
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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Excel Technology International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank, stockbroker or other registered dealer or other agent whom the sale or transfer was affected for transmission to the purchaser or transferee.

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Excel

TECHNOLOGY

EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED

(志鴻科技國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 8048)

**PROPOSAL FOR CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Excel Technology International Holdings Limited (the “Company”) to be held at 5/F., 663 King’s Road, North Point, Hong Kong on Wednesday, 7 November 2012 at 2:30 p.m. is set out on pages 5 to 6 of this circular.

A form of proxy for use at the special general meeting or any adjourned meeting is enclosed. Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be). Completion and delivery of the accompanying form of proxy will not preclude you from attending and voting at the meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked.

This circular and the form of proxy will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from the date of its posting and on the website of the Company at www.excelholdings.com.hk.

The English text of this circular shall prevail over its Chinese text in case of any inconsistency.

16 October 2012

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“Board”	the board of Directors of the Company
“Change of Company Name”	the proposed change of the English name of the Company from “Excel Technology International Holdings Limited” to “Hong Kong Jewellery Holding Limited” and the proposed adoption of a new Chinese name of “香港珠寶控股有限公司” as the Company’s secondary name
“Company”	Excel Technology International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed and traded on GEM (Stock code: 8048)
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Special General Meeting”	the special general meeting of the Company to be convened and held at 5/F., 663 King’s Road, North Point, Hong Kong on Wednesday, 7 November 2012 at 2:30 p.m., for the Shareholders to consider and, if thought fit, to approve, among other matters, the Change of Company Name
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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TECHNOLOGY

EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED

(志鴻科技國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 8048)

Executive Directors:

Li Xia (Chairman)

Chen Yin

Yip Tin Hung

Lin Di

Zee Chan Mei Chu, Peggy

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and

Principal Place of Business:

5th Floor

663 King's Road

North Point

Hong Kong

Independent Non-Executive Directors:

Lam Tin Faat

Lu Haina

Fu Ping Man

16 October 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the details in respect of the proposed change of the English name of the Company from “Excel Technology International Holdings Limited” to “Hong Kong Jewellery Holding Limited” and the proposed adoption of a new Chinese name of “香港珠寶控股有限公司” as the Company’s secondary name. Reference is made to an announcement of the Company dated 10 October 2012.

At the Special General Meeting, notice of which is hereby given to the Shareholders, a special resolution regarding the proposed Change of Company Name will be proposed for the Shareholders’ approval.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSAL FOR THE CHANGE OF COMPANY NAME

Reasons for the Change of Company Name

The Group has been principally engaged in the development, sale and implementation of enterprise software, the provision of systems integration, professional services and application service provider services and investment holding. Recently, the Group expanded its business activities and commenced jewellery retail business in the PRC. Due to the expansion and diversification in the scope of business and in order to highlight the new jewellery retail business of the Group, the Board considers that the new name, i.e. “Hong Kong Jewellery Holding Limited” in English and “香港珠寶控股有限公司” in Chinese, can provide the Company with a fresh corporate image and identity which will benefit the future business development of the Company. Such development will not materially affect the Company’s existing operation and business of the Group.

The Board is also of the opinion that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

3. SHARE CERTIFICATES AND TRADING ARRANGEMENT

Upon the Change of Company Name becoming effective, all existing share certificates in issue bearing the current name of “Excel Technology International Holdings Limited” will continue to be evidence of title to the Shares of the Company and valid for trading, settlement and registration purposes and the rights of the Shareholders of the Company will not be affected as a result of the Change of Company Name. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Should the Change of Company Name become effective, any issue of share certificates thereafter will be in the new names and the securities of the Company will be traded on the Stock Exchange in the new names.

The Change of Company Name will take effect from the date on which the new English and Chinese names are entered on the register maintained by the Registrar of Companies in Bermuda. The Company will further carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Besides, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares of the Company on GEM will also be changed after the Change of Company Name becoming effective. The Company may also change its website.

The Company will make further announcements on the outcome of the Special General Meeting and the Change of Company Name and the Company’s stock short names and website being effective.

4. SPECIAL GENERAL MEETING

Notice of the Special General Meeting containing the special resolution to be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name is set out on pages 5 to 6 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the Special General Meeting is also enclosed with this circular. Whether or not you are able to attend the Special General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjourned meeting (as the case may be). Completion and delivery of the accompanying form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to vote at the Special General Meeting, the register of members of the Company will be closed from Monday, 5 November 2012 to Wednesday, 7 November 2012 (both days inclusive). As such, in order to attend and vote at the Special General Meeting, Shareholders must lodge any transfers of Shares (with the relevant share certificates) with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by no later than 4:30 p.m. on Friday, 2 November 2012.

6. RECOMMENDATION

The Board is of the opinion that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the special resolution to be proposed at the Special General Meeting.

Yours faithfully,
For and on behalf of
Excel Technology International Holdings Limited
Li Xia
Chairman

NOTICE OF SPECIAL GENERAL MEETING

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TECHNOLOGY

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(志鴻科技國際控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock code: 8048)

NOTICE IS HEREBY GIVEN that the Special General Meeting of Excel Technology International Holdings Limited (the “**Company**”) will be held at 5/F., 663 King’s Road, North Point, Hong Kong on Wednesday, 7 November 2012 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the change of the English name of the Company from “Excel Technology International Holdings Limited” to “Hong Kong Jewellery Holding Limited” and the adoption of the Chinese name “香港珠寶控股有限公司” as the Company’s secondary name be approved, and that the directors of the Company be and are hereby authorised to take such actions and to sign and execute such documents as they may consider necessary or expedient to give effect the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

Excel Technology International Holdings Limited

Li Xia

Chairman

Hong Kong, 16 October 2012

Head office and principal place of business:

5th Floor

663 King’s Road

North Point

Hong Kong

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Every member entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. The Register of Members of the Company will be closed from Monday, 5 November 2012 to Wednesday, 7 November 2012, both days inclusive, during which period no transfer of shares will be effected. In order to ascertain the right to attend the meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at the above address not later than 4:30 p.m. on Friday, 2 November 2012.

As at the date of this notice, the board of directors of the Company comprises:

Li Xia (*Executive Director*)

Chen Yin (*Executive Director*)

Yip Tin Hung (*Executive Director*)

Lin Di (*Executive Director*)

Zee Chan Mei Chu, Peggy (*Executive Director*)

Lam Tin Faat (*Independent Non-executive Director*)

Lu Haina (*Independent Non-executive Director*)

Fu Ping Man (*Independent Non-executive Director*)