



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Sino-Tech International Holdings Limited (the “Company”) will be held on Tuesday, 18th December, 2007 at Room 2605, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, N.T., Hong Kong at 9:30 a.m. to consider and if thought fit pass, with or without amendments, the following resolutions as ordinary resolutions:–

ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the Warrants (as defined below) and new Shares (as defined below) which may fall to be issued upon the exercise of subscription rights attached to the Warrants:–
 - (a) the issue of warrants (“Warrants”) in units of subscription rights of HK\$0.48 (or HK\$4.80 if the share subdivision as contemplated in resolution no. 4 in the notice convening the meeting dated 28 November 2007 is not approved by Shareholders (as defined below)) conferring rights on holders thereof to subscribe for shares in the Company of HK\$0.01 (or HK\$0.10 if the share subdivision as contemplated in resolution no. 4 in the notice convening the meeting dated 28 November 2007 is not approved by Shareholders (as defined below)) each (“Shares”) at an initial subscription price of HK\$0.48 per Share, subject to adjustment, at any time from the date of issue (expected to be 3 January 2008) to 2 January 2010 both days inclusive (or such other date provided in the instrument constituting the Warrants (“Warrant Instrument”) (a final draft of which is tabled to this meeting and marked “A” for the purpose of identification) upon the terms and conditions of the Warrant Instrument to be executed by way of deed poll by the Company in the proportion of one Warrant for every five Shares to holders of Shares (“Shareholders”) whose names appear on the register of members of the Company at the close of business on 18 December 2007 (“Record Date”) other than those Shareholders whose addresses at the close of business on the Record Date are outside Hong Kong (“Overseas Shareholders”) and on and subject to the terms and conditions set out or referred to in the document to the Shareholders dated 28 November 2007 (a copy of which document has been submitted to this meeting marked “B” and

* for identification purpose only

signed for identification by the chairman of this meeting) and such other terms and conditions as may be determined by the directors of the Company (“Directors”) be and is hereby approved provided that (i) fractional entitlements to the Warrants shall not be issued but shall be aggregated and sold (if a net premium in excess of all expenses could be obtained) for the benefit of the Company; and (ii) no Warrants shall be offered to Overseas Shareholders and the Warrants which would otherwise have been offered to them shall be sold if a net premium in excess of all expenses of sale is obtained and to the extent that such Warrants can be sold, the net proceeds of such sale (after deducting the expenses of sale, if any) be distributed to the Overseas Shareholders pro rata to their holding of Shares at the close of business on the Record Date provided further that individual amounts of HK\$100 or less shall be retained for the benefit of the Company; and

- (b) the Directors be and are hereby authorised to (i) issue and allot the Warrants; (ii) issue and allot to holders of the Warrants upon the due exercise of subscription rights attached to the Warrants the appropriate number of new Shares; and (iii) to do all such acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect, implement and complete any or all other transactions contemplated in this resolution.”

2. **“THAT:–**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and conditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:–
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;

- (iii) the exercise of subscription rights attached to the warrants which might be issued by the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:–

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- 3. **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$80,000,000 divided into 800,000,000 ordinary shares of HK\$0.10 each to HK\$120,000,000 divided into 1,200,000,000 ordinary shares of HK\$0.10 each or 12,000,000,000 ordinary shares of HK\$0.01 each.”

4. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), every share of HK\$0.10 each in the issued and unissued share capital of the Company be and is hereby subdivided into ten shares of HK\$0.01 each (“Subdivided Shares”).”

By Order of the Board
Sino-Tech International Holdings Limited
Yu Miu Yee, Iris
Company Secretary

Hong Kong, 28 November, 2007

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. If you do not intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be returned to the Company’s branch registrar Tricor Tengis Limited of 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instruction appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, but if more than one of such holders be present at the meeting 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.
6. The register of members of the Company will be closed from 14 December 2007 to 18 December 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the bonus warrant issue and attend and vote at the forthcoming special general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch registrar, Tricor Tengis Limited of 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 13 December 2007.

As at the date of this announcement, the Board comprises Messrs. Lam Yat Keung, Lam Pik Wah and Lam Hung Kit as executive Directors and Messrs. Lo Wah Wai, Pai Te Tsun and Ho Chi Fai as independent non-executive Directors.