

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

**If you are in any doubt** as to any aspect of this circular or as to the action 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 National Electronics Holdings Limited, you should at once hand this circular to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**NATIONAL ELECTRONICS HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 213)**

**DISCLOSEABLE TRANSACTION**

**ACQUISITION OF PROPERTY**

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17 January 2008

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## DEFINITIONS

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

“Acquisition”	the acquisition of the Property by the Purchaser pursuant to the Agreement on 14 December 2007
“Agreement”	the agreement entered into between the Vendor and the Purchaser for the sale and purchase of the Property
“Company”	National Electronics Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	(an) independent third party(ies) not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their respective associates and connected persons as defined in the Listing Rules
“Latest Practical Date”	14 January 2008 being the latest practicable date prior to the printing of this circular for ascertaining certain information contain in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Property”	House No. 1 together with the garden, open terrace spaces, flat roof and carport attached therewith, Abergeldie 52 Plantation Road, Hong Kong
“Purchaser”	Ambrose Limited, a company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholders of the Company
“Shares”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Benfield Investment Limited, it and its ultimate beneficial owner are Independent Third Parties

## LETTER FROM THE BOARD

# NATIONAL ELECTRONICS HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 213)**

*Executive Directors*

Mr. Lee Yuen Ching, Jimmy (*Chairman*)  
Mr. Lee Yuen Kui, James (*Managing Director*)  
Mr. Lee Bon Chi, Loewe  
Mr. Lee Yuen Cheor, Edward  
Mr. Wai Kwong Yuen, Ricky

*Non-executive Director*

Miss Lee Yuen Yu, Dorathy

*Independent Non-executive Directors*

Dr. Samson Sun, M.B.E., J.P.  
Mr. Chan Chak Cheung, William  
Mr. Chan Kwok Wai

*Registered Office*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head Office and Principal*

*Place of Business:*  
Suite 3201  
Gloucester Tower  
The Landmark  
11 Pedder Street  
Central, Hong Kong

17 January 2008

*To the Shareholders*

Dear Sir or Madam,

## DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTY

### INTRODUCTION

On 14 December 2007, the Purchaser, a wholly-owned subsidiary of the Company, entered into the Agreement with the Vendor to acquire the Property at a consideration of HK\$122,800,000.

The Acquisition constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. The purpose of this circular is to provide you with further information on the Acquisition.

### THE AGREEMENT DATED 14 DECEMBER 2007

#### Parties

Vendor: Benfield Investment Limited, it and its ultimate beneficial owner are Independent Third Parties. The Company has tried through the property agent to obtain the information in relation to its principal business activities of the Vendor, but no such information is provided by the Vendor.

Purchaser: Ambrose Limited

## LETTER FROM THE BOARD

### **Information of the Property**

The Property is located at House No. 1 together with the garden, open terrace spaces, flat roof and carport attached therewith, Abergeldie 52 Plantation Road, Hong Kong. The Vendor shall deliver vacant possession of the Property to the Purchaser upon completion of the Agreement. The Property is a residential property with a gross floor area of 3,688 square feet which is currently self-used by the Vendor.

The Company is unable to obtain the net profits attributable to the Property for the two financial years ended 31 March 2007 since the Vendor is an Independent Third Party. The Company has tried through the property agent to obtain the information in relation to the net profits attributable to the Property for the two financial years ended 31 March 2007, but no such information is provided by the Vendor.

### **Consideration and payment terms for the Acquisition**

The consideration for the Acquisition of HK\$122,800,000 has been determined after arm's length negotiations between the parties by reference to the market value of the Property of HK\$123,000,000 as at 14 December 2007, provided by an independent valuer, DTZ Debenham Tie Leung Limited. Subject to obtaining the relevant banking facilities, the Group currently intends to finance the consideration of the Acquisition by a combination of internal resources of the Group and bank financing in a ratio to be determined by the Company.

The consideration for the Acquisition shall be payable to the Vendor in cash in the following manner:

- (a) an initial deposit in the sum of HK\$6,000,000 has been paid by the Purchaser upon signing of the Agreement;
- (b) a further deposit of HK\$6,280,000 has been paid by the Purchaser on 28 December 2007; and
- (c) the remaining balance of HK\$110,520,000 shall be paid by the Purchaser upon completion on or before 3 March 2008.

### **Completion for the Acquisition**

Completion of the sale and purchase of the Property shall take place on or before 3 March 2008. There are no conditions precedent to the completion. Upon completion, the Vendor shall deliver vacant possession of the Property to the Purchaser.

## LETTER FROM THE BOARD

### REASON FOR THE ACQUISITION

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacture, assembly and sale of electronic watches and watch parts, trading of watch movements and watch parts, property development and investment. The acquisition of the Property allows the Group to enlarge its properties portfolio with high quality assets. The Company will hold the Property for capital appreciation. The Directors consider that the acquisition of the Property is in the interest of the Company and the terms of the Agreement are fair and reasonable as far as the Shareholders are concerned.

The Directors consider that the Acquisition will not have any effect on the earnings and net asset value of the Group. The Acquisition will bring an increase in the Group's assets but such increase will be offset by a decrease in cash balance and an increase in bank borrowings representing the consideration paid and payable of HK\$122,800,000, which will be financed by a combination of internal resources of the Group and bank financing in a ratio to be determined by the Company.

### GENERAL

As the relevant percentages under the size tests (as defined in the Listing Rules) exceed 5% but not exceed 25%, the Agreement constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules. A circular containing details of the Agreement will be despatched to the Shareholders as soon as practicable.

The Group has acquired several properties in the past 12 months. The locations of the properties acquired in the past 12 months are distinct, individual and unconnected and are not parts of one asset. The vendors of the properties acquired in the past 12 months are neither connected nor associated with one another. The Group has not acquired any property from the Vendor in the past 12 months. On these bases, we consider Rule 14.22 of the Listing Rules does not apply.

### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix to this circular.

By Order of the Board  
**National Electronics Holdings Limited**  
**Lee Yuen Ching Jimmy**  
*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 would make any statement herein misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Interests of Directors

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation(s) (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 referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange were as follows:

#### *Long positions in Shares*

Name of Director	Personal interests	Corporate interests	Other interests	Total interests	Percentage of the issued share capital of the Company
Mr. Jimmy Lee Yuen Ching	—	—	253,106,873 <i>(note a)</i>	253,106,873	25.22%
Mr. Loewe Lee Bon Chi	—	—	253,106,873 <i>(note a)</i>	253,106,873	25.22%
Mr. James Lee Yuen Kui	5,940	—	252,102,979 <i>(note b)</i>	252,108,919	25.12%
Mr. Edward Lee Yuen Cheor	—	—	252,102,979 <i>(note b)</i>	252,102,979	25.12%
Mr. Ricky Wai Kwong Yuen	—	37,267,767 <i>(note d)</i>	—	37,267,767	3.71%
Dr. Samson Sun, M.B.E., J.P.	—	4,988,968 <i>(note c)</i>	—	4,988,968	0.50%

#### *Notes:*

- (a) The 253,106,873 Shares are part of the property of a discretionary trust of which Mr. Jimmy Lee Yuen Ching and his family members including Mr. Loewe Lee Bon Chi are named beneficiaries.

- (b) The 252,102,979 Shares are part of the property of a discretionary trust of which each of Messrs. James Lee Yuen Kui and Edward Lee Yuen Cheor are named beneficiaries.
- (c) The 4,988,968 Shares are held by a company controlled by Dr. Samson Sun, M.B.E., J.P.
- (d) The 37,267,767 Shares are held by two companies controlled by Mr. Ricky Wai Kwong Yuen.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests and short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation(s) (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 referred to therein, or which were required, pursuant to the the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

#### (b) **Interests of Shareholders**

As at the Latest Practicable Date, so far as is known to the Directors and the chief executives of the Company, no person (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares 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 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

### **3. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which will not expire or may not be terminated by the Company within one year without payment of compensation (other than statutory compensation).

### **4. LITIGATION**

As at the Latest Practicable Date, there was no litigation or claims of material importance known to the Directors pending or threatened against any member of the Group.

### **5. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or any of their associates (as such term is defined in the Listing Rules) had an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.



**6. GENERAL**

- (i) The qualified accountant and company secretary of the Company is Ms. Yue Man Ying, who is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Ms. Yue holds a Master Degree in Business Administration.
- (ii) The branch registrar and transfer office of the Company in Hong Kong is Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (iii) The English version of this circular shall prevail over the Chinese text.