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

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

**If you have sold or transferred** all your securities in Sino Katalytics Investment Corporation, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**德泰中華投資有限公司**  
**SINO KATALYTICS INVESTMENT CORPORATION**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 02324)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EGM**

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A notice convening an extraordinary general meeting (“EGM”) of the Company to be held at Suite 802, 8/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Wednesday, 31 March 2010 at 4:30 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is enclosed herewith.

Whether or not you propose to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tasbury 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 EGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

1 March 2010

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## DEFINITIONS

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

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Sino Katalytics Investment Corporation, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Wednesday, 31 March 2010 at 4:30 p.m., the notice of which is set out on pages 5 to 6 of this circular and any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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德泰中華投資有限公司  
**SINO KATALYTICS INVESTMENT CORPORATION**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 02324)**

*Executive Directors:*

Mr. Chui Tak Keung, Duncan (*Chairman*)  
Mr. Yau Chung Hong  
Mr. Chow Ka Wo, Alex

*Independent non-executive Directors:*

Mr. Lam Kwan  
Mr. Chan Ming Sun, Jonathan  
Mr. Shiu Siu Tao

*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:*

Suite 802, 8/F  
Harcourt House  
39 Gloucester Road  
Wanchai  
Hong Kong

1 March 2010

*To the Shareholders*

Dear Sirs,

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EGM**

#### **INTRODUCTION**

The Board announced on 20 January 2010 that it proposes to change the name of the Company in order to better reflect its business.

The purpose of this circular is to provide you with information in respect of the special resolution to be proposed to seek approval of the Shareholders at the EGM regarding (i) the proposed change of name of the Company; and (ii) the notice of EGM at which the necessary resolution will be proposed to consider and, if thought fit, to approve the proposed change of name of the Company.

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

#### Reasons for the change of name

As announced by the Company on 20 January 2010 in relation to the proposed change of name of the Company, in order to more appropriately describe the range of business of the Group, particularly in the venture capital business, the Board proposes to change the name of the Company from “Sino Katalytics Investment Corporation 德泰中華投資有限公司” to “Capital VC Limited 首都創投有限公司”, subject to conditions set out below being fulfilled. In addition, the Directors believe that the new name can improve the Company’s corporate image and identity, which the Directors consider to be in the interests of the Company and the Shareholders as a whole.

#### Conditions of the change of name

The proposed change of the name of the Company shall be subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders at the EGM to approve the proposed change of Company’s name; and
- (b) the Registrar of Companies in Cayman Islands approving the proposed change of Company’s name.

Assuming all the above conditions having been fulfilled, the new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Cayman Islands. The Company will then carry out all necessary filing procedures with the Registrar of Companies in Hong Kong.

#### Effects of the change of name

The proposed change of name of the Company will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing English and Chinese names of the Company will, after the proposed change of name becoming effective, continue to be evidence of legal title to the Shares and will be valid for trading, settlement and delivery for the same number of Shares in the new name of the Company. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company’s new name as a result of the proposed change of name of the Company.

Once the change of name has become effective, any new share certificates of the Company will be issued in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name. Further announcement will be made by the Company in relation to the effective date of the change of name of the Company.

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## LETTER FROM THE BOARD

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### EGM

The notice of the EGM is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is enclosed herewith.

At the EGM, a resolution will be proposed to approve the change of the name of the Company.

Whether or not you propose to attend and vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tasbury 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person should you so wish.

Pursuant to Rule 13.39 of the Listing Rules, the proposed resolution put to the Shareholders at the EGM will be taken by poll.

### RECOMMENDATION

The Board is of the opinion that the proposed change of the name of the Company is in the interests of the Company and the Shareholders as a whole. The Board therefore recommends the Shareholders to vote in favour of the resolution.

### 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.

Yours faithfully,  
By Order of the Board  
**Chui Tak Keung, Duncan**  
*Chairman*

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## NOTICE OF EGM

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德泰中華投資有限公司  
**SINO KATALYTICS INVESTMENT CORPORATION**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 02324)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Sino Katalytics Investment Corporation (the “Company”) will be convened at Suite 802, 8/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Wednesday, 31 March 2010 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution (with or without modifications):

#### SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed from “Sino Katalytics Investment Corporation 德泰中華投資有限公司” to “Capital VC Limited 首都創投有限公司” and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name.”

Yours faithfully,  
By Order of the Board  
**Chui Tak Keung, Duncan**  
*Chairman*

Hong Kong, 1 March 2010

*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:*  
Suite 802, 8/F  
Harcourt House  
39 Gloucester Road  
Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

- (1) Subject to provisions of the articles of association of the Company, any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint person as his proxy to attend and vote instead on his behalf at the EGM. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. On a poll, notes may be given either personally or by proxy.
- (2) A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned, together with the power of attorney or other authority (if any) under which it is signed (or a copy which has been certified by a notary) to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tasbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- (3) In the case of joint holders of Shares, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto to, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- (4) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
- (5) Pursuant to the Listing Rules, the voting on all resolutions at the EGM will be conducted by way of poll.