
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim 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

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF DIRECTORS;**
- (3) REFRESHMENT OF GENERAL SCHEME LIMIT
UNDER SHARE OPTION SCHEME;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 32/F, Entertainment Building, 30 Queen's Road Central, Hong Kong on Wednesday, 8 June 2011 at 10:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you desire to attend the meeting, 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., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, 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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – EXPLANATORY STATEMENT	9
APPENDIX II – PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED.	12
NOTICE OF ANNUAL GENERAL MEETING	14

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 Wednesday, 8 June 2011 at 10:00 a.m.
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 32/F., Entertainment Building, 30 Queen’s Road Central, Hong Kong on Wednesday, 8 June 2011 at 10:00 a.m. and any adjournment thereof
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors of the Company
“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
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Repurchase Mandate and the 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 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 and thereafter, if refreshed, must not exceed 10 per cent. of the Share in issue at the date of the approval of the refreshed limit by the shareholders
“Group”	the Company and its subsidiaries
“Hong Kong”	the Special Administrative Region of the PRC

DEFINITIONS

“Invested Entity”	any entity in which the Group holds any equity interest
“Issue Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to allot, issue and otherwise deal with additional Shares and other securities of the Company with an aggregate nominal amount not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	12 April 2011, 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
“Options”	the options to subscribe for Shares pursuant to the Share Option Scheme
“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

“PRC”	the People’s Republic of China
“Repurchase Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to repurchase fully paid Shares on, among others, the Stock Exchange of an aggregate nominal amount of up to 10 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of par value HK\$0.01 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 28 November 2002 and expiring on 27 November 2012
“Share Subdivision”	subdivision of Shares effective on 19 December 2007, pursuant to which every share of par value of HK\$0.10 each in the issued and unissued share capital of the Company was subdivided to 10 shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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. Li Weimin (*Chief Executive Officer*)

Mr. Wang Jianzhi

Mr. Lam Yat Keung

Mr. Huang Hanshui

Non-executive Directors:

Academician Liu Renhuai (*Chairman*)

Mr. Xin Luo Lin

Independent non-executive Directors:

Mr. Ho Chi Fai

Ms. Liu Yanfang

Professor Ma Hongwei

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business

in Hong Kong:

32/F., Entertainment Building

30 Queen's Road Central

Hong Kong

18 April 2011

To the Shareholders

Dear Sir or Madam,

PROPOSAL FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) REFRESHMENT OF GENERAL SCHEME LIMIT
UNDER SHARE OPTION SCHEME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the AGM to approve the renewal of the General Mandates granted to the Directors to issue and repurchase the Shares and other securities of the Company, the addition to the Issue Mandate of those Shares repurchase by the Company pursuant to the Repurchase Mandate, the re-election of Directors who retire by rotation and the refreshment of General Scheme Limit. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the above mentioned proposed resolutions at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

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 otherwise 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 issued shares capital of the Company on the date of passing of the relevant resolution.

As at the Latest Practicable Date, the Company had an aggregate of 9,582,789,500 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 otherwise deal with a maximum of 1,916,557,900 Shares and other securities of the Company, in addition to such number of Shares which may have been repurchased by the Company pursuant to the Repurchase Mandate if resolution no. 4B 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 issued shares capital of the Company on the date of passing of the relevant resolution.

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 Appendix I to this circular which set out further information relating to the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors. According to bye-law 87 of the Bye-Laws, 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. Lam Yat Keung, Mr. Ho Chi Fai and Professor Ma Hongwei shall retire from their offices at the AGM and being eligible, will offer themselves for re-election at the AGM.

The particulars of retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

REFRESHMENT OF GENERAL SCHEME LIMIT UNDER 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
- (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.

LETTER FROM THE BOARD

No share options have been granted under the Old Share Option Scheme. Based on 379,750,000 Shares in issue as at the annual general meeting of the Company held on 25 June 2007 when the last refreshed General Scheme Limit was approved, the General Scheme Limit as refreshed was 37,975,000 Shares, as adjusted to 379,750,000 Shares after the Share Subdivision. On 6 December 2010, 379,750,000 Options were granted to certain Participants, including Mr. Huang Hanshui, an executive Director, to subscribe for up to a total of 379,750,000 Shares in recognition of their contribution to the Group. None of these Participants has been granted Options which would entitle any of them to subscribe for more than 1% of the issued share capital of the Company. None of these 379,750,000 Options was exercised, lapsed nor cancelled as at the Latest Practicable Date. The total outstanding Options since the adoption of the Share Option Scheme were 379,750,000 Options to subscribe for 379,750,000 Shares, representing approximately 3.96% of the issued share capital of the Company as at the Latest Practicable Date.

The Directors believe that unless the General Scheme Limit is “refreshed”, their ability to grant share options of the Company to eligible Participants who contribute to the Group would be restricted.

If the refreshment of the General Scheme Limit is approved at the AGM, based on 9,582,789,500 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to grant options under the Share Option Scheme and any other share option scheme of the Company carrying the right to subscribe for a maximum of 958,278,950 Shares, representing 10 per cent. of the total number of Shares in issue as at the date of the AGM. Refreshment of the General Scheme Limit is conditional upon:

- (a) the approval (as an ordinary resolution) by the Shareholders at the AGM; and
- (b) the granting of the listing of, and permission to deal in, any Shares to be allotted and issued upon exercise of the Options which may be granted under the Share Option Scheme at the refreshed General Scheme Limit (representing 10 per cent. of the total number of Shares in issue at the date of the AGM) by the listing committee of the Stock Exchange.

An ordinary resolution will be proposed at the AGM to approve the refreshment of the General Scheme Limit. None of the Shareholders are required to abstain from voting at the AGM pursuant to Rule 17.03 of the Listing Rules.

Application will be 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 of the Company 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

ANNUAL GENERAL MEETING

The AGM will be held at 32/F, Entertainment Building, 30 Queen's Road Central, Hong Kong on Wednesday, 8 June 2011 at 10:00 a.m. The notice convening the AGM is set out on pages 14 to 18 of this circular.

A proxy form for use at the Annual General Meeting and any adjournment thereof is enclosed with this circular. Whether or not you are able to attend the AGM, 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 of the AGM to the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

RECOMMENDATIONS

The Directors consider that the granting of the general mandates to issue and repurchase Shares and other securities of the Company, the addition to the Issue Mandate of those Shares repurchased by the Company pursuant to the Repurchase Mandate, the re-election of Directors, and the refreshment of the General Scheme Limit 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,
By Order of the Board
Sino-Tech International Holdings Limited
Huang Hanshui
Executive Director

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 9,582,789,500 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 958,278,950 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. 4B 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 2010) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
April	0.570	0.500
May	0.540	0.385
June	0.500	0.400
July	0.460	0.315
August	0.470	0.375
September	0.460	0.380
October	0.540	0.405
November	0.430	0.295
December	0.315	0.213
2011		
January	0.365	0.202
February	0.335	0.225
March	0.290	0.158
April (up to the Latest Practicable Date)	0.225	0.133

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 Rule 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. The largest Shareholder of the Company, Mr. Li Weimin (“Mr. Li”) holds approximately 16.91% of the issued share capital of the Company. Assuming that the Repurchase Mandate is exercised in full and no further Shares are issued, Mr. Li will hold approximately 18.78% 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.

The following are the particulars of the Directors proposed to be elected at the Annual General Meeting in accordance with the Bye-laws:

Mr. Lam Yat Keung (“Mr. Lam”), aged 54, was appointed as President of the Company on 13 December 2003 and stepped down on 2 March 2010 but remained as an executive Director. He has over 30 years of experience in business development, strategic planning, policy making and research and development in the manufacturing industry in Hong Kong and the PRC, particularly in the consumer products and electronic components sectors. He is mainly responsible for strategic development and operating direction of the Group’s electronic business segment. Mr. Lam is currently a director of certain subsidiaries of the Company. He is the husband of Ms. Lam Pik Wah and brother-in-law of Mr. Lam Hung Kit, each of them is a director of certain subsidiaries of the Company. Save as disclosed above, Mr. Lam does not have relationship with any other Directors, senior management, substantial or controlling shareholders of the Company, and he did not hold any other positions with the Company or any of its subsidiaries nor any directorship in any listed company during the past three years.

Pursuant to the service contract entered into between Mr. Lam and the Company, Mr. Lam’s appointment is for a terms of two years commencing from 1 August 2004 and shall continue thereafter until terminated by either party giving not less than three months’ notice in writing to the other party. His monthly remuneration are HK\$90,000 and RMB30,000 which are determined on the basis of his previous experience, responsibilities and the prevailing market condition.

At the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Lam owned 612,400,000 shares, representing approximately 6.39% of the total issued share capital of the Company.

Mr. Ho Chi Fai (“Mr. Ho”), aged 54, was appointed as an independent non-executive Director of the Company on 15 January 2004. He graduated from the Hong Kong Polytechnic University in 1979 with a Higher Diploma in Accountancy. Prior to joining the Group, he had over 20 years of experience working in an international bank with particular expertise in money market operations and accounting and was the financial controller of a computer manufacturer and an electronic components manufacturer. Save as disclosed above, Mr. Ho did not hold any other positions with the Company or any of its subsidiaries nor any directorship in any listed company during the past three years.

There is no service contract entered into between Mr. Ho and the Company and there is no fixed term for his term of office. However, under the Bye-Laws, one-third of the Directors shall retire from office by rotation at each annual general meeting, which means that the term of office of Mr. Ho cannot exceed three years for a total of nine Directors. The annual director fee of Mr. Ho is HK\$90,000 which is determined on the basis of his duties and responsibilities and the prevailing market condition. Mr. Ho does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

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

Professor Ma Hongwei (“Professor Ma”), aged 44, was appointed as an independent non-executive Director on 26 August 2010. Professor Ma graduated from the Department of Mechanics Engineering of Chengdu Science and Technology University in 1986. He obtained a doctorate degree from the Institute of Applied Mechanics of Taiyuan University of Technology in 1996. Professor Ma has over 20 years’ experience in education and research. He is currently a Professor of Jinan University, the President of the College of Science and Engineering, Deputy Director of Public Safety Research Centre, Vice President of the Institute of Nuclear Science and Engineering Technology of Jinan University; and the Chief Secretary of Guiding Committee on Education of Mechanics of Ministry of Education.

Save as disclosed above, Professor Ma did not hold any other positions with the Company or any of its subsidiaries nor any directorship in any listed company during the past three years. He has no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Professor Ma does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Professor Ma accepted an appointment letter from the Company for a fixed term of three years commencing from 26 August 2010, which will continue thereafter until terminated by either party by giving not less than one month notice in writing to the other party, and his term of office is subject to retirement by rotation and re-election in accordance with the Bye-Laws and the Listing Rules. He is entitled to a director’s fee of HK\$90,000 per annum which was determined by the Board with reference to his duties and responsibilities with the Company.

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 Rule 13.51(2) of the Listing Rules in respect of the re-election of Mr. Lam, Mr. Ho and Professor Ma.

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 32/F., Entertainment Building, 30 Queen’s Road Central, Hong Kong on Wednesday, 8 June 2011 at 10:00 a.m. for the following purposes:–

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor’s report for the year ended 31 December 2010;
2.
 - A. To re-elect Mr. Lam Yat Keung as an executive director of the Company.
 - B. To re-elect Mr. Ho Chi Fai as an independent non-executive director of the Company.
 - C. To re-elect Professor Ma Hongwei as an independent non-executive director of the Company.
 - D. To authorize the remuneration committee of the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorize the board of directors of the Company to fix their remuneration;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:–

ORDINARY RESOLUTIONS

4. A. **“THAT:–**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise 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;
- (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 otherwise 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

C. “**THAT** subject to ordinary resolutions no. 4A and 4B above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with unissued Shares and other securities of the Company pursuant to resolution no. 4A 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. 4B, 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. 4B.”

5. “**THAT** the refreshment of 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 and is hereby approved provided that the total number of shares of HK\$0.01 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 passing of this resolution and any Director be and is hereby authorized to do such act and execute such document to effect the refreshed General Scheme Limit.”

By Order of the Board
Sino-Tech International Holdings Limited
Huang Hanshui
Executive Director

Hong Kong, 18 April 2011

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

32/F., Entertainment Building
30 Queen's Road Central
Hong Kong

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 share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event 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 shares shall alone be entitled to vote in respect thereof.

As at the date of this notice, the board of the Company comprises Mr. Li Weimin, Mr. Wang Jianzhi, Mr. Lam Yat Keung and Mr. Huang Hanshui as executive Directors; Academician Liu Renhuai and Mr. Xin Luo Lin as non-executive Directors; and Mr. Ho Chi Fai, Ms. Liu Yanfang and Professor Ma Hongwei as independent non-executive Directors.