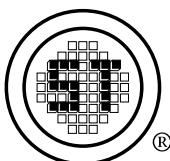

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in Sino-Tech International Holdings Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**SINO-TECH INTERNATIONAL HOLDINGS LIMITED****泰豐國際集團有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 724)**

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE 10% GENERAL LIMIT ON THE GRANT OF
OPTIONS UNDER THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of the Company to be held at the Function Room I, Royal Park Chinese Restaurant, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, N.T., Hong Kong on 25 June 2007 at 11:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment of the meeting should you so wish.

* For identification purpose only

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DEFINITIONS

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

“AGM Notice”	the notice convening the Annual General Meeting to be held on 25 June 2007 which is set out on pages 14 to 18 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Function Room I, Royal Park Chinese Restaurant, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, N.T., Hong Kong on 25 June 2007 at 11:00 a.m. and any adjournment thereof
“Bye-laws”	the bye-laws of the Company
“Company”	Sino-Tech International Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Employee”	means any employee (whether full time or part time employee, including any executive directors but not any non-executive director and independent non-executive directors) of the Company, its subsidiaries or any Invested Entity
“General Mandates”	the Share Repurchase Mandate and the Share Issue Mandate, approvals of which are to be sought at the AGM
“General Scheme Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue at the date of the passing of the relevant ordinary resolution for the approval of the Share Option Scheme
“Group”	the Company and its subsidiaries
“Invested Entity”	any entity in which the Group holds any equity interest

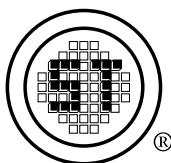
DEFINITIONS

“Issue Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to allot, issue and deal with additional Shares not exceeding 20 per cent. of the issued share capital of the Company as at the date passing of the relevant resolution
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	23 April 2007, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Share Option Scheme”	the share option scheme adopted by the Company on 13 June 2000 which was terminated on 28 November 2002
“Participants”	means any person belonging to any of the following classes of participants: <ul style="list-style-type: none">(a) any Eligible Employee;(b) non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;(c) any supplier of goods or services to any member of the Group or any Invested Entity;(d) any customer of the Group or any Invested Entity;(e) any person or entity that provides research, development or technological support or services to the Group or any Invested Entity;(f) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and(g) any ex-employees who has contributed to the development and growth of the Group and any Invested Entity

DEFINITIONS

“Repurchase Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to repurchase fully paid Shares on the Stock Exchange up to 10 per cent. of the issued share capital of the Company as at the date passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 28 November 2002 and expiring on 27 November 2012
“Share(s)”	share(s) of par value HK\$0.10 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

Executive Directors:

Mr. LAM Yat Keung (*President*)

Mr. LAM Hung Kit (*Chief Executive Officer*)

Ms. LAM Pik Wah

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr. LO Wah Wai

Mr. HO Chi Fai

Mr. PAI Te-Tsun

Head office and principal place of business:

26/F, CCT Telecom Building

11 Wo Shing Street, Fotan, Shatin, N.T.

Hong Kong

27 April 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE 10% GENERAL LIMIT ON THE GRANT OF
OPTIONS UNDER THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM for the purpose of considering and, if thought fit, passing resolutions to

* For identification purpose only

LETTER FROM THE BOARD

approve the renewal of the general mandate granted to the Directors to issue and repurchase the Shares, the extension of general mandate to issue Shares, the proposed refreshment of the 10 per cent. general limit on the grant of options under the Share Option Scheme and the re-election of directors who retire by rotation. All the resolutions passed in the last annual general meeting will be lapsed up to the conclusion of the forthcoming AGM. The Board has confirmed that having made all reasonable enquiries, no shareholder of the Company is required to abstain from voting on any of the above mentioned proposed resolutions at the forthcoming AGM.

GENERAL MANDATES

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandates.

Issue Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be given an unconditional mandate to allot, issue and deal with additional Shares (other than by way of rights or pursuant to a share option scheme for employees or directors of the Company and/or any of its subsidiaries or bonds convertible into Shares) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20 per cent. of the aggregate nominal amount of the issued Shares on the date of passing of the relevant resolution.

As at the Latest Practicable Date, the Company had an aggregate of 379,750,000 issued Shares. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 75,950,000 Shares, in addition to such number of Shares which may have been repurchased by the Company pursuant to the Repurchase Mandate if resolution no. 5B set out in the AGM Notice is passed.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed that the Directors be given an unconditional mandate to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, of an aggregate nominal amount of up to 10 per cent. of the aggregate nominal amount of the issued Shares on the date of passing of the relevant resolution.

LETTER FROM THE BOARD

The General Mandates shall continue in force during the period from the date of passing of the resolutions for the approval of the General Mandates up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandates by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

Shareholders should refer to the explanatory statement in connection with the Repurchase Mandate contained in the appendix to this circular which set out further information relating to the Repurchase Mandate.

REFRESHMENT OF THE 10% GENERAL SCHEME LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed on 28 November 2002 (the date on which the operation of the Old Share Option Scheme was terminated). Under the rules of the Share Option Scheme:

- (a) The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time;
- (b) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10 per cent. of the Shares in issue as at the date of the passing of the relevant ordinary resolution for the approval of the Share Option Scheme;
- (c) Subject to (a) above and without prejudice to (d) below, the Company may seek approval of the Shareholders in general meeting and the issue of a circular containing relevant requirements of the Listing Rules to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Company) will not be counted; and

LETTER FROM THE BOARD

- (d) Subject to (a) above and without prejudice to (c) above, the Company may issue a circular to the Shareholders and seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the limit referred to in (c) above to Participants specifically identified by the Company before such approval is sought. The circular must contain a generic description of the specified participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose.

No share options have been and will be granted under the Old Share Option Scheme. Based on the number of shares in issue on 5 June 2006, being the annual general meeting date in year 2006, the General Scheme Limit was "refreshed" to 37,975,000 Shares. As at the Latest Practicable Date, all of these 37,975,000 options have been granted to 11 Participants (but not Directors) under the Share Option Scheme in recognition of their contribution to the Group and none of them has exercised any of the options at the date of this circular. None of these Participants has been granted options which exceed 1% of the issued share capital of the Company.

The Directors believe that unless the General Scheme Limit is "refreshed", their ability to grant options to other eligible participants who contributes to the Group would be restricted.

As at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, if the "refreshment" of the General Scheme Limit is approved by the Shareholders at the AGM, on the basis of the Company having an issued share capital of 379,750,000 Shares, the number of Shares which may be issued upon the exercise of all options to be granted under the 10 per cent. General Scheme Limit will be reset to 37,975,000 Shares. Accordingly, the Company will be allowed to grant further options under the Share Option Scheme and any other share option scheme of the Company carrying the rights to subscribe for a maximum of 37,975,000 Shares.

Application has been made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10 per cent. of the issued share capital as at the date of the AGM which may fall to be issued upon the exercise of any options that may be granted under the refreshed 10 per cent. General Scheme Limit. The limit is applicable to all options to be granted under the Share Option Scheme and any other share option scheme of the Company.

Currently, the Company does not have any share option scheme apart from the Share Option Scheme.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors. According to Bye-law 87, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. The retiring Directors shall be eligible for re-election. The Director to retire in every year shall be those who have been longest in office since their last re-election or appointment. Mr. Lo Wah Wai (“Mr. Lo”) and Mr. Pai Te Tsun (“Mr. Pai”) shall retire from their offices at the AGM and being eligible, will offer themselves for re-election at the AGM. Ordinary resolution will be proposed to re-elect each of them as director at the AGM. Biographical details in respect of each of them are set out below.

Mr. LO Wah Wai, aged 43, was appointed as Independent Non-Executive Director of the Company on 27 September 2004. Mr. Lo is a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants. He has over 19 years of experience in the accounting and finance industry. Mr. Lo is currently holding directorship in some companies listed on the main board of the Stock Exchange, he is an independent non-executive director of Artfield Group Limited and China Investment Fund Company Limited. He is also the chairman and executive director of BM Intelligence International Limited, a company listed on the growth enterprise market of the Stock Exchange. Save as disclosed above, Mr. Lo does not hold any directorships in other listed public companies. Mr. Lo is a member of the Audit Committee and Remuneration Committee of the Company.

There is no service contract entered into between Mr. Lo and the Company other than retirement by rotation provisions as contained in the Bye-laws and there is no fixed term or designated length of service for his appointment. His office is subjected to retirement by rotation and since one-third of the Directors shall retire his office by rotation at each annual general meeting, his term of appointment cannot exceed three years. There is no requirement upon the Company to pay compensation for loss of office or as consideration for or in connection with his retirement from his office. His annual director fee is HK\$90,000 which is determined on the basis of his duties and responsibilities and the prevailing market condition. He does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of their respective associates.

At the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Lo was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Par XV of the SFO.

Mr. PAI Te Tsun, aged 55, was appointed as Independent Non-Executive Director of the Company on 15 January 2004. Mr. Pai has over 30 years of operational experiences, with industry expertise ranging from raw materials production, logistic management and transportation. He is

LETTER FROM THE BOARD

currently the Chief Executive Officer of United Highway Bus Co., Ltd., the largest long-range bus transportation company in Taiwan. He is a member of the Audit Committee and Remuneration Committee of the Company. Save as disclosed above, Mr. Pai does not hold any directorships in other listed public companies in the past three years.

There is no service contract entered into between Mr. Pai and the Company other than retirement by rotation provisions as contained in the Bye-laws and there is no fixed term or designated length of service for his appointment. His office is subjected to retirement by rotation and since one-third of the Directors shall retire his office by rotation at each annual general meeting, his term of appointment cannot exceed three years. There is no requirement upon the Company to pay compensation for loss of office or as consideration for or in connection with his retirement from his office. His annual director fee is HK\$90,000 which is determined on the basis of his duties and responsibilities and the prevailing market condition. He does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company or any of their respective associates.

At the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Pai was not interested nor deemed to be interested in any Shares or underlying shares of the Company within the meaning of Par XV of the SFO.

Save as disclosed above, there is no other matters that need to be brought to the attention of Shareholders of the Company or any information that is required to be disclosed herein pursuant to paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules in respect of the re-election of Mr. Lo and Mr. Pai.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Function Room I, Royal Park Chinese Restaurant, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, N.T., Hong Kong on 25 June 2007 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

The register of members of the Company will be closed from 21 June 2007 to 25 June 2007, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 20 June 2007.

LETTER FROM THE BOARD

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

According to the existing Bye-laws 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (i) the chairman; or
- (ii) at least three members present in person or by proxy or representative for the time being entitled to vote at the meeting; or
- (iii) any member or members present in person or proxy or representative and representing not less that one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members present in person or by proxy or representative and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the sum paid up on all the shares conferring that right.

RECOMMENDATIONS

The Directors consider that the granting of the General Mandates to issue and repurchase Shares, the extension of General Mandate to issue Shares, the refreshment of the 10 per cent. general limit on the grant of options under the Share Option Scheme and the re-election of Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions to approve the same at the AGM.

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Sino-Tech International Holdings Limited
LAM Yat Keung
President

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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 379,750,000 issued Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, exercise in full of the Repurchase Mandate will result in up to a maximum of 37,975,000 Shares (representing 10% of the issued share capital of the Company), being repurchased by the Company during the Relevant Period as referred to in ordinary resolution no. 5B of the AGM Notice.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. 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/ or earning per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws, the Listing Rules and the applicable laws of Bermuda. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital requirements or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2006) in the event that the Repurchase Mandate were exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICE

During each of the previous twelve months, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Month	Highest HK\$	Lowest HK\$
2006		
May	1.54	0.97
June	1.46	1.00
July	1.33	1.16
August	1.30	1.09
September	1.45	1.22
October	1.36	1.22
November	1.34	1.13
December	1.28	1.03
2007		
January	1.19	1.01
February	1.20	1.01
March	1.08	0.98
April (up to the Latest Practicable Date)	1.34	1.01

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 memorandum of association and bye-laws of the Company and the applicable laws of Bermuda.

7. TAKEOVERS CODE CONSEQUENCE

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

As at the Latest Practicable Date, there was no controlling shareholders of the Company. Two Substantial Shareholders of the Company, Smart Number Investments Limited (“Smart Number”), and Forever Gain Profits Limited (“Forever Gain”) hold approximately 15.80% and 15.27% respectively of the issued share capital of the Company. Assuming that the Repurchase Mandate is exercised in full and other things being equal, Smart Number and Forever Gain will hold approximately 17.56% and 16.97% respectively of the issued share capital of the Company.

The Directors are not aware of any other consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

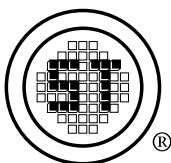
None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention, if the Repurchase Mandate is approved by the Shareholders at the AGM, to sell Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company had notified the Company that it has a present intention to sell any of the Shares to the Company, or had undertaken not to do so, in the event that the Repurchase Mandate was approved by the Shareholders at the AGM.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares had been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of Sino-Tech International Holdings Limited (the “Company”) will be held at the Function Room I, Royal Park Chinese Restaurant, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, N.T., Hong Kong on 25 June 2007 at 11:00 a.m. for the following purposes:-

1. To receive and adopt the Audited Financial Statements, the Reports of the Directors and the Auditors for the year ended 31 December 2006;
2. To declare a final dividend for the year ended 31 December 2006;
3. To re-elect Directors and to authorize the board of Directors to fix their remuneration;
4. To re-appoint Auditors and to authorize the board of Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following ordinary resolutions:-

ORDINARY RESOLUTIONS

A. **“THAT:-**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, 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 unissued shares in the capital of the Company (the “**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options 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 options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividends or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:-

“**Relevant Period**” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (the “**Companies Act**”) or any other applicable law to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to eligible holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations

NOTICE OF ANNUAL GENERAL MEETING

under the laws of, or the requirements, or the expense or delay which may be involved in determining the existence of extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

B. **“THAT:-**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited, the bye-laws of the Company, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:-

“Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** subject to ordinary resolutions no. 5A and 5B above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5A above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of resolution no. 5B, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5B.”
- D. “**THAT** the maximum limit (the “**General Scheme Limit**”) in respect of the granting of share options under the share option scheme adopted by the Company on 28 November 2002 (the “**Share Option Scheme**”) be refreshed provided that the total number of shares of HK\$0.10 each in the capital of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of the passing of this resolution.”

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

Hong Kong, 27 April 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. Whether or not you 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 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.

NOTICE OF ANNUAL GENERAL MEETING

6. The register of members of the Company will be closed from 21 June 2007 to 25 June 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividends and attend and vote at the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch registrar, Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 20 June 2007.