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ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

DISCLOSEABLE TRANSACTION

**ENTERING INTO A CO-OPERATION AGREEMENT
FOR THE ESTABLISHMENT OF A NEW JOINT VENTURE
IN THE PRC**

Financial Adviser to Zhongda International Holdings Limited



Karl Thomson Financial Advisory Limited

23 April 2004

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DEFINITIONS

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

“Appraiser”	An PRC state recognized official appraiser, who is independent and not connected with any directors, chief executive or substantial shareholders of the Company, its subsidiaries or their respective associates pursuant to the Listing Rules, to be appointed by the JV Parties upon the execution of the Co-operation Agreement to evaluate the Contributed Assets
“Board”	The Board of Directors of the Company
“Co-operation Agreement”	A co-operation agreement dated 27 March 2004 in respect of the establishment of the Nanjing JV entered into between Zhongda Auto and the PRC JV Partner
“Company”	Zhongda International Holdings Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Stock Exchange
“Contributed Assets”	The assets being contributed by the PRC JV Partner as the registered capital of the Nanjing JV. The assets will initially include certain fixed assets, plant and equipment, receivables, inventory, brandname and goodwill, and land use right
“Directors”	The directors of the Company
“Group”	The Company and its subsidiaries
“JV Parties”	Zhongda Auto and the PRC JV Partner, being the joint venture parties of the Nanjing JV
“Latest Practicable Date”	21 April 2004, being the latest practicable date for ascertaining information referred to in this circular prior to the printing of this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China

DEFINITIONS

“Nanjing JV”	南京金陵雙層客車製造有限公司 (Jiangsu Jinling Double Deck Bus Manufacturing Company Limited), a sino-foreign equity joint venture company incorporated in the PRC pursuant to the Co-operation Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“PRC JV Partner”	江蘇金陵交運集團有限公司 (Jiangsu Jinling Transportation Group Limited), a company incorporated in the PRC on the 21st day of June 1990 with limited liability
“Share(s)”	Ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholders”	Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Lawful currency of the Hong Kong Special Administrative Region
“Zhongda Auto”	Zhongda International Automobile Assets Group Limited, a sole purpose investment holding company to hold 60% share capital of the Nanjing JV, incorporated in the British Virgin Islands on 14 April 2003, in which the entire share capital is 100% beneficially owned by the Company
“Zhongda Machinery”	Zhongda Automobile Machinery Manufacture Company Limited, a sino-foreign equity joint venture enterprise incorporated in the PRC, in which the Company is interested in 86.7% of the total issued share capital

In this circular, all amounts in Renminbi were translated into Hong Kong dollars at an exchange rate of HK\$1.00: RMB1.06 for indication only.

LETTER FROM THE BOARD



ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 909)

Directors:

Mr. Xu Lian Guo (*Chairman*)
Mr. Xu Lian Kuan
Mr. Zhang Yuqing
Mr. Gu Yao Tian **
Mr. Chan Wai Dune **
Mr. Li Xin Zhong **

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal

Place of Business

in Hong Kong:

Units 702, 7th Floor
1 Science Museum Road
Tsim Sha Tsui East
Kowloon, Hong Kong

*** Independent Non-executive Director*

23 April 2004

To the Shareholders of

Zhongda International Holdings Limited

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
ENTERING INTO A CO-OPERATION AGREEMENT
FOR THE ESTABLISHMENT OF A NEW JOINT VENTURE
IN THE PRC**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 1 April 2004 in relation to the establishment of a new joint venture in the PRC by entering into a Co-operation Agreement with the PRC JV Partner on 27 March 2004.

The Company announced that, on 27 March 2004, Zhongda Auto, a wholly owned subsidiary of the Company, has entered into the Co-operation Agreement with the PRC JV Partner for the establishment of the Nanjing JV for conducting a bus manufacturing and sales network in the PRC.

LETTER FROM THE BOARD

Zhongda Auto and the PRC JV Partner will be interested in 60% and 40% of the Nanjing JV respectively. The total registered capital and total investment of the Nanjing JV is agreed at RMB58.25 million (equivalent to approximately HK\$54.95 million) and to be contributed as to RMB34.95 million (equivalent to approximately HK\$32.97 million) by Zhongda Auto and as to RMB23.30 million (equivalent to approximately HK\$21.98 million) by the PRC JV Partner. The contribution of the PRC JV Partner will be satisfied by injection of assets including land and manufacturing facility while Zhongda Auto will contribute their respective capital in cash.

2. THE CO-OPERATION AGREEMENT DATED 27 MARCH 2004

On 27 March 2004, Zhongda Auto and the PRC JV Partner entered into the Co-operation Agreement relating to the establishment of the Nanjing JV for the formation of a bus manufacturing and sales network business in the PRC. The JV Parties have agreed to establish the Nanjing JV in accordance to the terms set out in the Co-operation Agreement as follows:

JV Parties

Zhongda Auto, an investment holding company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company, in which the Nanjing JV is its only investment.

江蘇金陵交運集團有限公司 (Jiangsu Jinling Transportation Group Limited), a company incorporated in the PRC which and its beneficial owners are independent third parties not connected with any directors, chief executive or substantial shareholders of the Company, its subsidiaries or their respective associates pursuant to the Listing Rules, whose principal business is manufacturing and sales of bus in the Nanjing area, PRC.

Registered Capital of the Nanjing JV

The initial registered capital will be a total of RMB23.30 million (equivalent to approximately HK\$21.98 million), in which RMB13.98 million (equivalent to approximately HK\$13.19 million) in cash and RMB9.32 (equivalent to approximately HK\$8.79 million) in assets will be contributed by Zhongda Auto and the PRC JV Partner respectively. The JV Parties are intending to increase the registered capital to a total of RMB58.25 million (equivalent to approximately HK\$54.95 million) within two months from the date of the business license of the Nanjing JV being obtained. In total, the registered capital will be contributed as to RMB34.95 million (equivalent to approximately HK\$32.97 million) by Zhongda Auto and as to RMB23.30 million (equivalent to approximately HK\$21.98 million) by the PRC JV Partner, which are in proportion to their respective shareholdings of 60% and 40% respectively.

LETTER FROM THE BOARD

The registered capital is to be paid by Zhongda Auto in cash. The PRC JV Partner will contribute assets of net asset value (being the appraised value minus any liabilities or debts) equivalent to RMB23.30 million (equivalent to approximately HK\$21.98 million) for its respective share of registered capital.

Assets to be contributed by the PRC JV Partner

Under the Co-operation Agreement, it is agreed that the assets to be contributed by the PRC JV Partner will initially include certain fixed assets, plant and equipment, receivables, inventory, brandname and goodwill and land use right owned by the PRC JV Partner (the “Contributed Assets”). As at the Latest Practicable Date, negotiation on the definitive assets which formed the Contributed Assets is still proceeding. A definitive list of the Contributed Assets will be determined and agreed between the JV Parties before the contribution of registered capital in the Nanjing JV. A professional appraiser, who is independent and not connected with any directors, chief executive or substantial shareholders of the Company and the PRC JV Partner, their subsidiaries or their respective associates pursuant to the Listing Rules, (the “Appraiser”) will be appointed by the JV Parties to verify the final value of the Contributed Assets upon execution of the Co-operation Agreement. As at the Latest Practicable Date, the JV Parties are in the process of selecting the Appraiser and the Appraiser will be appointed as soon as possible. The Contributed Assets will have to be legally owned by the PRC JV Partner and transferable. If any of the Contributed Assets is mortgaged, the title of such asset has to be clear and transferable and only the total net asset value of RMB23.30 million (equivalent to approximately HK\$21.98 million) will be calculated towards the contribution.

The value of the Contributed Assets is based on the Directors’ view and experience on valuing and assessing such assets and the ultimate agreed value will be verified by the Appraiser. The Appraiser is required to base its evaluation on the rules set by the relevant authorities of the PRC government. If the valuation of the Contributed Assets as determined in the final report issued by the Appraiser differs from the pre-determined value of RMB23.30 million (equivalent to approximately HK\$21.98 million), the JV Parties have agreed to enter into a supplementary agreement as soon as practicable after the issuance of the Appraiser’s valuation report in order to adjust the aggregate amount of the registered capital, so that the percentage of shareholding will remain unchanged, in accordance to the new resulting valuation. As a result, the adjustment will be settled by amending the cash contribution by Zhongda Auto in order to maintain the same percentage of shareholding. In the event that there is any upward adjustment of contribution by Zhongda Auto, the Company will comply with all requirements under the Listing Rules.

Furthermore, the Directors will ensure that the Contributed Assets will be relevant and sufficient for the operation of the Nanjing JV.

LETTER FROM THE BOARD

Timing of Capital Contribution

Stage 1: Within ten working days from the date of the Co-operation Agreement, Zhongda Auto shall contribute RMB2.4 million (equivalent to approximately HK\$2.26 million) in cash as the initial deposits for the registered capital of the Nanjing JV. Under the current relevant PRC regulations, the Nanjing JV can be established before the contribution of registered capital, therefore the Nanjing JV will be established as soon as practicable and upon the execution of relevant application and approval of relevant PRC authorities. As at the Latest Practicable Date, Zhongda Auto has paid the RMB2.4 million (equivalent to approximately HK\$2.26 million) initial deposits and the JV Parties is in the process of submitting the relevant application and documents to the PRC authorities.

Stage 2: Pursuant to the Co-operation Agreement and upon the establishment of the Nanjing JV when relevant documents and business license are obtained, the initial registered capital of RMB23.30 million (equivalent to approximately HK\$21.98 million) shall be contributed by the JV Parties within 15 days from the dispatch of the valuation report to be issued by the Appraiser. Zhongda Auto shall deduct RMB2.4 million (equivalent to approximately HK\$2.26 million) from the contribution of RMB13.98 million (equivalent to approximately HK\$13.19 million) at this stage since a deposit of RMB2.4 million (equivalent to approximately HK\$2.26 million) will have been paid within 10 days from the date of the Co-operation Agreement.

Stage 3: Within two months from the business license of the Nanjing JV being obtained, the registered capital of the Nanjing JV shall be increased to RMB58.25 million (equivalent to approximately HK\$54.95 million) and the JV Parties shall contribute according to their respective shareholdings. Therefore, Zhongda Auto shall contribute additional RMB20.97 million (equivalent to approximately HK\$19.78 million) in cash for the increase in registered capital. The PRC JV Partner will contribute additional net assets that amount to RMB13.98 million (equivalent to approximately HK\$13.19 million) for its respective share of registered capital.

Capital Contribution Mechanism

It is agreed that the PRC JV Partner is allowed to inject all Contributed Assets in one lump sum in the amount of RMB23.30 million (equivalent to approximately HK\$21.98 million) in Stage 2, as it is more efficient and practical to inject and evaluate all assets in one lump sum. As a result, Zhongda Auto will contribute RMB11.58 million in cash (HK\$10.93 million) when and if the Contributed Assets is injected in Stage 2, and contribute additional RMB20.97 million (equivalent to approximately HK\$19.78 million) in cash in Stage 3 as the Contributed Assets will already have been injected in the Nanjing JV.

LETTER FROM THE BOARD

Based on the value of the Contributed Assets as determined by commercial negotiations and the experience in the automobile manufacturing industry in the PRC of the Directors, and a provision for future adjustment in case there is any discrepancy from a recognized valuation report, the Directors (including the Independent Non-Executive Directors) considered that the Co-operation Agreement which contemplates the injection of capital in such a way as described under this section is fair and reasonable, on normal commercial terms and are in the interests of the shareholders of the Company as a whole.

Total Investment

The total investment of the Nanjing JV is expected to equal to RMB58.25 million (equivalent to approximately HK\$54.95 million). Save as disclosed, there is no other capital commitment from the Company pursuant to the Co-operation Agreement.

Term

The term of the Nanjing JV will be determined in accordance with the relevant regulations (from a minimum term of 10 years) pursuant to the PRC laws when the Nanjing JV is established. As at the Latest Practical Date, the Nanjing JV is not yet established.

Equity Ratio

The Nanjing JV will be held as to 60% by Zhongda Auto and as to 40% by the PRC JV Partner.

Profit and loss sharing ratio

Profit and loss of the Nanjing JV will be shared by Zhongda Auto and the PRC JV Partner in proportion to their respective equity interest.

Board representation

The board of the Nanjing JV will comprise of not more than 5 directors to be appointed as to not more than 3 directors by Zhongda Auto and as to not more than 2 directors by the PRC JV Partner. The Company effectively has majority representation on the board of the Nanjing JV.

Scope of business of the Nanjing JV

The Nanjing JV will principally be engaged in the bus manufacturing and sales business in major cities (such as Nanjing and Tianjin) in the PRC, which was one of the existing businesses of the PRC JV Partner and in the future, the PRC JV Partner will operate such business through the Nanjing JV as a 40% joint venture partner only. The Directors have confirmed with the directors of the

LETTER FROM THE BOARD

PRC JV Partner that such business has been profitable. In particular, the unaudited financial information provided by the PRC JV Partner shows that such existing business operated by the PRC JV Partner had net profits before tax of RMB1.1 million (equivalent to approximately HK\$1.04 million) and RMB2.5 million (equivalent to approximately HK\$2.36 million) for the years ended 31 December 2003 and 2002 respectively, and annual sales of RMB79.7 million (equivalent to approximately HK\$75.19 million) and RMB110 million (equivalent to approximately HK\$103.77 million) for the years ended 31 December 2003 and 2002 respectively. As the Nanjing JV will utilize the Contributed Assets for its operation, the bus manufacturing business will continue to source parts from suppliers in the PRC and other countries and produce buses in the acquired plant. The Nanjing JV will then produce buses under the brand name Jinling Brand and sell them to transportation and bus companies in major cities, such as Beijing, Tianjin, Nanjing and Guangzhou, in the PRC. The purpose of establishing the Nanjing JV is to leverage on the existing manufacturing expertise and sales network of the PRC JV Partner when the Company contributes new capital to grow the business. The Directors consider that the business of the Nanjing JV will grow substantially with the new capital and the PRC JV Partner will only allow Zhongda Auto to enter into the business in this particular time in which the business requires additional capital.

Conditions

The establishment of the Nanjing JV is subject to the approval by the relevant PRC authorities. Application to the relevant PRC authorities for the establishment of the Nanjing JV has been made since the execution of the Co-operation Agreement on 27 March 2004. The JV Parties has begun the process of the establishment of the Nanjing JV and execute all relevant documents required, including but not limited to, a joint venture agreement and an article of association of the Nanjing JV. The establishment of the Nanjing JV is intended to be completed by 31 May 2004 pursuant to the Co-Operation Agreement. Further announcement will be made upon the establishment of the Nanjing JV and in the said announcement, details of the appointed Appraiser and the Contributed Assets will also be announced.

The Co-operation Agreement will be terminated under the following conditions:

1. Zhongda Auto fail to contribute RMB2.4 million (equivalent to approximately HK\$2.26 million) in cash, as the initial deposits for the registered capital of the Nanjing JV within 10 working days from the date of the Co-operation Agreement; and
2. the respective share of capital injection has not been completed by either JV Parties.

LETTER FROM THE BOARD

As at the Latest Practical Date, condition 1 has been fulfilled as Zhongda Auto has contributed RMB2.4 million (equivalent to approximately HK\$2.26 million) in cash as the initial deposit for the registered capital of the Nanjing JV and the capital injection of the respective share of the JV Parties has yet to be completed, but expected to be completed by 31 May 2004. In the event of the Co-operation Agreement being terminated due to the above reasons, the default party will be obligated to indemnify the other non-default party all capital being contributed. In addition, the default party will indemnify the non-default party an amount of RMB0.4 million (equivalent to approximately HK\$0.38 million) per 10% shareholding in the Nanjing JV. Save as disclosed, the JV Parties have agreed that there is no provision on the interest incurred on the capital contributed or other indemnity.

Save as disclosed, the JV Parties have agreed that there is no provision on the consequence of delay or long-stop date except for the above termination condition.

The terms of the Co-operation Agreement are agreed upon after arm's length negotiation between the JV Parties and the Directors (including the Independent Non-Executive Directors) are of the view that the terms of the Co-operation Agreement are fair and reasonable, on normal commercial terms, and are in the interests of the shareholders of the Company as a whole.

3. FUNDING

The respective share of the Company's registered capital of the Nanjing JV is intended to be funded by internal resources of the Company. It is expected the investment in the Nanjing JV will have no adverse impact on the cash flow and gearing ratio of the Group. Furthermore, there will be no immediately effect on assets and liabilities of the Company as a result of the investment since it is financed by the Company's internal resources. The effect on the Company's earnings will depend on the earnings of the next financial year of the Nanjing JV as the Nanjing JV will be a non wholly owned subsidiary of the Company and its earnings will be consolidated into the Company's consolidated accounts.

4. REASONS FOR THE ESTABLISHMENT OF THE NANJING JV

The Group is principally engaged in the development, manufacture and sale of automobile equipment and provision of industrial surface treatment engineering equipment to various industries including the automobile, aircraft engineering and military industries. The automobile equipment and the surface treatment engineering equipment are for the repairing, testing and maintenance of automobiles. The Group's main business is carried out through Zhongda Machinery, a 86.7% owned subsidiary of the Company.

LETTER FROM THE BOARD

Based on the Group's latest investment strategy to expand its related business through co-operation, the Directors consider that the establishment of the Nanjing JV is complementary to Group's current principal activities in the automobile industry in the PRC and believe that the Nanjing JV will expand the Group's market present in the automobile industry in the PRC as the automobile industry in the PRC as a whole is expected to expand. The establishment of Nanjing JV will not only give the Group a good opportunity to strengthen its position in automobile industry in the PRC, but also will contribute reasonable future income to the Group's consolidated accounts.

5. GENERAL

The establishment of Nanjing JV contemplated under the Co-operation Agreement constitutes a discloseable transaction of the Company under the Listing Rules as the value of the total Investment represents more than 15% and less than 50% of the consolidated net tangible assets of the Company.

Your attention is also drawn to the general information as set out in the appendix to this circular.

Yours faithfully,
By Order of the Board
Zhongda International Holdings Limited
Xu Lian Guo
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

(i) Directors

As at the Latest Practicable Date, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, were as follows:-

Name of Director	Note	Type of Interests	No. of Shares
Mr. Xu Lian Guo	1	Corporate	234,720,000
Mr. Xu Lian Kuan	1	Corporate	234,720,000
Mr. Zhang Yuqing		Personal	17,600,000

Note 1: These shares are held by Zhongda (BVI), a company incorporated in the British Virgin Islands, in which Mr. Xu Lian Guo and his younger brother, Mr. Xu Lian Kuan beneficially own as to 57.22% and 42.78% of its issued share capital respectively.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interests in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

(ii) Substantial Shareholders

As at the Latest Practicable Date so far as is known to the Directors, the persons/ companies (not being a Director or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:-

Name of shareholder	Note	No. of ordinary shares of HK\$0.10 each			Total	Shareholding percentage
		Family interests	Personal interests	Corporate interests		
Mr. Xu Lian Guo	2			234,720,000	234,720,000	58.7%
Mr. Xu Lian Kuan	2			234,720,000	234,720,000	58.7%
Zhong Da (BVI)	3			234,720,000	234,720,000	58.7%
Shum Yip (Holdings) Company Limited	4	-	-	43,596,000	43,596,000	10.9%

Note 2: This interest represents the number of Shares held by Zhong Da (BVI). The entire issued share capital of Zhong Da (BVI) is beneficially owned as to 57.22% and 42.78% by Mr. Xu Lian Guo and Mr. Xu Lian Kuan respectively.

Note 3: This interest of Zhong Da (BVI) is duplicated with the interest of Mr. Xu Lian Guo and Mr. Xu Lian Kuan.

Note 4: This interest of Shum Yip (Holdings) Company Limited is held indirectly through Gainful Outcome Holdings Limited and Outstanding Management Limited, both of which are wholly owned subsidiaries of Shum Yip (Holdings) Company Limited.

Save for the interests disclosed above, the Directors are not aware of any other person being interested in 5% of more of the issued share capital of the Company as at the Latest Practicable Date.

3. SHARE CAPITAL

Set out below are details of the authorised and issued share capital of the Company as at the Latest Practicable Date.

<i>Authorised:</i>	<i>HK\$</i>
1,000,000,000 Shares	100,000,000
<i>Issued and fully paid:</i>	
400,004,000 Shares	40,000,400

4. LITIGATION

As at the Latest Practicable Date, none of the Company nor any other member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

5. DIRECTORS' SERVICE CONTRACTS

There is no existing or proposed service contract between respectively, any of the Directors and the Company or any of its subsidiaries, other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

6. MISCELLANEOUS

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM, Bermuda. The head office and principal place of business of the Company in Hong Kong is at Unit 702, 7th Floor, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong.
- (b) The company secretary of the Company is Mr. Nicholas May.
- (c) The branch share registrars of the Company in Hong Kong are Standard Registrars Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.