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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Sino-Tech International Holdings Limited to be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 10 June 2013 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the 2013 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/sinotech](http://www.irasia.com/listco/hk/sinotech)).

Whether or not you are able to attend the 2013 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2013 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the meeting if they so wish.

19 April 2013

\* For identification purpose only

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## DEFINITIONS

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

“2013 AGM”	an annual general meeting of the Company to be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 10 June 2013 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Company”	Sino-Tech International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange;
“Current Bye-laws”	the bye-laws of the Company currently in force;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“Latest Practicable Date”	12 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board;

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

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## LETTER FROM THE BOARD

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### 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. Lim Chuan Yang (*Chief Executive Officer*)  
Mr. Huang Hanshui  
Mr. Lam Hung Kit

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Ho Chi Fai  
Ms. Liu Yanfang  
Professor Ma Hongwei  
Mr. Chau Pong Chi  
Ms. Ching Betty Siu Kuen

*Principal Place of Business:*

18th Floor  
Times Media Centre  
133 Wan Chai Road  
Hong Kong

19 April 2013

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND  
TO REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2013 AGM for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE ISSUANCE AND REPURCHASE MANDATES

At the annual general meeting of the Company held on 8 June 2012, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2013 AGM, will lapse at the conclusion of the 2013 AGM.

Ordinary resolutions will be proposed at the 2013 AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$23,933,397.16 (equivalent to 2,393,339,716 Shares) on the basis that the existing issued share capital of the Company of 11,966,698,582 Shares remains unchanged as at the date of the 2013 AGM) (the “**Issuance Mandate**”);
- (b) to purchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$11,966,698.58 (equivalent to 1,196,669,858 Shares) on the basis that the existing issued share capital of the Company of 11,966,698,582 Shares remains unchanged as at the date of the 2013 AGM) (the “**Repurchase Mandate**”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2013 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 10 and 11 of the notice of the 2013 AGM as set out on pages 18 to 22 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to Bye-law 87 of the Current Bye-laws, Mr. Ho Chi Fai and Professor Ma Hongwei shall retire by rotation at the 2013 AGM. Pursuant to Bye-law 86(2) of the Current Bye-laws, Mr. Lam Hung Kit, Mr. Chau Pong Chi and Ms. Ching Betty Siu Kuen, who were appointed as Directors on 1 December 2012, shall hold office until the 2013 AGM. All of the above five retiring Directors, being eligible, will offer themselves for re-election at the 2013 AGM.

According to the code provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders and the papers to the shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected. Mr. Ho Chi Fai, who is subject to retirement at the 2013 AGM, has served as an independent non-executive Director of the Company for more than nine years since he was first appointed to the Board in January 2004. Mr. Ho provides his independence confirmation to the Company annually, confirming that he has thus far met the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board therefore believes that he continues to be independent and considers that he should be re-elected, particularly in view of the stability of the Board and his experience and contribution to the Board.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above five retiring Directors are set out in Appendix II to this circular.

### **4. 2013 AGM AND PROXY ARRANGEMENT**

The notice of the 2013 AGM is set out on pages 18 to 22 of this circular. At the 2013 AGM, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate and the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Repurchase Mandate, and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2013 AGM. An announcement on the poll vote results will be made by the Company after the 2013 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the 2013 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.irasia.com/listco/hk/sinotech](http://www.irasia.com/listco/hk/sinotech)). Whether or not you are able to attend the 2013 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2013 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2013 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2013 AGM.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2013 AGM.

Yours faithfully,  
By order of the Board  
**Huang Hanshui**  
*Executive Director*



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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2013 AGM in relation to the granting of the Repurchase Mandate.*

### **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,966,698,582 Shares.

Subject to the passing of the ordinary resolution set out in item 11 of the notice of the 2013 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2013 AGM, i.e. being 11,966,698,582 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$11,966,698.58 (equivalent to 1,196,669,858 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the 2013 AGM.

### **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

#### **4.      IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital 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 2012) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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 the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

#### **5.      TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, 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 the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Li Weimin ("**Mr. Li**"), a substantial Shareholder, was interested in 1,742,985,823 Shares, representing approximately 14.57% of the total issued share capital of the Company. On the basis that (i) the total issued share capital of the Company (being 11,966,698,582 Shares) remains unchanged as at the date of the 2013 AGM, and (ii) the shareholding of Mr. Li (being 1,742,985,823 issued Shares) in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2013 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Mr. Li in the issued Shares would be increased to approximately 16.18% of the total issued share capital of the Company. As far as the Directors are aware, no Shareholder, other than Mr. Li, held 10% or more in the issued Shares as at the Latest Practicable Date.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

#### **6.      GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**7. MARKET PRICES OF SHARES**

Set out below are the highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2012</b>		
April #	–	–
May #	–	–
June #	–	–
July #	–	–
August #	–	–
September #	–	–
October #	–	–
November #	–	–
December #	–	–
<b>2013</b>		
January #	–	–
February #	–	–
March #	0.065	0.035
April (up to the Latest Practicable Date)	0.036	0.028

# *Trading in the Shares on the Stock Exchange has been suspended from 14 March 2012 to 1 March 2013, both days inclusive. Trading in the Shares has resumed with effect from 9:00 a.m. on 4 March 2013.*

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the previous 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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## APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2013 AGM

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*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2013 AGM, are provided below.*

**(1) MR. LAM HUNG KIT**

**Position and experience**

Mr. Lam Hung Kit (“**Mr. Lam**”), aged 46, was appointed as an executive director of the Company on 1 December 2012. He is also a director of certain subsidiaries of the Company. Mr. Lam has over 25 years of experience in the sales and marketing function of overseas markets for a number of manufacturing companies in Hong Kong and The People’s Republic of China. During his service with these companies, Mr. Lam was also involved in the materials control and logistics management. Mr. Lam has previously served as an executive Director of the Company during the period from 13 December 2003 to 9 July 2010.

Save as disclosed above, Mr. Lam has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between the Company and Mr. Lam, his term of office is three years commencing from 1 December 2012. Mr. Lam is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

Mr. Lam is the brother of Ms. Lam Pik Wah, a substantial Shareholder of the Company, and the brother-in-law of Mr. Lam Yat Keung, a substantial Shareholder and an executive Director of the Company.

Save as disclosed above, Mr. Lam does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2013 AGM**

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**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lam was deemed to be interested in 613,760,000 Shares, out of which 612,400,000 Shares were owned by his controlled corporation “Smart Number Investments Limited” and 1,360,000 Shares were owned by his spouse.

Save as disclosed above, Mr. Lam was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director’s emoluments**

Pursuant to Mr. Lam’s service contract with the Company, Mr. Lam is entitled to receive an annual director’s fee of HK\$600,000. The above emolument of Mr. Lam is determined by the Company’s Remuneration Committee and the Board with reference to Mr. Lam’s duties and responsibilities, and the Group’s performance.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Lam to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lam that need to be brought to the attention of the Shareholders.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2013 AGM**

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**(2) MR. HO CHI FAI**

**Position and experience**

Mr. Ho Chi Fai (“**Mr. Ho**”), aged 56, was appointed as an independent non-executive director of the Company on 15 January 2004. He is also the Chairman of both the Audit Committee and the Special Committee of the Company, and a member of each of the Remuneration Committee and the Investment Committee of the Company. Mr. Ho 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.

Mr. Ho has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Mr. Ho has not entered into any director’s service contract with the Company and has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Ho does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Ho was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2013 AGM**

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**Director's emoluments**

Mr. Ho is entitled to receive an annual remuneration of HK\$90,000. The above emolument of Mr. Ho is determined by the Company's Remuneration Committee and the Board with reference to Mr. Ho's duties and responsibilities, and the Group's performance.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Ho to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ho that need to be brought to the attention of the Shareholders.

**(3) PROFESSOR MA HONGWEI**

**Position and experience**

Professor Ma Hongwei ("**Professor Ma**"), aged 46, was appointed as an independent non-executive director of the Company on 26 August 2010. He is also the Chairman of the Remuneration Committee of the Company, and a member of each of the Audit Committee, the Nomination Committee, the Special Committee and the Investment Committee of the Company. 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.

Professor Ma has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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## **APPENDIX II            DETAILS OF THE RETIRING DIRECTORS PROPOSED    TO BE RE-ELECTED AT THE 2013 AGM**

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### **Length of service**

Pursuant to the appointment letter from the Company to Professor Ma, his current term of office is three years commencing from 26 August 2010, which will continue thereafter until terminated by either party by giving not less than one month's notice in writing to the other party. Professor Ma is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current By-laws.

### **Relationships**

As far as the Directors are aware, Professor Ma does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

### **Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Professor Ma was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

### **Director's emoluments**

Pursuant to the appointment letter from the Company to Professor Ma, Professor Ma is entitled to receive an annual remuneration of HK\$90,000. The above emolument of Professor Ma is determined by the Company's Remuneration Committee and the Board with reference to Professor Ma's duties and responsibilities, and the Group's performance.

### **Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Professor Ma to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Professor Ma that need to be brought to the attention of the Shareholders.



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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2013 AGM**

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**(4) MR. CHAU PONG CHI**

**Position and experience**

Mr. Chau Pong Chi (“**Mr. Chau**”), aged 72, was appointed as an independent non-executive director of the Company on 1 December 2012. He is also the Chairman of both the Nomination Committee and the Investment Committee of the Company, and a member of each of the Audit Committee, the Remuneration Committee and the Special Committee of the Company. Mr. Chau has over 30 years of experience in corporate finance and served various finance corporations as a director. He is currently an executive director of Victon Electronic Technology Ind. Ltd which manufactures positive temperature ceramics and a director of DBK David + Baader GMBH in Germany which manufactures car electronic ceramic heating parts.

Mr. Chau has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the appointment letter from the Company to Mr. Chau, his current term of office is three years commencing from 1 December 2012. Mr. Chau is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Mr. Chau does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chau was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2013 AGM**

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**Director’s emoluments**

Pursuant to the appointment letter from the Company to Mr. Chau, Mr. Chau is entitled to receive an annual remuneration of HK\$90,000. The above emolument of Mr. Chau is determined by the Company’s Remuneration Committee and the Board with reference to Mr. Chau’s duties and responsibilities, and the Group’s performance.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Chau to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chau that need to be brought to the attention of the Shareholders.

**(5) MS. CHING BETTY SIU KUEN**

**Position and experience**

Ms. Ching Betty Siu Kuen (“**Ms. Ching**”), aged 57, was appointed as an independent non-executive director of the Company on 1 December 2012. She is also a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee, the Special Committee and the Investment Committee of the Company. Ms. Ching holds a Master of Social Science Degree from the University of Mississippi, the United States of America, and she is a member of the Institute of Internal Auditors, Certified Public Accountant of California and American Institute of Certified Public Accountant. Ms. Ching worked in certain manufacturing companies in Hong Kong, Mainland China and Macau and has over 25 years’ working experience in the financial, treasury and internal control field. She worked for Yu-Me (HK) Ltd. from 1993 to 2002 as a treasurer. During the year from 2002 to 2012, she worked for Union Technology International (MCO) Co., Ltd. as an assistant general manager. Ms. Ching currently is the senior manager of PRG Consulting Limited.

Ms. Ching has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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**APPENDIX II                      DETAILS OF THE RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE 2013 AGM**

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**Length of service**

Pursuant to the appointment letter from the Company to Ms. Ching, her current term of office is three years commencing from 1 December 2012. Ms. Ching is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Ms. Ching does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Ching was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the appointment letter from the Company to Ms. Ching, Ms. Ching is entitled to receive an annual remuneration of HK\$90,000. The above emolument of Ms. Ching is determined by the Company's Remuneration Committee and the Board with reference to Ms. Ching's duties and responsibilities, and the Group's performance.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Ching to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Ching that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE 2013 AGM

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### 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 an Annual General Meeting of Sino-Tech International Holdings Limited (the “**Company**”) will be held at 18th Floor, Times Media Centre, 133 Wan Chai Road, Hong Kong on Monday, 10 June 2013 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and independent auditor’s report for the year ended 31 December 2012;
2. To re-elect Mr. Lam Hung Kit as an executive director of the Company;
3. To re-elect Mr. Ho Chi Fai, who has served the Company for more than nine years, as an independent non-executive director of the Company;
4. To re-elect Professor Ma Hongwei as an independent non-executive director of the Company;
5. To re-elect Mr. Chau Pong Chi as an independent non-executive director of the Company;
6. To re-elect Ms. Ching Betty Siu Kuen as an independent non-executive director of the Company;
7. To authorise the board of directors to appoint additional directors as and when the board considers necessary and appropriate;
8. To authorise the board of directors and/or the remuneration committee of the Company to fix the respective directors’ remuneration;
9. To re-appoint SHINEWING (HK) CPA Limited as auditor and to authorise the board of directors to fix auditor’s remuneration;

\* *For identification purpose only*

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10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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 which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors to make or grant offers, agreements and options 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 the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of options under share option scheme(s) of 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 share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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(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 meetings; 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).”;

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised by the Securities and Future Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue 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 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 meetings; 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
12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 10 and 11 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 11 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”.

By order of the Board  
**Huang Hanshui**  
*Executive Director*

Hong Kong, 19 April 2013

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*Notes:*

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with (if required by the board of directors of the Company) 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 Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, 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 adjournment thereof. Delivery 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 form of proxy shall be deemed to be revoked.