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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 to be taken, 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 **Xpress Group Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**DISCLOSEABLE AND CONNECTED TRANSACTION**

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28 November, 2008

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## DEFINITIONS

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

“Agreement”	The sale and purchase agreement date 14 November, 2008 entered into by the Vendor and the Purchaser, the details of which are set out in the section headed “The Agreement” in this circular
“associate”	has the meaning defined in Chapter 1 of the Listing Rules
“Board”	the board of Directors
“Company”	Xpress Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Completion”	completion of the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the proposed transaction contemplated pursuant to the terms of the Agreement
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 November 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Makino”	Makino Air Travel Service Co., Ltd, a company incorporated in Japan with limited liability which is an indirect 56.46% owned subsidiary of the Company
“Purchaser”	Hisakazu Gono, a director of Makino
“Sale Shares”	56.46% of the issued and paid-up capital of Makino
“Share(s)”	share(s) in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Japan Xpress Travel Holdings Limited, a company incorporated in Japan with limited liability and is an indirect wholly owned subsidiary of eBanker USA.com, Inc which in turn an indirect 81.8% owned subsidiary of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“JPY”	Japanese Yen, the lawful currency of Japan
“%”	per cent

*In this circular, the exchange rate of HK\$1 to JPY12.5 have been used for reference only.*

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## LETTER FROM THE BOARD

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### **XPRESS GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 185)

*Executive Directors:*

Chan Heng Fai (*Managing Chairman*)  
Chan Tong Wan (*Managing Director*)  
Chan Tung Moe (*Chief Executive Officer*)  
Chan Yoke Keow  
Chan Sook Jin, Mary-ann

*Registered and principal office:*

5/F., Island Place Tower  
510 King's Road  
North Point  
Hong Kong

*Non-executive Director:*

Fong Kwok Jen

*Independent non-executive Directors:*

Wong Dor Luk, Peter  
Joao Paulo Da Roza  
Chian Yat Ping

28 November, 2008

*To the Shareholders (and, for information only,  
holders of the warrants of the Company)*

Dear Sir or Madam,

### **DISCLOSEABLE AND CONNECTED TRANSACTION**

#### **INTRODUCTION**

On 19 November, 2008, the Company announced that the Vendor and the Purchaser entered into the Agreement for the disposal of the Sale Shares for a total of cash consideration of JPY30 million.

As the Purchaser is a director of Makino and is accordingly a connected person of the Company as defined in the Listing Rules and the Disposal therefore constitutes a connected transaction for the Company under Rule 14A.13(1)(a) of the Listing Rules. The Disposal is exempt from the independent shareholders' approval requirements pursuant to Rule 14A.32 of the Listing Rules as the consideration percentage ratio is more than 2.5% but less than 25% and the consideration is less than HK\$10,000,000.

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## LETTER FROM THE BOARD

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As certain applicable percentage ratios in respect of the Disposal is more than 5% but less than 25%, the Disposal also constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules. The purpose of this circular is to provide you with details regarding the Disposal.

### **THE AGREEMENT**

#### **Date**

14 November, 2008

#### **Parties**

1. The Vendor; and
2. The Purchaser

Pursuant to the Agreement, the Vendor has agreed to sell, and the Purchaser has agreed to purchase of the Sale Shares at a consideration of JPY30 million (approximately HK\$2,400,000). The Vendor has agreed to waive the shareholder's loan of JPY30 million upon completion of the Agreement.

#### **Consideration**

The Consideration for the disposal of the Sale Shares is JPY30,000,000 (approximately HK\$2,400,000) in cash and shall be payable in 5 equal installments of JPY6 million each on or before 13 January, 2009, 14 December, 2009, 14 December, 2010, 14 December, 2011 and 14 December, 2012 respectively by the Purchaser.

The consideration has been determined after arm's length negotiation between the Vendor and the Purchaser and after taken into account the net deficit value of Makino as at 31 March, 2008 and the waiver of the JPY30 million shareholder's loan.

#### **Conditions**

Completion of the Disposal is conditional, among other things, on the following conditions precedent being fulfilled (or waived) on or before 15 January, 2009, or such later date as may be agreed by the Vendor and the Purchaser:

- (i) The Purchaser settle the payment of consideration in accordance to the Agreement;
- (ii) all consents, permits, licenses and approvals required, under any and all applicable laws for the purchase of Sale Shares being obtained, if required.

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## LETTER FROM THE BOARD

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### INFORMATION OF MAKINO

Makino is a Japan company whose principal business activity is travel related services which focuses on corporate travel from the private sector to official bodies including government offices in Hokkaido and its major leisure product is FIT golf package under product brand name 'M-GOLF'.

Based on the unaudited financial statements of Makino for the years ended 31 March, 2007 and 31 March, 2008, the unaudited turnover of Makino for the years ended 31 March, 2007 and 31 March, 2008 were approximately HK\$22.5 million and HK\$281.9 million respectively, which represented approximately 3.3% and 19.7% of the Group's total turnover of the corresponding years. The unaudited net loss before and after taxation of Makino for the year ended 31 March, 2007 were approximately HK\$4,462,000 and HK\$4,462,000 respectively, and for the year ended 31 March, 2008 were approximately HK\$15,326,000 and HK\$15,326,000 respectively. The unaudited net deficit value of Makino as at 31 March, 2008 was approximately HK\$10,811,000.

### REASONS FOR THE DISPOSAL

The Vendor is engaged in investment holding. The Group is engaged in property investment, financial services and securities investments, including corporate finance, consumer finance, travel related services and hotel operation.

In the light of the current adverse financial and economic circumstances, the Company has been evaluating all the businesses of the Group to determine the future plans of the Group and rationalize its business direction. In September 2008, due to the historical and expected financial performance of the credit card division, the Group has decided to close the credit card division of one of its subsidiary, Xpress Finance Limited. Xpress Finance Limited continues to provide consumer and corporate financing. On 14 November, 2008 the Company announced that one of its subsidiary, Xpress Travel Limited, in Japan ("Japan Travel") resolved to file a petition for the liquidation of Japan Travel in Japan.

In view of (i) unsatisfactory performance of the business of Makino; (ii) keen competition and high operating costs in Japan market; (iii) uncertainty as to when Makino will become profitable; and (iv) the Group's decision to avoid further losses and further capital commitment for Makino, the disposal of the Sale Shares by the Group will streamline the business of the Group and the Directors consider that the Disposal represents a good opportunity for the Group to exit the Japan travel business entirely. The Disposal will further strengthen the financial position of the Group and enhance its cashflow. After the liquidation of Japan Travel and disposal of Makino, the Group still has travel related services through a subsidiary in the Singapore.

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## LETTER FROM THE BOARD

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In view of the fact that the Group has not derived any profit from Japan Travel and Makino since its acquisitions, the Board is of the view that the liquidation of Japan Travel and disposal of Makino will not have any significant adverse financial impact to the Group. Upon Completion, the Group will have no remaining interest in Makino and Makino will cease to be a subsidiary of the Group and its assets and liabilities will no longer be included in the Company's consolidated balance sheet. For illustration purposes only and based on the unaudited financial statements of Makino as at 31 March, 2008, it is estimated that as a result of the Disposal, the Group will record a net gain of approximately HK\$5.7 million calculated by deducting the carrying value of Makino and the waiver of shareholder's loan from the Consideration of approximately HK\$2,400,000 to be received. It is the intention of the Group that the proceeds from the Disposal will be used for general working capital of the Group.

### GENERAL

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

By order of the Board  
**Xpress Group Limited**  
**Chan Tong Wan**  
*Managing Director*



## 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 inquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## 2. DISCLOSURE OF INTERESTS

### Directors' interests in Shares

As at the Latest Practicable Date, the interests and short positions of the Directors and 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 pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### *Long Positions*

- (a) Ordinary shares of HK\$0.01 each of the Company

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company %
Chan Heng Fai	Beneficial owner	326,494,647	17.95
Chan Yoke Keow	Beneficial owner	34,580,802	1.9
	Held by trust ( <i>Note 1</i> )	65,706,960	3.61
	Held by controlled corporations ( <i>Note 2</i> )	<u>592,925,547</u>	<u>32.59</u>
		693,213,309	38.1
Chan Sook Jin, Mary-ann	Beneficial owner	1,146,832	0.06
	Held by spouse ( <i>Note 3</i> )	<u>3,416,000</u>	<u>0.19</u>
		4,562,832	0.25
Chan Tung Moe	Beneficial owner	15,370,000	0.84
Fong Kwok Jen	Beneficial owner	7,328,000	0.4
Chan Tong Wan	Beneficial owner	5,423,837	0.3

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company %
Wong Dor Luk, Peter	Beneficial owner	280,000	0.02
Da Roza Joao Paulo	Beneficial owner	4,800	0
	Held by spouse ( <i>Note 4</i> )	460,000	0.03
		<u>464,800</u>	<u>0.03</u>
		<u>1,053,137,425</u>	<u>57.89</u>

## (b) Share options

Name of director	Date granted	Exercisable period	Exercise price per share HK\$	Number of share options outstanding as at the Latest Practicable Date	Percentage of the issued share capital of the Company %
Chan Heng Fai	11.1.2004	11.1.2004 – 5.8.2013	0.1600	15,000,000	0.82
	11.15.2004	11.20.2004 – 5.8.2013	0.1616	147,000,000	8.08
	5.22.2006	5.22.2006 – 5.8.2013	0.1566	120,000,000	6.60
Chan Yoke Keow	11.1.2004	11.1.2004 – 5.8.2013	0.1600	15,000,000	0.82
	11.15.2004	11.20.2004 – 5.8.2013	0.1616	35,000,000	1.92
Chan Tong Wan	11.15.2004	11.20.2004 – 5.8.2013	0.1616	15,000,000	0.82
	5.22.2006	5.22.2006 – 5.8.2013	0.1566	5,000,000	0.27
Chan Sook Jin, Mary-ann	11.15.2004	11.20.2004 – 5.8.2013	0.1616	5,000,000	0.27
Chan Tung Moe	11.15.2004	11.20.2004 – 5.8.2013	0.1616	5,000,000	0.27
	5.22.2006	5.22.2006 – 5.8.2013	0.1566	5,000,000	0.27
Fong Kwok Jen	11.15.2004	11.20.2004 – 5.8.2013	0.1616	4,500,000	0.25
Wong Dor Luk, Peter	11.15.2004	11.20.2004 – 5.8.2013	0.1616	3,000,000	0.16
Da Roza Joao Paulo	5.27.2005	5.28.2005 – 5.8.2013	0.1500	2,000,000	0.11
Chian Yat Ping	12.21.2006	1.30.2007 – 5.8.2013	0.1566	2,000,000	0.11
				<u>378,500,000</u>	<u>20.77</u>

## (c) Warrants

Name of director	Capacity	Number of warrants held	Number of underlying shares	Percentage of Issued share Capital of the Company %
Chan Heng Fai	Beneficial owner	172,000,000	172,000,000	9.46
Chan Yoke Keow	Beneficial owner	1,133,280	1,133,280	0.06
	Held by trust ( <i>Note 1</i> )	5,973,360	5,973,360	0.33
	Held by controlled corporations ( <i>Note 2</i> )	<u>34,800,529</u>	<u>34,800,529</u>	<u>1.91</u>
		41,907,169	41,907,169	2.30
Chan Sook Jin, Mary-ann	Beneficial owner	2,564	2,564	0.00
	Held by spouse ( <i>Note 3</i> )	<u>341,600</u>	<u>341,600</u>	<u>0.02</u>
		344,164	344,164	0.02
Chan Tung Moe	Beneficial owner	1,499,000	1,499,000	0.08
Fong Kwok Jen	Beneficial owner	382,800	382,800	0.02
Chan Tong Wan	Beneficial owner	525,214	525,214	0.03
Wong Dor Luk, Peter	Beneficial owner	28,000	28,000	0.00
Da Roza Joao Paulo	Beneficial owner	480	480	0.00
	Held by spouse ( <i>Note 4</i> )	<u>46,000</u>	<u>46,000</u>	<u>0.00</u>
		<u>46,480</u>	<u>46,480</u>	<u>0.00</u>
		<u>216,732,827</u>	<u>216,732,827</u>	<u>11.91</u>

*Notes:*

1. These shares/warrants are owned by a discretionary trust, HSBC Trust (Cook Island) Limited. Mrs. Chan Yoke Keow ("Mrs. Chan") is one of the discretionary objects. Mrs. Chan is the spouse of Mr. Chan Heng Fai.
2. These shares/warrants are owned by First Pacific International Limited and Prime Star Group Co. Ltd., in which Mrs. Chan has 100% equity interests.
3. These shares/warrants are owned by Mr. Wooldridge Mark Dean, the spouse of Ms. Chan Sook Jin, Mary-ann.
4. These shares/warrants are owned by Ms. Josephina B. Ozorio, the spouse of Mr. Da Roza Joao Paulo.

In addition, the following outstanding options to subscribe for shares in the capital of a subsidiary of the Company, granted to certain directors of the Company under the share option schemes of this subsidiary were as follows:

eBanker USA.Com, Inc. (“eBanker”)

	Exercisable period	Exercise price per share	Number of share options outstanding	Percentage of the issued share capital of the company %
Chan Heng Fai	1.19.1999 – 1.17.2009	US\$3.00	500,000	4.33
Fong Kwok Jen	1.19.1999 – 1.17.2009	US\$3.00	100,000	0.87
			600,000	5.20

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of, the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be 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 pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

### Substantial Shareholders

So far as is known to the Directors, as at the Latest Practicable Date, the following persons (other than a Director or the chief executive of the Company) had interests or short positions in the shares and 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, or were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and any other member of the Group:

#### (i) The Company

Name	Nature of interest	Number of shares/underlying shares held	%
Prime Star Group Co., Ltd. (Note 1)	Beneficial owner	522,966,736	28.75

Note:

- (1) Prime Star Group Co., Ltd is wholly owned by Ms. Chan Yoke Keow.

(ii) **Subsidiaries of the Company**

Name of subsidiaries	Name of substantial shareholder	Percentage of shareholding (%)
Anglo-French Travel Pte. Ltd.	Lee Liat Cheng	40%
ABC DEF Pte Ltd	China Diaoyutai International Travel Service	40%
Hong Kong Link Xpress Limited	Hong Kong Link Tours Limited	45%
Japan Xpress Limited	Planet Marketing Communications Inc.	40%
Japan Xpress Travel Limited	Planet Marketing Communications Inc.	22%
Xpress Finance Limited	MBf Asia Capital Corporation Holdings Limited	18%

Save as disclosed above, the Directors are not aware of any person as at the Latest Practicable Date who had an interest or short positions in the Shares and 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, or was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and any other member of the Group.

**3. LITIGATION**

Actions were brought by Pricerite Stores Limited and CASH Retail Management Group Limited (together referred to as “Pricerite”) respectively claiming that a subsidiary of the Company has, among others, divulged confidential information of Pricerite in breach of agreement for damages which are not quantified. The litigation was arises due to the acquisition of such subsidiary by the Group in 2000. In the opinion of the Directors, it is not practicable at this stage to determine with certainty the outcome of the litigation. Further details of the litigation is set out in section headed “The Compromise Agreement” in the Letter from the Board in the circular of the Company dated 8 July, 2002. The litigation has been standstill for more than 7 years.

Save as aforesaid, neither the Company nor any of its subsidiaries is engaged in litigation or arbitration of material importance and so far as the Directors are aware, no litigation or claims of material importance are pending or threatened by or against the Company or any of its subsidiaries.

#### 4. SERVICE CONTRACTS

Save as set out below, (i) none of the Directors has any existing or proposed service contract with any member of the Group which does not expire or is not terminable by the Group within one year without payment of compensation (other than statutory compensation); and (ii) none of the Directors has any service contracts with the Company or any of its subsidiaries or associated companies in force for Directors which have more than 12 months to run:

- (a) On 25 February, 2005, a service contract was entered into between the Company and Mr. Chan Heng Fai (“Mr. Chan”) for a term of three years expiring on 31 January, 2008. The service contract provides for the payment of a salary of HK\$2,100,000 per month. In addition, Mr. Chan is also entitled to received an accommodation allowance of HK\$30,000 per month. In the event that the Company should terminate Mr. Chan’s employment following the change of control of the Company, as defined in the service contract, or for any reasons not specifically excluded in the service contract, Mr. Chan shall be entitled to receive as liquidated damages a lump sum equal to the sum which would have been payable by the Company as gross salary (excluding bonus, if applicable), not to exceed 12 months of salary, in respect of the unexpired term of the service contract on the date notice of termination is given.

On 3 July, 2007, a service contract was entered into between the Company and Mr. Chan for a term of two years commencing from 1 February, 2008. The service contract provides for the payment of a salary of HK\$185 per month. In addition, Mr. Chan is also entitled to receive an accommodation allowance of HK\$160,000 per month. On 20 November, 2008, a supplementary agreement was entered into between Mr. Chan and the Company for reducing the accommodation allowance to HK\$30,000 per month which is deemed to have taken effect on 1 November, 2008.

On 20 November, 2008, a service contract was entered into between SingXpress International Pte Ltd, a subsidiary of the Company and Mr. Chan for a term of three years expiring on 31 October, 2011. The service contract provides for the payment of a salary of S\$25,000 per month which is deemed to have taken effect on 1 November, 2008.

- (b) On 22 April, 2002, a service contract was entered into between the Company and Mrs. Chan Yoke Keow (“Mrs. Chan”) for a term of 5 years expired on 1 February, 2007 and is continuing on a month to month basis afterward until further notice. This service contract provides for the payment of a salary of the greater of (i) an annual salary equal to 1% of the net asset value of the Company as shown in its consolidated audited accounts at each financial year end of the Company, or (ii) 110% of the basic salary as mentioned in the service contract with Mrs. Chan. In addition, Mrs. Chan is also entitled to receive an accommodation allowance of HK\$30,000 per month. For a period of 12 calendar months beginning 1 May, 2002, Mrs. Chan voluntarily received only 75% of the greater of (i) or (ii) above. In the event that the Company should terminate Mrs. Chan’s employment following the change of control of the Company, as defined in the service contract, or for

any reasons not specifically excluded in the service contract, Mrs. Chan shall be entitled to receive as liquidated damages a lump sum equal to the sum which would have been payable by the Company as gross salary in respect of the unexpired term of the service contract on the date notice of termination is given. Beginning 1 October, 2008, Mrs. Chan voluntarily received only HK\$200,000 per month representing approximately 26% of her original pay.

- (c) On 3 July, 2007, a service contract was entered into between the Company and Mr. Chan Tong Wan (“Tony Chan”) for a term of three years and taken effect on 1 April, 2007. The service contract provides for the payment of annual salary of HK\$2 million, HK\$2.1 million and HK\$2.2 million for the first, second and third years of services and Tony Chan shall be entitled to an incentive bonus equivalent to 2.5% of the audited consolidated profit of the Group before tax at the end of every financial year or at such other rates or on such other terms as may be determined and approved by the Board. In the event that either party terminate the service contract, the terminated party shall be entitled to receive, and the terminating party shall pay and transfer to the terminated party, as liquidated damages, a lump sum equal to the sum which would have been payable by the Company to Tony Chan as gross salary (excluding bonus, if applicable), not to exceed 12 months of salary, in respect of the unexpired term of the service contract on the date notice of termination is given.
  
- (d) On 3 July, 2007, a service contract was entered into between the Company and Mr. Chan Tung Moe (“Moe Chan”) for a term of three years expiring on 2 July, 2010. The service contract provides for the payment of annual salary of HK\$1 million, HK\$1.1 million and HK\$1.2 million for the first, second and third years of services and Moe Chan shall be entitled to an incentive bonus equivalent to 2.5% of the audited consolidated profit of the Group before tax at the end of every financial year or at such other rates or on such other terms as may be determined and approved by the Board. In addition, Moe Chan is also entitled to receive an accommodation allowance of HK\$20,000 per month. In the event that either party terminate the service contract, the terminated party shall be entitled to receive, and the terminating party shall pay and transfer to the terminated party, as liquidated damages, a lump sum equal to the sum which would have been payable by the Company to Moe Chan as gross salary (excluding bonus, if applicable), not to exceed 12 months of salary, in respect of the unexpired term of the service contract on the date notice of termination is given.

## 5. COMPETING INTERESTS

As at the Latest Practicable Date, none of the directors or their respective associates had any interests in a business which competes or may compete with the businesses of the Group or had any other conflict of interest with the Group.

**6. NO MATERIAL CONTRACTS**

The Directors confirmed there is no contract or arrangement subsisting at the Latest Practicable Date in which a Director is materially interested and which is significant in relation to the business of the Group.

**7. MISCELLANEOUS**

- (a) None of the Directors has, or has had, any direct or indirect interest in any assets which have been acquired, disposed of or leased to, or which are proposed to be acquired, disposed of or leased to, the Company or any of its subsidiaries since 31 March, 2008, the date to which the latest published audited financial statements of the Group were made up.
- (b) The registered office of the Company is at 5th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong.
- (c) The joint secretaries of the Company are Ms. Chan Suk King, Zoe ACCA, AHKICPA, ACIS, ACS. and Mr. Yuen Ping Man, MBA, FCIS, FCS, MHKSI, MIHRM(HK), MIPS(HK), MHKIM, RFP.
- (d) The qualified accountant of the Company is Mr. Wong Shui Yeung FHKICPA, MHKSI.

**8. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the Company's principal place of business in Hong Kong from the date of this circular and up to and including 12 December 2008.

- (a) The service contracts referred to in the section headed "SERVICE CONTRACTS" in this Appendix: and
- (b) The Agreement.