Asia Electonics Holding Co. Inc. Form 424B1

Filed : 09/25/1997

## Control by Mr. Du

Upon consummation of this Offering and assuming the Underwriter's over-allotment is not exercised, To Shing Hoi, Mr. Du's son, will own approximately 48.5% of the outstanding shares of Common Stock. Mr. Du and his son entered into an agreement, pursuant to which Mr. Du's son has agreed that, until the tenth anniversary of the effective date of this Offering, (i) he will not sell or otherwise dispose of any of his shares of Common Stock without Mr. Du's prior written consent, and (ii) he will vote his shares as Mr. Du directs. As a consequence, Mr. Du will be able to control virtually all matters requiring approval by the shareholders of the Company.

Asia Electonics Holding Co. Inc. Form 20-F Filed : 06/30/1998

Control by Mr. Du

To Shing Hoi, Mr. Du's son, owns approximately 45.2% of the outstanding shares of Common Stock. Mr. Du and his son entered into an agreement, pursuant to which Mr. Du's son has agreed that, until October 1, 2007, (i) he will not sell or otherwise dispose of any of his shares of Common Stock without Mr. Du's prior written consent, and (ii) he will vote his shares as Mr. Du directs. As a consequence, Mr. Du will be able to control virtually all matters requiring approval by the shareholders of the Company.