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If you have sold or transferred all your shares in Futong Technology Development Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



Futong Technology Development Holdings Limited

富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 465)

**GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 43rd Floor, Gloucester Tower, 15 Queen's Road Central, The Landmark, Hong Kong at 9:30 a.m. on 19 May 2010 (Wednesday) is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 annual general meeting or any adjourned meeting (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 annual general meeting or any adjourned meeting (as the case may be) should you so wish.

19 April 2010

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on 19 May 2010 (Wednesday)
“Annual Report”	the annual report of the Company which comprises, inter alia, the Directors’ report, the auditors’ report and the financial statements of the Company for the year ended 31 December 2009
“Articles of Association” or “Article(s)”	the articles of association of the Company, as may be amended from time to time
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Futong Technology Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM and to extend the general mandate to allot and issue further Shares (if any) which may have been repurchased under the Repurchase Mandate
“Latest Practicable Date”	14 April 2010, the latest practicable date prior to the printing of this circular for inclusion of certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to repurchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM
“SFO”	Securities and Futures Ordinance (Cap.571) of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



Futong Technology Development Holdings Limited

富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 465)

Executive Directors:

Mr. Chen Jian
Ms. Zhang Yun
Mr. Guan Tao

Independent Non-executive Directors:

Mr. Lee Kwan Hung
Mr. Yuan Bo
Mr. Ho Pak Tai Patrick

Registered Office:

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

*Headquarter and principal place of
business in the PRC:*

Units B1901 on level 19 and B2001
on level 20 of Tower B
Chaowaimen Office Center
No. 26 Chaowai Street
Chaoyang District
Beijing, the PRC

Principal place of business in Hong Kong:

Rooms 929-935, 9th Floor
Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

19 April 2010

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This circular provides you with information relating to proposals for the grant of the Issue Mandate, Repurchase Mandate, the re-election of Directors and the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Pursuant to the resolutions in writing passed by the Shareholders on 11 November 2009 and 18 November 2009, general mandates were granted to the Directors to exercise the power of the Company to allot and issue further Shares and to repurchase Shares. Such mandates will lapse upon the conclusion of the AGM (unless previously revoked or varied by ordinary resolutions of the Shareholders). At the AGM, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) allot, issue and deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM and to extend the general mandate to allot and issue further Shares with a nominal amount up to the aggregate nominal amount of the Shares (if any) which may have been repurchased by the Company pursuant to the mandate referred to in (ii) below; and
- (ii) repurchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 105 of the Articles of Association, Mr. Chen Jian and Ms. Zhang Yun will retire from office as Directors by rotation at the AGM. Pursuant to Article 109 of the Articles of Association, Mr. Guan Tao, Mr. Lee Kwan Hung, Mr. Yuan Bo and Mr. Ho Pak Tai Patrick, being Directors appointed during the year, will retire from office at the AGM. All of them, being eligible, offer themselves for re-election.

Pursuant to the Listing Rules, details of the aforesaid Directors are set out in Appendix II to this circular.

AGM

At the AGM, resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other matters, the granting of the Issue Mandate, the Repurchase Mandate and the re-election of Directors.

The notice convening the AGM to be held at 43rd Floor, Gloucester Tower, 15 Queen's Road Central, The Landmark, Hong Kong at 9:30 a.m. on 19 May 2010 (Wednesday) is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any

LETTER FROM THE BOARD

event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting (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 AGM or any adjourned meeting (as the case may be) should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided by poll.

RECOMMENDATION

The Directors believe that the proposals for the grant of the Issue Mandate, the Repurchase Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to approve the above matters to be proposed at the AGM.

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.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board of
Futong Technology Development Holdings Limited
Chen Jian
Chairman

APPENDIX I — EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting to the Directors of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$31,125,000 comprising 311,250,000 Shares. Subject to the passing of the relevant ordinary resolution at the AGM and assuming that no further Shares are issued and repurchased by the Company prior to date of the AGM, the Directors will be authorised to repurchase up to 31,125,000 Shares pursuant to the Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole at the relevant time having regard to the circumstances then prevailing.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and all applicable laws. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

The Repurchase Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates currently intends to sell any Shares to the Company under the Repurchase Mandate in the event that it is granted by the Shareholders at the AGM.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or that he has undertaken to sell any Shares held by him to the Company under the Repurchase Mandate, in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

APPENDIX I — EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) since the listing date on 4 December 2009 up to the Latest Practicable Date.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the calendar months since the listing date on 4 December 2009 up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
December 2009	2.25	1.64
January 2010	1.95	1.66
February 2010	1.76	1.55
March 2010	1.85	1.65
April 2010 (up to and including the Latest Practicable Date)	1.80	1.66

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association so far as the same may be applicable.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I — EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE

As at the Latest Practicable Date, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name	Capacity/nature of interest	Number of issued Shares held	Approximate percentage of the Company's issued share capital (%)	Approximate percentage of the Company's issued share capital if Repurchase Mandate is exercised in full (%) <i>(Note 1)</i>
Mr. Chen Jian <i>(Note 2)</i>	Interest in controlled corporations	225,000,000	72.29	80.32
Ms. Zhang Xin <i>(Note 3)</i>	Interest of spouse	225,000,000	72.29	80.32
China Group Associates Limited <i>(Note 4)</i>	Beneficial owner	153,947,250	49.46	54.96
Rich China Investments And Trading Ltd. <i>(Note 5)</i>	Beneficial owner	42,631,650	13.70	15.22
Ms. Zhang Yun <i>(Note 2)</i>	Interest in controlled corporation	42,631,650	13.70	15.22
Mr. Meng Huiqiang <i>(Note 6)</i>	Interest of spouse	42,631,650	13.70	15.22
Rich World Development Ltd. <i>(Note 7)</i>	Beneficial owner	28,421,100	9.13	10.15

Notes:

- Assuming no repurchase of any of the Shares held by the abovementioned Shareholders.
- 153,947,250 of these Shares are held by China Group Associates Limited, the entire issued share capital of which is wholly and beneficially owned by Mr. Chen Jian. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the Shares held by China Group Associates Limited. 42,631,650 of these Shares are held by Rich China Investments And Trading Ltd., the entire issued share capital of which is owned as to approximately 66.67% by Mr. Chen Jian and approximately 33.33% by Ms. Zhang Yun. By virtue of the SFO, both Mr. Chen Jian and Ms. Zhang Yun are deemed to be interested in the Shares held by Rich China Investments And Trading Ltd.. 28,421,100 of these Shares are held by Rich World Development Ltd., the entire issued share capital of which is owned as to approximately 81.67% by Mr. Chen Jian, approximately 13.33% by Mr. Guan Tao, approximately 3.33% by Mr. Xie Hui and approximately 1.67% by Mr. Jie Wen. By virtue of the SFO, Mr. Chen Jian is deemed to be interested in the entire 28,421,100 Shares held by Rich World Development Ltd..

APPENDIX I — EXPLANATORY STATEMENT TO THE REPURCHASE MANDATE

3. Ms. Zhang Xin is the spouse of Mr. Chen Jian. Under the SFO, Ms. Zhang Xin is taken to be interested in the same number of Shares in which Mr. Chen Jian is interested.
4. China Group Associates Limited is a company incorporated in the British Virgin Islands with limited liability which is wholly and beneficially owned by Mr. Chen Jian. Mr. Chen Jian is the sole director of China Group Associates Limited.
5. Rich China Investments And Trading Ltd. is a company incorporated in the British Virgin Islands with limited liability which is owned as to approximately 66.67% by Mr. Chen Jian and approximately 33.33% by Ms. Zhang Yun. Ms. Zhang Yun is the sole director of Rich China Investments And Trading Ltd..
6. Mr. Meng Huiqiang is the spouse of Ms. Zhang Yun. Under the SFO, Mr. Meng Huiqiang is taken to be interested in the same number of Shares in which Ms. Zhang Yun is interested.
7. Rich World Development Ltd. is a company incorporated in the British Virgin Islands with limited liability which is owned as to approximately 81.67% by Mr. Chen Jian, approximately 13.33% by Mr. Guan Tao, approximately 3.33% by Mr. Xie Hui and approximately 1.67% by Mr. Jie Wen. Mr. Guan Tao is the sole director of Rich World Development Ltd..

Based on the foregoing, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25%.

APPENDIX II — RE-ELECTION OF DIRECTORS

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Chen Jian

Mr. Chen, aged 50, is the chairman of the Company, one of the co-founders of the Group. Mr. Chen is also the director of Futong Technology Co. Ltd., Futong Technology (HK) Company Limited, Beijing Futong Dongfang Technology Co., Ltd. and Beijing Futong Dongfang Unica Technology Co. Ltd. Mr. Chen was appointed as an executive Director on 29 July 2009. Mr. Chen is responsible for the overall strategic development of the Group's business. Mr. Chen has over 20 years of experience in IT industry. Mr. Chen graduated from Chinese People's Liberation Army Communication Engineering University with a bachelor's degree in wireless communications engineering. He is the brother-in-law of Ms. Zhang Yun.

Mr. Chen has entered into a service agreement with the Company pursuant to which he agreed to act as the executive Director for an initial fixed term of three years with effect from 11 November 2009, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term. The appointment may be terminated by either party by giving not less than three months' written notice to the other expiring at the end of the initial term of the executive Director's appointment or at anytime thereafter. Mr. Chen received remuneration from the Company of approximately RMB1,998,000 for the year ended 31 December 2009 which had been determined based on the time and effort anticipated to be spent on the Company's matter. Pursuant to the service agreement between the Company and Mr. Chen, he is entitled to receive an annual salary of RMB1,500,000 and a discretionary management bonus provided the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 10% of the audited consolidated or combined net profit attributable to the shareholders of the Group (after taxation and payment of such bonuses but before extraordinary or exceptional items) in respect of the financial year of the Company.

The details of Mr. Chen's interests and short positions in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO are set out in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" of the Annual Report.

Save as disclosed above, Mr. Chen (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

Ms. Zhang Yun

Ms. Zhang, aged 39, is the vice chairlady of the Company, one of the co-founders of the Group. Ms. Zhang Yun is also the director of Futong Technology Co. Ltd., Futong Technology (HK) Company

APPENDIX II — RE-ELECTION OF DIRECTORS

Limited and Beijing Futong Dongfang Technology Co., Ltd. Ms. Zhang was appointed as an executive Director on 29 July 2009. Ms. Zhang is responsible for the Group's operations development and overall management, including key finance matters. She is also responsible for the daily operations of Futong Technology (HK) Company Limited. Ms. Zhang Yun has over 16 years of experience in IT industry. Ms. Zhang graduated from East China Jiaotong University with a bachelor's degree, majoring in economics. She is the sister-in-law of Mr. Chen Jian.

Ms. Zhang has entered into a service agreement with the Company pursuant to which she agreed to act as the executive Director for an initial fixed term of three years with effect from 11 November 2009, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term. The appointment may be terminated by either party by giving not less than three months' written notice to the other expiring at the end of the initial term of the executive Director's appointment or at anytime thereafter. Ms. Zhang received remuneration from the Company of approximately RMB2,588,000 for the year ended 31 December 2009 which had been determined based on the time and effort anticipated to be spent on the Company's matter. Pursuant to the service agreement between the Company and Ms. Zhang, she is entitled to receive an annual salary of RMB1,500,000 and a discretionary management bonus provided the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 10% of the audited consolidated or combined net profit attributable to the shareholders of the Group (after taxation and payment of such bonuses but before extraordinary or exceptional items) in respect of the financial year of the Company.

The details of Ms. Zhang's interests and short positions in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO are set out in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" of the Annual Report. .

Save as disclosed above, Ms. Zhang (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

Mr. Guan Tao

Mr. Guan, aged 51, is one of the co-founders of the Group. Mr. Guan is also the director of Futong Technology Co. Ltd., Futong Technology (HK) Company Limited, Beijing Futong Dongfang Technology Co., Ltd. and Beijing Futong Dongfang Unica Technology Co. Ltd. Mr. Guan was appointed as an executive Director on 5 November 2009. Mr. Guan assists the chairman of the Company in executing the Group's corporate strategies and managing the Group's business operations. Mr. Guan has over 15 years of experience in IT industry. Mr. Guan graduated from Chinese People's Liberation Army Communication Engineering University with a bachelor's degree in wireless communications engineering.

APPENDIX II — RE-ELECTION OF DIRECTORS

Mr. Guan has entered into a service agreement with the Company pursuant to which he agreed to act as the executive Director for an initial fixed term of three years with effect from 11 November 2009, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term. The appointment may be terminated by either party by giving not less than three months' written notice to the other expiring at the end of the initial term of the executive Director's appointment or at anytime thereafter. Mr. Guan received remuneration from the Company of approximately RMB1,623,000 for the year ended 31 December 2009 which had been determined based on the time and effort anticipated to be spent on the Company's matter. Pursuant to the service agreement between the Company and Mr. Guan, he is entitled to receive an annual salary of RMB1,500,000 and a discretionary management bonus provided the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 10% of the audited consolidated or combined net profit attributable to the shareholders of the Group (after taxation and payment of such bonuses but before extraordinary or exceptional items) in respect of the financial year of the Company.

Save as disclosed above, Mr. Guan (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee Kwan Hung

Mr. Lee, aged 44, was appointed as an independent non-executive Director on 5 November 2009. He is a partner of Woo, Kwan, Lee & Lo and the chief representative of Woo, Kwan, Lee & Lo's Beijing Office. Mr. Lee received his L.L.B (Honours) degree and Postgraduate Certificate in Laws from The University of Hong Kong in 1988 and 1989 respectively. He was then admitted as a solicitor in Hong Kong in 1991 and the United Kingdom in 1997. Mr. Lee was a senior manager of the Listing Division of the Stock Exchange between 1993-94. Mr. Lee is currently an independent non-executive director of GZI REIT Asset Management Limited (being the manager of GZI Real Estate Investment Trust, Embry Holdings Limited, NetDragon Websoft Inc. and Asia Cassava Resources Holdings Limited, the shares of these companies are listed on the Stock Exchange. Besides, Mr. Lee was also a non-executive director of Mirabell International Limited and GST Holdings Limited, the shares of which were formerly listed on the Stock Exchange.

Pursuant to the terms of appointment, Mr. Lee is appointed for an initial term of 1 year with effect from 11 November 2009 and the appointment will be subject to retirement by rotation and/or re-election at the Company's AGM in accordance with the Articles of Association. Mr. Lee is entitled to an annual Director's fee of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities.

Save as disclosed above, Mr. Lee (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any

APPENDIX II — RE-ELECTION OF DIRECTORS

position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

Mr. Yuan Bo

Mr. Yuan, aged 47, was appointed as an independent non-executive Director on 5 November 2009. He is currently the senior vice president of Camelot Information Systems Company Limited. Mr. Yuan graduated from Tsinghua University with a master degree, majoring in economics. He was the general manager of China Business Partner Operation Division of IBM (China) Investment Co., Ltd. in 1998. He also served as the chief executive officer of Hi Sun Technology Holding Limited (a subsidiary of Hi Sun Technology (China) Limited, shares of which are listed on the Stock Exchange) in 2002. Besides, he was the founder and managing director of Bayshore Consulting and Services Co., Ltd.) from 2003 to 2006. He has been a non-executive director of Geong International Limited, a company whose shares are listed on the London Stock Exchange.

Pursuant to the terms of appointment, Mr. Yuan is appointed for an initial term of 1 year with effect from 11 November 2009 and the appointment will be subject to retirement by rotation and/or re-election at the Company's AGM in accordance with the Articles of Association. Mr. Yuan is entitled to an annual Director's fee of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities.

Save as disclosed above, Mr. Yuan (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

Mr. Ho Pak Tai Patrick

Mr. Ho, aged 63, was appointed as an independent non-executive Director on 5 November 2009. He is a fellow of the Hong Kong Institute of Bankers, an independent non-executive director of CCB International (Holdings) Ltd., a subsidiary of China Construction Bank Corporation, the shares of which are listed on the Stock Exchange, and he is the chairman of its audit and compliance committee. He has been appointed to the Board of Review under the Inland Revenue Ordinance of the Hong Kong. Mr. Ho holds a banking diploma from the Chartered Institute of Bankers, London in December 1980 and has been a fellow of the Chartered Institute since 1988. Mr. Ho has served as the chief executive and general manager of Jian Sing Bank Limited (subsequently known as China Construction Bank (Asia) Limited, a subsidiary of China Construction Bank Corporation from 1996 until 2007 and was also a director of its board. Mr. Ho has extensive banking experience in credit administration and audit.

APPENDIX II — RE-ELECTION OF DIRECTORS

Pursuant to the terms of appointment, Mr. Lee is appointed for an initial term of 1 year with effect from 11 November 2009 and the appointment will be subject to retirement by rotation and/or re-election at the Company's AGM in accordance with the Articles of Association. Mr. Ho is entitled to an annual Director's fee of HK\$180,000 which is determined by the Board with reference to his duties and responsibilities.

Save as disclosed above, Mr. Ho (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years; and there is no other information that should be disclosed under Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



Futong Technology Development Holdings Limited
富通科技發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 465)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Futong Technology Development Holdings Limited (the “Company”) will be held at 43rd Floor, Gloucester Tower, 15 Queen’s Road Central, The Landmark, Hong Kong at 9:30 a.m. on 19 May 2010 (Wednesday), for the following purposes:

1. To receive, consider and approve the Company’s audited financial statements and the reports of directors and auditors for the year ended 31 December 2009.
2. To re-elect the following Company’s directors and authorize the board of directors of the Company to fix their remuneration:
 - (a) Mr. Chen Jian;
 - (b) Ms. Zhang Yun;
 - (c) Mr. Guan Tao;
 - (d) Mr. Lee Kwan Hung;
 - (e) Mr. Yuan Bo; and
 - (f) Mr. Ho Pak Tai Patrick.
3. To re-appoint KPMG as the Company’s auditors and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF THE AGM

As special business, to consider and, if thought fit, to pass with or without amendments the following ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) and to make or grant offers, agreements, options and warrants which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution number 4 set out in this notice of annual general meeting (**“Resolution 4”**) shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such power after the end of the Relevant Period;
- (c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution 4, otherwise than pursuant to, (i) a Rights Issue (as hereinafter defined), (ii) any option scheme or similar arrangement for the time being adopted for grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of the Shares or rights to acquire the Shares, or (iii) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed of 20 per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution 4, and the said approval shall be limited accordingly;
- (d) for the purpose of this Resolution 4:

“Relevant Period” means the period from the passing of this Resolution 4 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 4 by the passing of an ordinary resolution by the shareholders in general meeting.

NOTICE OF THE AGM

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the holders of the Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

5. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution number 5 set out in this notice of annual general meeting (“**Resolution 5**”) and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution 5:

“**Relevant Period**” means the period from the passing of this Resolution 5 until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or by any applicable law(s) to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this Resolution 5 by the passing of an ordinary resolution by the shareholders in general meeting.”

NOTICE OF THE AGM

6. “**THAT** subject to the passing of Resolution 4 and Resolution 5, the general mandate referred to in Resolution 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate referred to in Resolution 5 above provided that such amount shall not exceed ten per cent (10%) of the existing issued share capital of the Company at the date of passing this resolution number 6.”

By order of the Board
Futong Technology Development Holdings Limited
Chen Jian
Chairman

Hong Kong, 19 April 2010

Principal place of business in Hong Kong:

Rooms 929-935, 9th Floor

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent and vote on his/her behalf at the annual general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. On poll, votes may be given either personally or by proxy.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer, or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (3) The instrument appointing a proxy and (if required by the board of the Company) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting.
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the annual general meeting convened, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF THE AGM

- (5) A form of proxy for use at the annual general meeting is enclosed.
- (6) Where there are joint holders of any share in the Company, any one of such holders may vote at the annual general meeting either personally or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one such joint holders be present at the annual general meeting or any adjournment thereof personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof in person or by proxy (as the case may be).
- (7) The voting on the above resolutions at the AGM will be conducted by way of poll.
- (8) With reference to resolution number 2 above, Mr. Chen Jian and Ms. Zhang Yun will retire by rotation, Mr. Guan Tao, Mr. Lee Kwan Hung, Mr. Yuan Bo and Mr. Ho Pak Tai Patrick, being Directors appointed during the year, will hold office till the AGM pursuant to the articles of association of the Company. All of them will retire and, being eligible, offer themselves for re-election at the AGM. Details of the above-mentioned Directors are set out in the circular of the Company dated 19 April 2010.
- (9) With reference to Resolution 4, Resolution 5 and resolution number 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares or warrants or to repurchase any existing Shares pursuant to the relevant mandates.