and Astronautics, specialising in electrical engineering. Mrs Wong has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. Mrs Wong is the spouse of Mr Wong Cho Tung, an executive Director and the mother of Mr Wong Hei, Simon, the president and an executive Director of the Company, and Mr Wong Sun, a previous non-executive Director resigned on 31 March 2009.

Mrs Wong is a controlling shareholder (as defined under the Listing Rules) and also a director of Info Dynasty Group Limited, the controlling shareholder of the Company. Save as disclosed above, Mrs Wong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mrs Wong was interested in 841,495,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). Pursuant to the service agreement entered into between Mrs Wong and the Company, Mrs Wong is entitled to a fixed salary of HK\$1 per annum which was reviewed and approved by the remuneration committee of the Company (the “**Remuneration Committee**”) based on factors including the terms of remuneration as set out in the service agreement entered into between the Company and Mrs Wong in 2008 and Mrs Wong’s shareholding interest in the Company. The service agreement also provides that, subject to the decision of the Remuneration Committee, the Company may also grant to Mrs Wong options to subscribe for Shares in accordance with the share option schemes adopted or to be adopted by the Company. Under the service agreement between the Company and Mrs Wong, Mrs Wong’s appointment will be for a term of one year from 31 May 2008, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

**Ms Tang Rongrong** (唐融融女士) (“**Ms Tang**”), aged 55, is an executive Director, vice president of the business operation headquarter of the Group and a director of Shanghai Sunrise Simcom Limited. Ms Tang has nearly 20 years of experience in human resources management, administration and corporate operation. Prior to joining the Group in 1995, Ms Tang was a physician of 江西省贛州市第一人醫院 (Jiangxi Ganzhou First People’s Hospital) and the head of technology and deputy chief physician of 南昌市計劃生育指導所 (Nanchang Birth Planning Institute). Since then, Ms Tang has served as the manager and deputy general manager of the personnel and administration department of Shanghai Sunrise Simcom Limited. Ms Tang graduated from 贛南醫專科學校 (Gannan Medical College) in 1978. Ms Tang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms Tang was interested in 2,250,000 Shares within the meaning of Part XV of the SFO (comprising 186,000 issued Shares held by her and 2,064,000 Shares which may be allotted and issued to her upon exercise of the share options held by her). Pursuant to the service agreement entered into between Ms Tang and the Company, Ms Tang is entitled to (i) a fixed salary of Renminbi 240,000 per annum, which is subject to annual review by the Remuneration Committee; (ii) a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Ms Tang, and (iii) subject to the decision of the Remuneration Committee, the Company may also grant to Ms Tang options to subscribe for Shares in accordance with the share options schemes adopted or to be adopted by the Company. The emolument of Ms Tang is determined by reference to the level of remuneration package normally granted to senior executives in the industry of comparable caliber and job responsibilities. Under the service agreement between Ms Tang and the Company, Ms Tang's appointment will be for a term of one year from 31 May 2008, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

**Mr Chan Tat Wing, Richard** (陳達榮先生) ("Mr Chan"), aged 52, is an executive Director and the chief finance officer of the Group. Mr Chan qualified as a certified general accountant (CGA) in Canada in 1988. He is a member of the Certified General Accountants Association of Canada. Mr Chan has more than 15 years of financial management experience and has worked as, amongst other positions, the chief finance officer of E-Mice Solutions (HK) Limited and Chinatron Group Holdings Limited, the financial controller of SmarTone Telecommunications Holdings Limited and the finance director of EMI (Hong Kong) Ltd, and had also held a financial management position in Merrell Dow Pharmaceuticals (Canada) Inc. Mr Chan obtained a bachelor's degree in arts from York University, Canada in 1979 and a bachelor's degree in administrative studies with honours from the same university in 1982. Mr Chan joined SIM Technology HK Limited in July 2004. Mr Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years, and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, apart from holding interests in shares options with underlying Shares totaling 2,100,000 Shares, Mr Chan had no other interest in Shares within the meaning of Part XV of the SFO. Pursuant to the service agreement entered into between Mr Chan and the Company, Mr Chan is entitled to (i) a fixed monthly salary of HK\$100,000 and an annual fixed sum bonus equal to one month salary, which is subject to annual review by the Remuneration Committee; (ii) a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Mr Chan, and (iii) subject to the decision of the Remuneration Committee, the Company may also grant to Mr Chan options to subscribe for Shares in accordance with the share option schemes adopted or to be adopted by the Company. The emolument of Mr Chan is determined by reference to the level of remuneration package normally granted to senior executives in the industry of comparable caliber and job responsibilities. Under the service agreement between Mr Chan and the Company, Mr Chan's appointment will be for a term of one year from 10 June 2008, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

**Mr Liu Hing Hung** (廖慶雄先生) (“**Mr Liu**”), aged 46, is an independent non-executive Director and the chairman of the audit committee of the Company. Mr Liu is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong and also a member of the Society of Chinese Accountants and Auditors. Mr Liu now runs a professional accountancy firm in Hong Kong and has over ten years of experience in accounting, taxation, auditing and corporate finance. Mr Liu is currently an independent non-executive director of Emperor International Holdings Limited, a company listed on the Main Board of the Stock Exchange. In the last three years, Mr Liu had been a director of Shimao International Holdings Limited which was a company previously listed on the Main Board of the Stock Exchange. The Listing of shares of Shimao International Holdings Limited was withdrawn on 27 July 2007. Save as disclosed above, Mr Liu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. Mr Liu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Liu does not have any interest in Shares within the meaning of Part XV of the SFO. Pursuant to the appointment letter entered into between Mr Liu and the Company, the Director’s fee of Mr Liu as independent non-executive Director is US\$20,000 per annum. The remuneration package of Mr Liu is determined by reference to his duties, responsibilities and expected time commitment to the Company’s affairs. Under the appointment letter between Mr Liu and the Company, Mr Liu’s appointment will be for a term of one year from 1 September 2008, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Mr Liu, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr Liu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

**Mr Xie Linzhen** (謝麟振先生) (“**Mr Xie**”), aged 68, is an independent non-executive Director, a member of each of the audit committee of the Company and Remuneration Committee. Mr Xie graduated in 1963 from the Peking University of Physics and is a Professor of Peking University of Electronics. Mr Xie has acted as the deputy director of the Telecommunication System and Equipment Department in the Ministry of Electronics Industry, the People’s Republic of China (the “**PRC**”), the deputy director of the IT Product Department in the Ministry of Information Industry, PRC (“**MII**”) and the standing member of Communication Science and Technology Committee of MII. Mr Xie is currently the vice president of China Mobile Communication Association, the chairman of China Domestic Handset Summit and the standing member of Communication Science and Technology Committee of the Ministry of Industry & Information Technology, PRC. Mr Xie has not held any directorship in other public companies the securities of which are listed on any

securities market in Hong Kong or overseas during the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Xie does not have any interest in Shares within the meaning of Part XV of the SFO. Pursuant to the appointment letter entered into between Mr Xie and the Company, the Director's fee of Mr Xie's as independent non-executive Director is US\$20,000 per annum. The remuneration package of Mr Xie is determined by reference to his duties, responsibilities and expected time commitment to the Company's affairs. Under the appointment letter between Mr Xie and the Company, Mr Xie's appointment will be for a term of one year from 25 January 2009, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Mr Xie, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr Xie meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Each of Mrs Wong, Ms Tang, Mr Chan, Mr Liu and Mr Xie has confirmed to the board of Directors that the details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules are not relevant to him or her and therefore no information needs to be disclosed by any of them in relation to those paragraphs. Each of Mrs Wong, Ms Tang, Mr Chan, Mr Liu and Mr Xie has further confirmed to the board of Directors that save as disclosed above, there is no other matter that needs to be brought to the shareholders' attention in relation to their re-election as Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.