
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 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**

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 Wednesday, 7 May 2008 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 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 meeting should you so wish.

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LETTER FROM THE BOARD OF DIRECTORS



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)

Directors:

Ms Yeung Man Ying (*Chairman*)

Mr Wong Cho Tung

Mr Tsang Hen Loon, Raymond

Mr Zhang Jianping

Mr Wong Hei, Simon

Mr Wong Sun

Ms Tang Rongrong

Mr Heng Kwo Seng*

Mr Wang Chengwei*

Mr Zhuang Xingfang*

* *Independent non-executive directors*

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

Wanchai

Hong Kong

15 April 2008

To the Shareholders,

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 2008 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 issue additional shares and repurchase existing shares of HK\$0.10 each of the Company (“**Share**”) and, subject to the passing of

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LETTER FROM THE BOARD OF DIRECTORS

the resolutions approving the grant of the aforesaid general mandates, to extend the general mandate to allot, issue and deal with 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 further additional Shares of 303,498,000 shares, representing 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 27 April 2007. In addition, if the resolution to authorise the Directors to repurchase Shares as described below is 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 authority to repurchase.

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%) in aggregate of the Company's issued share capital at the date of passing the resolution (the "**Repurchase Mandate**").

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

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 87 of the Company's Bye-laws, at the Annual General Meeting, Mr Wong Cho Tung, Mr Tsang Hen Loon, Raymond, Mr Zhang Jianping and Mr Wong Hei, Simon will retire from office and they, being eligible, will offer themselves for re-election. Brief biographical background of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-laws of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of such meeting; or

LETTER FROM THE BOARD OF DIRECTORS

- (ii) by at least three members of the Company (the “**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
- (iii) by any 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 the Members having the right to vote at the meeting; or
- (iv) 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 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
- (v) if required by the rules of the Stock Exchange, by any Director or Director 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.

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 Wednesday, 7 May 2008 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 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 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. Accordingly, the Directors recommend you to vote in favour of them.

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

NOTICE OF ANNUAL GENERAL MEETING



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 2008 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 2007.
2. To declare a final dividend for the year ended 31 December 2007.
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, 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 in the capital of the Company 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 options, including warrants to subscribe for shares, which might require

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NOTICE OF ANNUAL GENERAL MEETING

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 or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than any allotment of the shares of the Company (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; 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. 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; 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 of the Company (the “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 under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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 may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose under the Code on Share Repurchases, 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. 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. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the executive Directors are Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Tsang Hen Loon, Raymond, Mr Zhang Jianping, Mr Wong Hei, Simon, Mr Wong Sun and Ms Tang Rongrong and the independent non-executive Directors are Mr Heng Kwoo Seng, Mr Wang Chengwei and Mr Zhuang Xingfang.

By Order of the Board of Directors
SIM Technology Group Limited
WONG Cho Tung
Director

Hong Kong, 15 April 2008

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 of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the above meeting is enclosed herewith.
2. In the case of joint holders of a share, 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, this 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 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 meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the Annual General Meeting (or any adjournment thereof) in person.
4. The Register of Members of the Company will be closed from Monday, 5 May 2008 to Wednesday, 7 May 2008 (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 meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar 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 Friday, 2 May 2008.

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 10 April 2008, being the latest practicable date prior to the printing of this circular (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. 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.

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 laws of Bermuda. 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 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 for the year ended 31 December 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

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

Month	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
April	2.95	2.58
May	3.17	2.69
June	3.33	2.78
July	3.06	2.28
August	2.44	1.30
September	2.31	1.61
October	2.04	1.64
November	1.78	1.46
December	1.86	1.64
2008		
January	1.81	1.25
February	1.50	1.27
March	1.47	0.74
April (up to the Latest Practicable Date)	1.05	0.86

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 pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Memorandum of Association and Bye-laws of the Company. 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), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such Repurchase Mandate is approved by the shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries and no such persons has undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders.

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 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, 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 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. 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.

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:

Mr Wong Cho Tung (王祖同先生) (“**Mr Wong**”), aged 63, is an executive Director and the president of the business operation headquarter of the Company and its subsidiaries (the “**Group**”). Mr Wong is primarily responsible for the overall management and supervision of the Group’s business, ranging from product development, marketing operation, supply chain management to devising business strategies. Mr Wong is a director of Shanghai SIM Technology Limited, Shanghai Sunrise Electronic Technology Co., Limited (“**Shanghai Sunrise**”), Sunrise Electronic Industry Limited (“**SEIL**”), SIM Technology Group (BVI) Limited, SIM Technology HK Limited (“**SIM Technology (HK)**”), Sino Team Investments Limited and Shenyang SIM Technology Limited. In 1986, Mr Wong together with his spouse, Ms Yeung Man Ying, founded Sunrise Technology Limited (“**Sunrise Technology (HK)**”), a company engaging in the distribution of electronic components. In 1993, Shanghai Sunrise, one of the main operating subsidiaries of the Group, was incorporated as a subsidiary of Sunrise Technology (HK). Under the leadership of Mr Wong, Sunrise Technology (HK) has expanded into one of the largest distributors of electronic components in China. In May 2001, Sunrise Technology Limited, Sunrise Technology Group Limited and their subsidiaries (together the “**Sunrise Group**”) attracted Avnet Sunrise Limited and Avnet Asia Pte Limited (“**Avnet**”) to acquire the Sunrise Group’s components distribution business. After the successful acquisition of the component distribution business by Avnet, Mr Wong was appointed as a senior vice president of Avnet Asia Pte Limited. Mr Wong graduated in 1968 from the Beijing University of Aeronautics and Astronautics, specializing in field of electrical engineering. Mr Wong has decades of experience in the electrical, electronics and telecommunications industry. Prior to co-founding Sunrise Technology (HK), Mr Wong held positions in various companies such as manufacturing plants in Sichuan Province, the Computer Centre of South China Institute of Technology in Guangzhou, as well as the Mass Transit Railway Corporation in Hong Kong. Mr Wong’s responsibilities in these companies included electrical product design as well as computer hardware and software system development and modification. Mr Wong has not held any directorship in other listed public companies during the last three years. Mr Wong is the spouse of Ms Yeung Man Ying, the chairman of the Company and an executive Director and the father of Mr Wong Hei, Simon, the president of the Company and an executive Director and Mr Wong Sun, an executive Director.

Mr Wong also holds directorship in Info Dynasty Group Limited, the controlling shareholder of the Company. Save as disclosed above, Mr Wong does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr Wong was interested in 910,320,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). Pursuant to the service agreement entered into between Mr Wong and the Company, Mr 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 term on remuneration as set out in the service agreement entered between the Company and Mr Wong in 2005 and Mr 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 Mr 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 Mr Wong, Mr Wong's appointment will be for a term of three years from 31 May 2005, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws of the Company.

Mr Wong Hei, Simon (王曦先生), aged 35, is the president of the Company and an executive Director, the managing director of SIM Technology (HK), a director of Shanghai Sunrise, SEIL, Simcom International Holdings Limited, Suncom International Holdings Limited and Max Vision Limited and is responsible for the overall management and supervision of the Group's business, ranging from production development, marketing operation, supply chain management to devising business strategies. Mr Wong Hei, Simon has over 10 years of experience in the electronics and telecommunications industry and extensive experience in investment and business management. Prior to joining Sunrise Technology (HK), he worked at the headquarters of National Semiconductor in the Silicon Valley in 1995. In May 2001, Sunrise Group was acquired by Avnet Sunrise Limited and Avnet upon which Mr Wong Hei, Simon was appointed as the managing director of Chinatronic Technology Limited. Mr Wong Hei, Simon joined the Group as a director of SEIL in February 2000 and became a director of Shanghai Sunrise in October 2003. He obtained a bachelor's degree in science from Boston University in 1995, specializing in electrical engineering. Mr Wong Hei, Simon has not held any directorship in any other listed public companies in the last three years. Mr Wong Hei, Simon is a son of Mr Wong, an executive Director and Ms Yeung Man Ying, the chairman of the Company and an executive Director and the brother of Mr Wong Sun, an executive Director. Save as disclosed above, Mr Wong Hei, Simon does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, apart from holding 1 share in Info Dynasty Group Limited, an associated corporation of the Company under the SFO, Mr Wong Hei, Simon had no other interest in Shares within the meaning of Part XV of the SFO. Pursuant to the service agreement entered into between Mr Wong Hei, Simon and the Company, Mr Wong Hei, Simon is entitled to (i) a fixed salary of Renminbi 480,000 per annum which was reviewed and approved by the Remuneration Committee based on factors including the term on remuneration as set out in the service agreement entered between the Company; and (ii) subject to the decision of the Remuneration Committee, the Company may also grant to Mr Wong Hei, Simon, options to subscribe for Shares in accordance with the share option schemes adopted or to be adopted by the Company. The emolument of Mr Wong Hei, Simon 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 Wong Hei, Simon and the Company, Mr Wong Hei, Simon's appointment will be for a term of three years from 31 May 2005, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws of the Company.

Mr Tsang Hen Loon, Raymond (曾憲龍先生) (“**Mr Tsang**”), aged 49, is the deputy chairman of the Company and an executive Director and is responsible for assisting the chairman of the Company to develop strategic direction of the Group. Mr Tsang has over 20 years of experience in the electronics industry. Mr Tsang was the marketing director (Asia-Pacific region) of National Semiconductor. In 1995, Mr Tsang joined the Sunrise Group as the managing director of Sunrise Technology (HK). Two years later, he joined Pericom Technology (Shanghai) Co., Ltd., a semiconductor company, as general manager. Mr Tsang re-joined Sunrise Technology (HK) as the chief executive officer in 2000. In 2001, the electronic components distribution business of the Sunrise Group was acquired by Avnet. Mr Tsang became vice president and regional director (Hong Kong and PRC) of Avnet Sunrise Limited in May 2001 and was promoted to president of Avnet Electronics Marketing Asia in March 2002. Mr Tsang has extensive experience in corporate management and strategic business planning. Mr Tsang re-joined the Group on 1 January 2005. Mr Tsang obtained a bachelor degree of science in electrical engineering from the University of Wisconsin – Madison in 1981 and a master’s degree in business administration from the East Asia Open Institute in 1993. Mr Tsang has not held any directorship in any other listed public companies during the last three years. Mr Tsang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Tsang was interested in 2,250,000 Shares and share options with underlying Shares totaling 750,000 Shares within the meaning of Part XV of the SFO. Pursuant to the services agreement entered into between Mr Tsang and the Company, Mr Tsang is entitled to (i) a fixed salary of HK\$1,920,000 per annum and an annual fixed sum bonus equal to one month of the average monthly salary, subject to review by the Remuneration Committee after completion of twelve months of services; (ii) a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Mr Tsang; and (iii) subject to the decision of the Remuneration Committee, the Company may also grant to Mr Tsang’s options to subscribe for Shares in accordance with the share option schemes adopted by the Company. The emolument of Mr Tsang 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 Tsang and the Company, Mr Tsang’s appointment will be for a term of three years from 31 May 2005, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws of the Company.

Mr Zhang Jianping (張劍平先生) (“**Mr Zhang**”), aged 42, is an executive Director and the chief operating officer of the business operation headquarter of the Group. He is also a director of Shanghai Sunrise, Shanghai SIM Technology Limited, Shanghai Simcom Limited (“**Shanghai Simcom**”) and Shenyang SIM Technology Limited. He assists the president and the chief executive officer in the overall management of the Group, including the overall operation of Shanghai Sunrise and Shanghai Simcom. Mr Zhang joined Shanghai Sunrise in 1996 and was responsible for the establishment of Shanghai Simcom in 2002. Mr Zhang has over 18 years of technology and management experience in the electronics and telecommunication industry. Prior to joining the Group, Mr Zhang was engaged in research with No. 14 Research Institute of the Ministry of Electronics Industry in China. Mr Zhang has also been awarded a third class award for national technological improvements by the

State in 1990 and first and second class awards for technological improvements by the Ministry of Electronics in 1989 and 1992 respectively. In 2004, he was named as 上海市優秀專業技術人才 (“Shanghai Outstanding Technology Calibre”) by the Shanghai Municipal Government. Mr Zhang obtained a bachelor’s degree in engineering from Shanghai Jiao Tong University in 1986 and a master’s degree in business administration from China Europe International Business School in 2002. Mr Zhang has not held any directorship in any other listed public companies during the last three years. Mr Zhang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Zhang was interested in 1,500,000 Shares within the meaning of interests in share options with underlying Shares totaling 1,500,000 Shares within the meaning of Part XV of the SFO. Pursuant to the services agreement entered into between Mr Zhang and the Company, Mr Zhang is entitled to (i) a fixed salary of Renminbi 480,000 per annum, which is subject to review by the Remuneration Committee after completion of twelve months of services; (ii) a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Mr Zhang; and (iii) subject to the decision of the Remuneration Committee, the Company may also grant to Mr Zhang’s options to subscribe for Shares in accordance with the share option schemes adopted by the Company. The emolument of Mr Zhang 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 Zhang and the Company, Mr Zhang’s appointment will be for a term of three years from 31 May 2005, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws of the Company.

Each of Mr Wong Cho Tung, Mr Wong Hei, Simon, Mr Tsang Hei Loon, Raymond and Mr Zhang Jianping has confirmed that the details set out in paragraphs (h) to (v) of Rule 13.51 (2) of the Listing Rules are not relevant to him and therefore no information needs to be disclosed by any of them in relation to those paragraphs. Each of Mr Wong Cho Tung, Mr Wong Hei, Simon, Mr Tsang Hei Loon, Raymond and Mr Zhang Jianping has further confirmed 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.