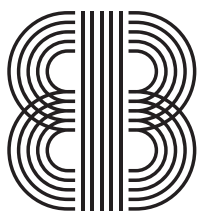


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about any aspect of this circular, or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in E. Bon Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**E. BON HOLDINGS LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

**怡邦行控股有限公司**

**(Stock Code: 599)**

**DISCLOSEABLE TRANSACTION  
AND  
CONNECTED TRANSACTION:  
ACQUISITION OF PROPERTY**

**Independent Financial Adviser to the  
Independent Board Committee and the Independent Shareholders**



**South China Capital Limited**

A letter from the Board is set out on pages 4 to 9 of this circular. A letter from the Independent Board Committee is set out on page 10 of this circular. A letter from South China Capital containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 11 to 17 of this circular. A notice convening an extraordinary general meeting of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 10:00 a.m. on Monday, 25 February 2008 is set out on pages 28 to 29 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's Branch Registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or adjourned meeting should you so wish.

23 January 2008

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## DEFINITIONS

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

“Acquisition”	the acquisition of the Property by the Purchaser contemplated under the Provisional Sale and Purchase Agreement
“AG Wilkinson”	AG Wilkinson & Associates Professional Surveyors, an independent qualified property valuer
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which banks are open for business in Hong Kong and in the PRC (excluding Saturdays, Sundays and public holidays in Hong Kong or in the PRC)
“Company”	E. Bon Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose ordinary shares are listed on the Main Board of the Stock Exchange
“Completion”	completing of the sale and purchase of the Property contemplated under the formal sale and purchase agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held on 25 February 2008 to consider and approve the Acquisition, the Provisional Sale and Purchase Agreement and the transactions contemplated therein
“Group”	the Company together with its subsidiaries
“HIBOR”	Hong Kong Inter-Bank Offered Rate
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

## DEFINITIONS

“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors, namely Mr. Leung Kwong Kin J.P., Mr. Wong Wah and Mr. Wan Sze Chung
“Independent Financial Adviser” or “South China Capital”	South China Capital Limited, being a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity as set out in Schedule 5 to the SFO, the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders
“Independent Shareholders”	Shareholders other than Mr. Tse Sun Fat, Mr. Tse Sun Po, Mr. Tse Sun Lung and Mr. Yick Kai Chung, and their respective associates who have material interests in the Acquisition and are required to abstain from voting at the EGM
“Latest Practicable Date”	21 January 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Property”	a commercial property located at 16th- 18th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong. It has a total saleable area of about 4,860 square feet
“Provisional Sale and Purchase Agreement”	the conditional sale and purchase agreement in respect of the Property entered into between the Vendor and the Purchaser on 2 January 2008
“Purchaser”	Asia Bon Company Limited, a company incorporated in Hong Kong and is a wholly-owned subsidiary of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company

## DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

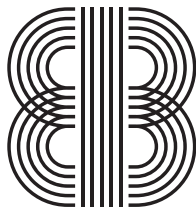
“Vendor”

Negotiator Consultants Limited, a company incorporated in the British Virgin Islands and is the owner of the Property

“%”

per cent.

## LETTER FROM THE BOARD



**E. BON HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

**怡 邦 行 控 股 有 限 公 司**

**(Stock Code: 599)**

*Executive Directors:*

Mr. Tse Sun Fat (*Chairman*)  
Mr. Tse Sun Po  
Mr. Tse Sun Lung  
Mr. Yick Kai Chung  
Mr. Lau Shiu Sun  
Mr. Fung Cheuk Hang Jackie

*Head office and principal place of  
business in Hong Kong:*

16th–18th Floor  
First Commercial Building  
33 Leighton Road  
Causeway Bay  
Hong Kong

*Independent non-executive Directors:*

Mr. Leung Kwong Kin J.P.  
Mr. Wong Wah  
Mr. Wan Sze Chung

*Registered office:*

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

23 January 2008

*To the Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION  
AND  
CONNECTED TRANSACTION:  
ACQUISITION OF PROPERTY**

**INTRODUCTION**

On 2 January 2008, the Purchaser, being a wholly-owned subsidiary of the Company, entered into the Provisional Sale and Purchase Agreement with the Vendor to acquire the Property at a consideration of HK\$34.2 million. The property is presently leased by the Vendor to the Company and the lease will expire on 19 March 2009.

The Acquisition constitutes a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules respectively and is subject to approval of the Independent Shareholders. The Company will seek approval from the Independent Shareholders of the Acquisition at the EGM.

## LETTER FROM THE BOARD

The purpose of this circular is to (i) provide the Shareholders with further information relating to the Provisional Sale and Purchase Agreement; (ii) set out the advice of South China Capital to the Independent Board Committee and the Independent Shareholders and the recommendation of the Independent Board Committee in respect of the terms of the Provisional Sale and Purchase Agreement; and (iii) give the Shareholders notice of the EGM and other information in accordance with the requirements of the Listing Rules.

### THE PROVISIONAL SALE AND PURCHASE AGREEMENT

- Date:** 2 January 2008
- Purchaser:** Asia Bon Company Limited, a wholly-owned subsidiary of the Company
- Vendor:** Negotiator Consultants Limited, an investment holding company being incorporated in the British Virgin Islands
- Subject:** a commercial property located at 16th–18th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong, which has a total saleable area of about 4,860 square feet
- Declaration of the interests:** the following Directors have the following beneficial interests in the Vendor:
- |                    |        |
|--------------------|--------|
| Mr. Tse Sun Fat    | 8.54%  |
| Mr. Tse Sun Po     | 10.19% |
| Mr. Tse Sun Lung   | 6.05%  |
| Mr. Yick Kai Chung | 4.80%  |
- Consideration:** HK\$34,200,000
- Terms of payment:** the consideration of HK\$34.2 million shall be satisfied in the following manner:
- (i) as to HK\$3.42 million upon signing of the formal sale and purchase agreement in respect of the Acquisition; and
  - (ii) as to HK\$30.78 million upon Completion.

### Basis of the consideration:

The consideration for the Acquisition was determined after arm's length negotiation between the parties on normal commercial terms, having considered the rental payment of the offices of the premises in long term and the independent assessment of the market values of the Property of HK\$36,000,000 and HK\$36,300,000 by two independent valuers, namely AG Wilkinson and Memfus Wong Surveyor Limited on 21 December 2007 and 24 December 2007 respectively. The consideration equals to a 5% discount to the average market value of the Property as estimated by AG Wilkinson and Memfus Wong Surveyor Limited.

## LETTER FROM THE BOARD

### Conditions of the Provisional Sale and Purchase Agreement:

The completion of the Acquisition is conditional upon, *inter alia*, the following conditions having been fulfilled:

- (a) the passing of the ordinary resolution(s) at the EGM by a simple majority of the Independent Shareholders to approve the Provisional Sale and Purchase Agreement; and
- (b) the approval of the Board.

In the event that not all the conditions detailed above are fulfilled within 60 days from 2 January 2008, the Provisional Sale and Purchase Agreement shall become null and void and of no effect. Neither party shall have any claim against the other whatsoever.

### Completion:

The Purchaser and the Vendor shall enter into a formal sale and purchase agreement within 30 days from the date of passing of the ordinary resolution(s) at the EGM by a simple majority of the Independent Shareholders to approve the Provisional Sale and Purchase Agreement and the Completion shall be made within 90 days of the EGM.

### Information on the Property:

The Property is a commercial property, originally purchased by the Vendor at HK\$26.5 million on 20 March 2000 and is situated at 16th–18th floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong, which has a total saleable area of about 4,860 square feet. The Property is currently occupied by the Company and has been the headquarter of the Company for over 10 years under a lease which will expire on 19 March 2009 (details of the lease was contained in the announcement of the Company dated 12 July 2006). In early December 2007, the Vendor had expressed an interest to sell and the Group had expressed an interest to acquire the Property due to the rapid increase of the rental market in office premises in Hong Kong.

### Reasons for the benefits of the Acquisition:

The principal activity of the Company is investment holding and the Group are principally engaged in the import and sale of architectural builders hardware, bathroom and kitchen collections. The principal activity of the Vendor is property investment for rental income.

The Directors considered that the increase in demand for office premises and the prospect of inflation in the future have driven up the rental market of office premises in Hong Kong, especially in the business districts. Accordingly, the Directors expected that the Company shall be subject to higher rental payment when they renew the lease with the Vendor upon expiration. In addition to the possible higher future rental payment, further relocation and renovation costs would likely to be incurred should the Company



## LETTER FROM THE BOARD

be required to move to other office premises upon expiry of the term of the present lease. Under the current rental market, the consideration for the Acquisition represents approximately 4.9% yield on return of investment as estimated by AG Wilkinson. In view of the above, the Directors consider that the Acquisition is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

### **Financing of the Acquisition:**

The consideration of HK\$34.2 million will be satisfied by two parts:

- (i) HK\$17.2 million will be financed by the internal resources of the Group; and
- (ii) HK\$17 million will be funded by a mortgage loan from bank. A commercial bank has indicated that it may be able to offer a mortgage loan at HIBRO plus 0.5% on a 13-year term which amounts to a monthly payment of approximately HK\$141,000.

### **Possible financial effect of the Acquisition:**

#### *(i) Net asset value*

Based on the interim report of the Company for the six months ended 30 September 2007, the unaudited consolidated net asset value of the Group as at 30 September 2007 was approximately HK\$173 million. According to our own computation and only taking into consideration the effect of the Acquisition, the net asset value of the Group will not be changed materially upon Completion.

#### *(ii) Earnings*

There is no material effect on the future earnings potential of the Group due to the Acquisition.

#### *(iii) Gearing and cash position*

Out of the total consideration, HK\$17 million will be funded by mortgage finance from bank loan. The Group's total borrowings will hence be increased by HK\$17 million and the gearing level of the Group will be increased slightly.

Based on the Group's published interim consolidated balance sheet as at 30 September 2007, the Group had cash and cash equivalents of approximately HK\$62 million. Since HK\$17.2 million of the total consideration will be financed by the internal resources of the Group, the cash and cash equivalents of the Group will be reduced by HK\$17.2 million by the Completion.

## LETTER FROM THE BOARD

### THE EGM

The Company will convene the EGM on Monday, 25 February 2008 to pass the ordinary resolution(s) to approve the Acquisition, the Provisional Sale and Purchase Agreement and the transactions contemplated therein. Mr. Tse Sun Fat, Mr. Tse Sun Po, Mr. Tse Sun Lung and Mr. Yick Kai Chung, and their respective associates who have material interest in the Acquisition are required to abstain from voting at the EGM. The voting will be taken by poll.

Notice of the EGM is set out on pages 28 to 29 of this circular. A form of proxy for use by the Independent Shareholders at the EGM is enclosed with this circular. If you are unable to attend the EGM in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon, and to lodge it with the office of the Company's Branch Registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and any adjourned meeting (as the case may be) should you so wish.

### PROCEDURES FOR DEMANDING A POLL BY THE SHAREHOLDERS

Pursuant to Article 66 of the articles of association of the Company, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is taken as may from time to time be required under the rules of any designated stock exchange or unless a poll is (before or on the declaration of the results of the show of hands) demanded:

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meetings; or
- (c) any Shareholder or Shareholders present in person or in the case of a shareholder being a corporation by its, duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at such meeting; or
- (d) any Shareholder or Shareholders present in person or in the case of a shareholder being a corporation by its, duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the rules of the designated stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. or more of the total voting rights of all the members having the right to vote at such meeting.

## LETTER FROM THE BOARD

A poll shall be taken either forthwith or at such time (being not later than 30 days after the date of the demand) and in such manner as the chairman of such meeting directs. On a poll, every Shareholder presents at such meeting shall be entitled to one vote for every fully paid up share of which he is the holder. The result of such poll shall be deemed for all purposes to be the resolution of the meeting at which the poll was so directed or demanded.

### RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the terms of the Provisional Sale and Purchase Agreement are on normal commercial terms, and are fair and reasonable so far as the Independent Shareholders are concerned and that the Acquisition is in the interests of the Company and the Shareholders as a whole. Accordingly, they recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the Acquisition, the Provisional Sales and Purchase Agreement and the transactions contemplated therein.

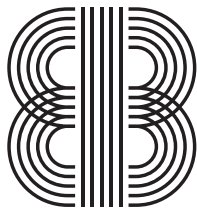
### ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders on page 10 of this circular and the advice from South China Capital to the Independent Board Committee and the Independent Shareholders set out on pages 11 to 17 of this circular.

Your attention is also drawn to the valuation report and general information as set out in Appendix I and Appendix II to this circular respectively.

On order of the Board  
**E. Bon Holdings Limited**  
**Lau Shiu Sun**  
*Executive Director*

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE



**E. BON HOLDINGS LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

**怡邦行控股有限公司**

**(Stock Code: 599)**

23 January 2008

*To the Independent Shareholders*

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION  
AND  
CONNECTED TRANSACTION:  
ACQUISITION OF PROPERTY**

We have been appointed as members of the Independent Board Committee to advise you in connection with the Acquisition, details of which are set out in the “Letter from the Board” in the circular dated 23 January 2008 (the “Circular”), of which this letter forms part. Terms used in this letter shall have the same meanings as given to them in the Circular unless the context otherwise requires.

Your attention is also drawn to the “Letter from South China Capital” containing its advice regarding the Acquisition as set out on pages 11 to 17 of this circular. Having considered the advice given by South China Capital, and the principal factors and reasons taken into consideration by them in arriving at their advice, we are of the opinion that the terms of the Provisional Sale and Purchase Agreement are on normal commercial terms, and are fair and reasonable so far as the Independent Shareholders are concerned and that the Acquisition is in the interests of the Company and the Independent Shareholders as a whole. We, therefore, recommend the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM as set out in the notice convening such meeting on pages 28 to 29 of this circular.

**Leung Kwong Kin J.P.**  
*Independent  
non-executive Director*

Yours faithfully,  
**Wan Sze Chung**  
*Independent  
non-executive Director*

**Wong Wah**  
*Independent  
non-executive Director*

## LETTER FROM SOUTH CHINA CAPITAL

*Set out below is the text of a letter received from South China Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the Acquisition for the purpose of inclusion in this circular.*



South China Capital Limited  
28/F., Bank of China Tower  
No. 1 Garden Road  
Central  
Hong Kong

23 January 2008

*To: The independent board committee and the independent shareholders  
of E. Bon Holdings Limited*

Dear Sirs,

### **DISCLOSEABLE AND CONNECTED TRANSACTION: ACQUISITION OF PROPERTY**

#### **INTRODUCTION**

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the discloseable and connected transaction constituted by the Acquisition, details of which are set out in the letter from the Board (the “Board Letter”) contained in the circular dated 23 January 2008 issued by the Company to the Shareholders (the “Circular”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 2 January 2008, Asia Bon Company Limited (as the Purchaser), being a wholly-owned subsidiary of the Company, entered into the Provisional Sale and Purchase Agreement with Negotiator Consultants Limited (as the Vendor), pursuant to which the Purchaser agreed to acquire and the Vendor agreed to dispose of the Property for a consideration of HK\$34.2 million (the “Consideration”). Under the Provisional Sale and Purchase Agreement, the Consideration shall all be satisfied entirely by cash.

Pursuant to Rule 14.08 of the Listing Rules, the Acquisition constitutes a discloseable transaction for the Company. In addition, Negotiator Consultants Limited, being a wholly-owned subsidiary of Bache Hill Group Limited, is indirectly owned as to approximately 8.54%, 10.19%, 6.05% and 4.8% by Mr. Tse Sun Fat, Mr. Tse Sun Po, Mr. Tse Sun Lung and Mr. Yick Kai Chung respectively who are all directors of the Company. As a result, the Acquisition also constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. The Provisional Sale and Purchase Agreement is therefore subject to the approval of the Independent Shareholders by way of poll at the EGM whereby Mr. Tse Sun Fat, Mr. Tse Sun Po, Mr. Tse Sun Lung and Mr. Yick Kai Chung, and their respective associates shall be required to abstain from voting on the relevant resolution(s) in respect of the Acquisition, the Provisional Sale and Purchase Agreement and the transactions contemplated therein.

## LETTER FROM SOUTH CHINA CAPITAL

The Independent Board Committee comprising Mr. Leung Kwong Kin J.P., Mr. Wong Wah and Mr. Wan Sze Chung (all being independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the Provisional Sale and Purchase Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Acquisition is in the ordinary and usual course of business of the Company and is in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the ordinary resolution(s) to approve the Acquisition, the Provisional Sale and Purchase Agreement and the transactions contemplated therein at the EGM. We, South China Capital, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

### **BASIS OF OUR OPINION**

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true, complete and accurate in all material respects at the time when they were made and continue to be so as at the date of the despatch of the Circular. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful considerations. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or Directors, which have been provided to us. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

We have not made an independent evaluation or appraisal of the assets and liabilities of neither the Group nor the Vendor and we have not been furnished with any such evaluation or appraisal, save and except for the valuation reports on the Property prepared by AG Wilkinson and Memfus Wong Surveyors Limited respectively (together, the "Valuation Reports"). We are not experts in the valuation of properties in all businesses and therefore have relied solely upon the Valuation Reports for the market values of the Property as at 21 December 2007 and 24 December 2007 respectively.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

## LETTER FROM SOUTH CHINA CAPITAL

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our recommendation. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company and the Vendor, their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Acquisition. In addition, we have no obligation to update this opinion to take into account events occurring after the issue of this letter. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion regarding the Acquisition, we have taken into consideration the following principal factors and reasons:

#### 1. The Provisional Sale and Purchase Agreement

On 2 January 2008, Asia Bon Company Limited (as the Purchaser) entered into the Provisional Sale and Purchase Agreement with Negotiator Consultants Limited (as the Vendor) pursuant to which the Purchaser agreed to acquire and the Vendor agreed to dispose of the Property for the Consideration of HK\$34.2 million. Under the Provisional Sale and Purchase Agreement, the Consideration shall be satisfied entirely by cash. As extracted from the Board Letter, the Property comprises various office units with total saleable area of about 4,860 square feet and is situated on 16th–18th floor, First Commercial Building, Nos. 33–35 Leighton Road, Causeway Bay, Hong Kong, which is one of the business districts in Hong Kong.

In addition, the Provisional Sale and Purchase Agreement is conditional upon, *inter alia*, the following conditions having been fulfilled:

- (a) the passing of the ordinary resolution(s) at the EGM by a simple majority of the Independent Shareholders to approve the Provisional Sale and Purchase Agreement; and
- (b) the approval of the Board.

In the event that not all the conditions detailed above are fulfilled within 60 days from 2 January 2008, the Provisional Sale and Purchase Agreement shall become null and void and of no effect. Neither party shall have any claim against the other whatsoever.

The Purchaser and the Vendor shall enter into a formal sale and purchase agreement within 30 days from the date of passing of the ordinary resolution(s) at the EGM by a simple majority of the Independent Shareholders to approve the Provisional Sale and Purchase Agreement and the completion of the formal sale and purchase agreement shall be made within 90 days of the EGM.

## LETTER FROM SOUTH CHINA CAPITAL

As advised by the Directors, the Provisional Sale and Purchase Agreement was negotiated and entered into on arm's length basis between the parties thereto and the Directors are of the view that the terms and conditions of the Provisional Sale and Purchase Agreement are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

### **2. Background of and reasons for the Acquisition**

The Company is an investment holding company and the principal activities of the Group are the import and sale of architectural builders hardware, bathroom and kitchen collections whereas the principal activity of the Vendor is property investment for rental income.

As confirmed by the Directors, the Property has been occupied by the Company for over 10 years as the Company's headquarter. The current rental lease of the Property, which was entered into between the Company and the Vendor on 11 July 2006, shall expire on 19 March 2009 (the "Lease") and the Vendor has expressed an interest to sell the Property to the Group.

According to the Board Letter, the Directors are of the view that the rental market of office premises in Hong Kong has been driven up by (i) the demand for office premises; and (ii) the expected future inflation in Hong Kong. Accordingly, the Directors expected that the Company shall be subject to higher rental payment when they renew the Lease with the Vendor upon expiration. In the event that the Vendor refuses to renew the Lease and chooses to sell out the Property instead, the Company is required to move to new office premises and further relocation and renovation costs will be incurred not to mention that the Company shall likely to be charged with higher rental income. In view of the above, as well as that the monthly rental payment for the Property can be transformed into mortgage payment which would lead to a possible accumulation of and therefore an increase in the total assets of the Group in the long run, the Directors consider that the Acquisition is in the interests of the Company and the Shareholders as a whole.

We noted from various research reports at public domain and the representation of AG Wilkinson that the rents for office premises in Hong Kong, especially in the business districts, have been showing a continuous rising trend in recent years and are expected to increase further in the near future given the probable prosperity of the Hong Kong economy. Due to this reason, we concur with the Directors that the Acquisition would capitalise the future rental payment of the Group and lead to a possible asset accumulation of the Group in the long run. Having also taken into account that the Company has been occupying the Property for over 10 years as its headquarter, we also concur with the Directors that the Acquisition would save the possible relocation and renovation costs of the Group should the Vendor refuses to renew the Lease upon expiration and eliminate the inconvenience to the Group as would be resulted. Given all of the foregoing, we consider that the Acquisition even though is not in the ordinary and usual course of business of the Company, is in the interests of the Company and the Shareholders as a whole.



**3. Basis of the Consideration**

Pursuant to the Provisional Sale and Purchase Agreement, the Consideration of HK\$34.2 million shall be satisfied by cash in the following manner:

- (i) as to HK\$3.42 million upon signing of the formal sale and purchase agreement; and
- (ii) as to HK\$30.78 million upon Completion.

The Directors further confirmed that the Group intends to settle approximately HK\$17.2 million of the Consideration through internal resources of the Group and the remaining HK\$17 million by mortgage finance from bank loan.

As referred to in the Board Letter, the Consideration was determined after arm's length negotiation between the parties with reference to (i) the rental payment of the Property in the long term; and (ii) about 5% discount to the average market value of the Property which were estimated by AG Wilkinson and Memfus Wong Surveyors Limited, both being independent third parties to the Company, using the direct comparison method under the market approach. The market values of the Property as estimated by AG Wilkinson and Memfus Wong Surveyors Limited were HK\$36 million and HK\$36.3 million as at 21 December 2007 and 24 December 2007 respectively. For the sake of prudence, the Directors have chosen the valuation report prepared by AG Wilkinson for inclusion in the Circular (the "AG Valuation Report").

*Valuation of the Property*

We have reviewed the AG Valuation Report and enquired into AG Wilkinson on the methodology adopted and the assumptions used in arriving at the valuation of the Property. We understand that AG Wilkinson carried out a site visit to the Property in mid December 2007 to research for necessary information to determine the market value of the Property.

As mentioned above, AG Wilkinson had adopted the market approach to estimate the market value of the Property. Under the market approach, AG Wilkinson had applied the direct comparison method for the valuation of the Property. According to AG Wilkinson, the market approach is the most common approach for valuation of properties and it should be adopted whenever comparable transactions are available. Further details of the assumptions and bases of the valuation of the Property are included in Appendix I to the Circular. During our discussions with AG Wilkinson, we have not identified any major factors which cause us to doubt the fairness and reasonableness of the principal bases and assumptions used in arriving at the valuation of the Property.

## LETTER FROM SOUTH CHINA CAPITAL

Based on the AG Valuation Report, the market value of the Property was approximately HK\$36 million as at 21 December 2007 with an average unit price per square foot of approximately HK\$7,407. Accordingly, the Consideration represents a discount of approximately 5% to the market value of the Property as at 21 December 2007. Therefore, we consider that the Consideration is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and Shareholders as a whole.

#### 4. Possible financial effects of the Acquisition

##### *Effect on net asset value*

As extracted from the interim report of the Company for the six months ended 30 September 2007, the unaudited consolidated net assets of Group were approximately HK\$173.12 million as at 30 September 2007. As confirmed by the Directors, the Acquisition would have no material impact on the net asset value of the Group.

##### *Effect on earnings*

As advised by the Directors, the Acquisition would have limited impact on the earnings of the Group.

##### *Effect on gearing and working capital*

As outlined under the section headed “Basis of the Consideration” in this letter, the Directors confirmed that the Group intends to satisfy approximately HK\$17 million of the Consideration by mortgage finance from bank loan. The Group’s total borrowings would thus be increased by the same amount and the Directors confirmed that the gearing level of the Group would be increased slightly due to the Acquisition.

Furthermore, the working capital of the Group would also be reduced by approximately HK\$17.2 million by Completion, being the portion of the Consideration which will be financed by internal resources of the Group.

It should be noted that the aforementioned analyses are for illustrative purpose only and does not purport to represent how the financial position of the Company will be upon completion of the Acquisition.

<b>LETTER FROM SOUTH CHINA CAPITAL</b>
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**RECOMMENDATION**

Having taken into consideration the above factors and reasons, we are of the opinion that the terms of the Provisional Sale and Purchase Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. Moreover, although the Acquisition is not in the ordinary and usual course of business of the Company, it is in the interests of the Company and Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the Acquisition, the Provisional Sale and Purchase Agreement and the transactions contemplated therein and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,  
For and on behalf of  
**South China Capital Limited**  
**Graham Lam**  
*Director*

**A.G. WILKINSON & ASSOCIATES****韋 堅 信 測 量 師 行**(A division of A.G. Wilkinson & Associates (Surveyors) Limited)Unit 2701, 27/F, The Center, 99 Queen's Road Central, Hong Kong.Tel: 2521-6467 Fax: 2845-2642, 2804-6352 E-mail: e@agw.com.hk

23 January 2008

The Directors  
E. Bon Holdings Limited  
Room A1, 18/F  
First Commercial Building  
33 Leighton Road  
Causeway Bay  
Hong Kong

Dear Sirs,

Re: The whole of 16th Floor (Offices A and B),  
17th Floor (Offices A and B) and  
18th Floor (Offices A and B)  
First Commercial Building  
Nos. 33–35 Leighton Road  
Hong Kong  
**“the subject property”**

In accordance with the instruction of E. Bon Holdings Limited (“the Company”) for us to value the subject property, we confirm that we have carried out an inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property interest as at 21 December 2007.

Our valuation of the property interest is our opinion of the market value, which is defined in the HKIS Valuation Standards On Properties as “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.”

Our valuation has been made on the assumption that the owner sells the property on the open market without the benefit of a deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to affect the value of the property interest.

In valuing the subject property, we have adopted the Comparison Method of valuation. The Comparison Method of valuation seeks to derive the market value of property interest by making reference to recent transaction prices and asking price if relevant of similar properties at similar locations. Appropriate adjustments have been made between the comparables and the subject property for all the relevant factors.

We have caused searches to be made at the Urban Land Registry. However, we have not searched the original documents to verify ownership or to verify any lease amendments. All documents and leases have been used as reference only and all dimensions, measurements and areas are approximate. Unless otherwise stated, the conversion factor of 1 square metre to 10.764 square feet is adopted.

Whilst we have carried out an internal and external inspection of the property, we have not carried out a structural survey and it was not possible to inspect the wood work and other parts of the structure which were covered, unexposed or inaccessible. We are therefore, unable to report that the property is free from any structural defects.

No allowance has been made in our report for any charges, mortgages or amounts owing on any property nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

Our valuations have been prepared in accordance with the HKIS Valuation Standards On Properties (1st Edition 2005), the relevant provisions in the Companies Ordinance and the Rules Governing The Listing Of Securities On The Stock Exchange Of Hong Kong Limited (Main Board).

We attach herein our Summary of Valuation and our Valuation Certificate.

Yours faithfully,  
For and on behalf of  
**A.G. WILKINSON & ASSOCIATES**  
**Lam Chun Chiu Ringo**  
*Registered Professional Surveyor (GP)*  
*BSc(Hons) MCIREAA, MHKIS, MRICS*  
*Director*  
*Valuation Department*

RL/AL/jy

*Note:* Mr. Lam Chun Chiu Ringo is a Registered Professional Surveyor in the Hong Kong Special Administration Region. He is a Professional member of three professional bodies, namely the China Institute of Real Estate Appraisers and Agents, Hong Kong Institute of Surveyors and Royal Institution of Chartered Surveyors. Mr. Lam joined A.G. WILKINSON & ASSOCIATES since 1995 and he has about 16 years of post-qualification experience in valuing properties in Hong Kong.

## SUMMARY OF VALUATION

<b>Property</b>	<b>Market Value as at 21 December 2007</b>
The whole of 16th Floor (Offices A and B), 17th Floor (Offices A and B) and 18th Floor (Offices A and B) First Commercial Building Nos. 33-35 Leighton Road Hong Kong	HK\$36,000,000
<b>Total:</b>	<b>HK\$36,000,000</b>

*Note:* The subject property was valued at HK\$36,000,000 (THIRTY SIX MILLION HONG KONG DOLLARS) by External Valuer, A.G. Wilkinson & Associates (Surveyors) Limited, as at 21 December 2007, on the basis of Market Value, in accordance with the HKIS Valuation Standards On Properties (1st Edition 2005), the relevant provisions in the Companies Ordinance and the Rules Governing The Listing Of Securities On The Stock Exchange OF Hong Kong Limited (Main Board).

			Market Value																											
Property	Description and Tenure	Particulars of Occupancy	As at 21 December 2007																											
The whole of 16th Floor (Offices A and B) 17th Floor (Offices A and B) and 18th Floor (Offices A and B) First Commercial Building Nos. 33–35 Leighton Road Hong Kong	The property comprises the entire floor of 16th, 17th and 18th Floors of a 23-storey commercial building. The building was completed in 1980.  The property has a total saleable area of approximately 4,860 square feet (451.50 square metre) of which breakdown is as follows:–	We are informed that the property is subject to a tenancy agreement signed between “Negotiator Consultants Limited” (Landlord) and “E. Bon Building Materials Company Limited” (Tenant) for a lease term commencing from 20 March 2006 to 19 March 2009 at a monthly rental of HK\$88,000, exclusive of rates, management fee and air-conditioning charges, with option to renew for 3 years (see Note: No. 2)	HK\$36,000,000																											
12/121 shares of and in Sub-section 1 of Section A and the Remaining Portion of Section A of Inland Lot No. 733	<table><tr><th>Floor/Unit</th><th colspan="2">Saleable Area</th></tr><tr><td></td><td><i>sq.ft.</i></td><td><i>sq.m.</i></td></tr><tr><td>16A</td><td>810</td><td>75.25</td></tr><tr><td>16B</td><td>810</td><td>75.25</td></tr><tr><td>17A</td><td>810</td><td>75.25</td></tr><tr><td>17B</td><td>810</td><td>75.25</td></tr><tr><td>18A</td><td>810</td><td>75.25</td></tr><tr><td>18B</td><td>810</td><td>75.25</td></tr><tr><td>Total:</td><td><u>4,860</u></td><td><u>451.50</u></td></tr></table>	Floor/Unit	Saleable Area			<i>sq.ft.</i>	<i>sq.m.</i>	16A	810	75.25	16B	810	75.25	17A	810	75.25	17B	810	75.25	18A	810	75.25	18B	810	75.25	Total:	<u>4,860</u>	<u>451.50</u>		
Floor/Unit	Saleable Area																													
	<i>sq.ft.</i>	<i>sq.m.</i>																												
16A	810	75.25																												
16B	810	75.25																												
17A	810	75.25																												
17B	810	75.25																												
18A	810	75.25																												
18B	810	75.25																												
Total:	<u>4,860</u>	<u>451.50</u>																												

– or thereabouts –

The property is held from the Government under Government Lease for common lease term of 999 years from 25 June 1861. The annual government rent payable for the subject property is nominal.

The property is currently zoned for commercial/residential use with regard to town planning. There is no right of pre-emption nor any option materially affecting the property.

*Notes:*

1. The registered owner of the property is Negotiator Consultants Limited vide Memorial No. UB8055587 dated 20 March 2000.
2. In accordance with the provided information, the existing tenant (E. Bon Building Materials Company Limited) is a subsidiary Company of E. Bon Holdings Limited (“the Company”). After the acquisition, the subject property will be occupied by a company under an inter-company leasing arrangement within the same group and therefore, should be valued as owner-occupied property.

**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 would make any statement herein misleading.

**DISCLOSURE OF INTERESTS**

**(i) Interests and short positions of the Directors or chief executive of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations**

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 and its associated corporations (within the meaning of part XV of the SFO), which were required 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 were 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, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

*(a) Long positions in the Shares*

<b>Name of Director</b>	<b>Nature of interest</b>	<b>No. of Shares held</b>	<b>Approximate percentage of interest</b>
Tse Sun Fat	Personal/via his ownership in a BVI company	11,952,471	5.98%
Tse Sun Po	Personal/via his ownership in a BVI company	14,257,592	7.13%
Tse Sun Lung	Personal	8,202,000	4.10%
Yick Kai Chung	Personal	4,850,800	2.43%



The following is the Directors' beneficial holding of interests in the shares of the Vendor:

Name of Director	Capacity	Nature of interest	Approximate percentage of interest
Tse Sun Fat	Director	Personal/via his ownership in a BVI company	8.54%
Tse Sun Po	Director	Personal/via his ownership in a BVI company	10.19%
Tse Sun Lung	Director	Personal	6.05%
Yick Kai Chung	Shareholder	Personal	4.80%

*(b) Long positions in underlying shares of equity derivatives of the Company*

As at the Latest Practicable Date, none of the Directors had long position in underlying shares of equity derivatives of the Company.

*(c) Short positions in the Shares and underlying shares of equity derivatives of the Company*

As at Latest Practicable Date, none of the Directors had short position in the Shares or underlying shares of equity derivatives of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were 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 maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

**(ii) Interests and short positions of substantial Shareholders in the Shares, underlying shares of the Company and its associated corporations**

As at the Latest Practicable Date, so far as was known to or could be ascertained after reasonable enquiry by the Directors, the persons (not being a Director or chief executive of the Company) who had an interest or short position 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 who were, directly or indirectly, interested in 10% or more of the nominal value of any class in the Company were as follows:

*(a) Long positions in the Shares, underlying shares of equity derivatives of the Company*

Name of Shareholder	Nature of interest	No. of Shares held	Approximate percentage of interest
Universal Star Group Limited	Corporate	34,662,169	17.33%
Happy Voice Limited	Corporate	24,502,568	12.25%

*(b) Short positions in the Shares, underlying shares of equity derivatives of the Company*

So far as the Directors are aware of, no persons had short positions in the Shares or underlying shares of equity derivatives of the Company as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, the Directors and chief executive of the Company were not aware of any other person (other than the Directors and chief executive of the Company) who had any interest or short position in the Shares and underlying shares of the Company or any of its associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital of the Company.

**(iii) Interests in assets of the Group**

As at the Latest Practicable Date, none of the Directors, other than those disclosed in this acquisition of the Property as set out in this circular, had any direct or indirect interest in any assets which had been, since 31 March 2007, the date of which the latest published audited financial statements of the Group were made up, acquired or disposed of by, or leased to, any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

**(iv) Interests in contracts of the Company**

None of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

**(v) Interests in competing business**

As at the Latest Practicable Date, none of the Directors and his/her respective associates had an interest in a business apart from the Company's business which competes or is likely to compete, either directly or indirectly, with the Company's business.

**MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 March 2007, the date of which the latest published audited financial statements of the Group were made up.

**LITIGATION**

As at the Latest Practical Date, no member of the Group was engaged in any litigation or claims of material importance and, so far as the Directors are aware, no litigation or claim of material importance was pending or threatened against any member of the Group other than those disclosed as follows:

In August 2001, a subsidiary of the Company (the "Subsidiary") sued one of its customers (the "Defendant") for recovery of an amount of approximately HK\$5,333,000 in respect of goods sold and delivered to the Defendant. In September 2001, the Defendant filed a counter-claim in a sum of approximately HK\$6,148,000 against the Subsidiary for the alleged losses and damages as a result of the alleged breach of the supply agreement entered into between the Defendant and the Subsidiary. The case is now in the stage where the parties' expert reports are to be exchanged and the directors of the Company, on the basis of the independent legal advice obtained, consider the Subsidiary has a good arguable case against the Defendant for the counter-claim and accordingly no provision in respect of the debt due or the amount of the counter-claim has been made in the financial statements of the Group.

**SERVICE CONTRACTS**

Each of Mr. Tse Sun Fat, Mr Tse Sun Po, and Mr. Tse Sun Lung has entered into a service contract with the Company for a term of three years commencing on 1 March 2000 and continuing thereafter unless terminated by either party with at least three months advance notice in writing.

Mr. Lau Shiu Sun has entered into a service contract with the Company for a term of three years commencing 10 December 2001 and will continue thereafter unless terminated by either party by at least three months advance notice in writing.

As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into a service contract with any member of the Group which is not terminable by the employer within one year without payment of compensation (other than statutory compensation).

## EXPERTS AND CONSENTS

The followings are the qualifications of the experts who have given their opinion or advice as contained in this circular:

Name	Qualification
South China Capital	a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity as set out in Schedule 5 to the SFO
AG Wilkinson	an independent qualified property valuer

As at the Latest Practicable Date, South China Capital and AG Wilkinson had no shareholding interest in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, South China Capital and AG Wilkinson were not interested, directly or indirectly, in any assets which have been, since 31 March 2007 (the date of which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

South China Capital and AG Wilkinson have given and have not withdrawn their written consents to the issue of this circular with the inclusion herein of their letter and reference to their names in the form and context in which they appear. The letter from South China Capital is given as at the date of this circular for incorporation herein. The valuation report from AG Wilkinson is given as at the date of this circular for incorporation herein.

## GENERAL

- (a) The registered address of the Company is at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is at 16th–18th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong.
- (c) The share registrar and transfer office of the Company is Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.

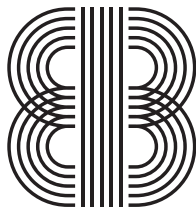
- (d) The company secretary and qualified accountant of the Company is Mr. IP Fu Wa, Benthony, who is a Certified Public Accountant and a member of the Institute of Chartered Accountants in England and Wales.
- (e) The English text of this circular shall prevail over the Chinese text.

**DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at office of the Company at 16th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong during normal business hours on any Business Day from the date of this circular up to and including the date of the EGM:

- (a) the Provisional Sale and Purchase Agreement;
- (b) the service contracts referred to under the section headed “Service contracts” in this appendix; and
- (c) the lease agreement entered into between E. Bon Building Materials Company Limited and the Vendor dated 11 July 2006.

## NOTICE OF EGM



**E. BON HOLDINGS LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

**怡 邦 行 控 股 有 限 公 司**

**(Stock Code: 599)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of E. Bon Holdings Limited (the “Company”) will be held on Monday, 25 February 2008, at 10:00 a.m., at Plaza IV, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering, and if thought fit, passing the following resolution (with or without modifications) by way of poll as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

**“THAT:**

- (i) the acquisition of the premises situated at 16th–18th Floor, First Commercial Building, 33 Leighton Road, Causeway Bay, Hong Kong (the “Property”) be and is hereby approved;
- (ii) the Provisional Sale and Purchase Agreement (as defined in the circular of which this notice forms part (the “Circular”)) dated 2 January 2008 entered into between Asia Bon Company Limited, the wholly-owned subsidiary of the Company and Negotiator Consultants Limited in relation to purchase of the Property (a copy of the Provisional Sale and Purchase Agreement has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated therein be and are hereby approved, confirmed and ratified in all respects; and
- (iii) any one of the directors of the Company be and is hereby authorised to take all actions and to sign, execute and deliver all such agreement, instruments and deeds, for and on behalf of the Company and of Asia Bon Company Limited as he may in his discretion consider fit or desirable for the purpose of effecting the acquisition of the Property from Negotiator Consultants Limited.”

On order of the Board  
**E. Bon Holdings Limited**  
**Lau Shiu Sun**  
*Executive Director*

Hong Kong, 23 January 2008

## NOTICE OF EGM

*Registered office:*  
Cricket Square  
Hutchins Drive  
P. O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
16th–18th Floor  
First Commercial Building  
33 Leighton Road  
Causeway Bay  
Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. A member entitled to attend and vote at the meeting convened by the above notice 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.
4. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such authority, must be deposited at the office of the Company's Branch Registrar, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be.
5. As at the date of this notice, the executive directors of the Company are Mr. Tse Sun Fat, Mr. Tse Sun Po, Mr. Tse Sun Lung, Mr. Yick Kai Chung, Mr. Lau Shiu Sun and Mr. Fung Cheuk Hang Jackie, and the independent non-executive directors of the Company are Mr. Leung Kwong Kin J.P., Mr. Wong Wah and Mr. Wan Sze Chung.
6. The translation in Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.