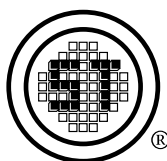

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer, 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 to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

**BONUS ISSUE OF WARRANTS
REFRESHMENT OF GENERAL MANDATE
SUBDIVISION OF SHARES
CHANGE IN BOARD LOT SIZE
AND
INCREASE IN AUTHORISED SHARE CAPITAL**

**Optima Capital Limited**

**Independent Financial Adviser to the Independent Board Committee
relating to the Refreshment of General Mandate**

A notice convening the SGM to be held on Tuesday, 18th December, 2007 at Room 2605, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, N.T., Hong Kong at 9:30 a.m. is set out on pages 36 to 39 of this circular. If Shareholders are unable to attend the SGM, Shareholders 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, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM or any adjourned meeting should Shareholders so wish.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 31st October, 2007 relating to the Bonus Warrants Issue, Share Subdivision, change in board lot size, refreshment of general mandate and increase in authorised share capital;
“Board”	the board of Directors;
“Bonus Warrants Issue”	the proposed bonus issue of Warrants, on the basis of one bonus Warrant for every five existing Shares held, to Shareholders (other than Non-Qualifying Shareholders) whose names appear on the register of members at the close of business on the Record Date;
“business day”	any days (other than Saturday and Sunday) on which licensed banks in Hong Kong are open for business during their normal business hours;
“Company”	Sino-Tech International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Independent Financial Adviser”	Optima Capital Limited, a licensed corporation under SFO to carry on type 1 (dealing in securities) and type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities, and is the independent financial adviser to the Independent Board Committee and Independent Shareholders in connection with the proposed refreshment of general mandate;
“Independent Shareholders”	all Shareholders other than Smart Number, Directors and their respective associates;
“Latest Practicable Date”	23rd November, 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining relevant information contained in this circular;
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange;
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) in respect of whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to extend the Bonus Warrant Issue to such Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place;
“Overseas Shareholders”	Shareholders whose addresses on the Company’s register of members as at the Record Date are in places outside Hong Kong;
“Record Date”	Tuesday, 18th December, 2007, being the date for determination of entitlements to the Bonus Warrants Issue;
“SFO”	Securities and Future Ordinance (Cap. 571 of the laws of Hong Kong);

DEFINITIONS

“SGM”	the special general meeting of the Company to be held at 9:30 a. m. on 18th December, 2007 at Room 2605, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, N.T., Hong Kong, to approve the matter(s) referred to in the notice thereof;
“Share(s)”	share(s) of a nominal value of HK\$0.10 each in the capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company on 28th November, 2002;
“Share Subdivision”	the subdivision of Shares whereby each existing issued and unissued Share of HK\$0.10 each in the share capital of the Company will be subdivided into 10 Subdivided Shares, being HK\$0.01 each in the share capital of the Company;
“Shareholders”	holders of Shares or Subdivided Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subdivided Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company upon completion of the Share Subdivision; and
“Warrant(s)”	warrant(s) proposed to be issued by the Company entitling the holders thereof to subscribe for new Shares at an initial subscription price of HK\$4.80 per Share (subject to adjustments) or HK\$0.48 per Subdivided Share (subject to adjustments).

EXPECTED TIMETABLE

The events below are subject to obtaining approvals from Shareholders of the Bonus Warrants Issue and Share Subdivision and the relevant conditions having been fulfilled.

Last day of dealings in Shares cum-entitlements to
the Bonus Warrants Issue Tuesday, 11th December, 2007

First day of dealings in Shares ex-entitlements to
the Bonus Warrants Issue Wednesday, 12th December, 2007

Latest time for lodging transfers of Shares for
entitlements to the Bonus Warrants Issue 4:00 p.m. on Thursday,
13th December, 2007

Closure of register of members at the Company Friday, 14th December, 2007
to Tuesday, 18th December, 2007
(both dates inclusive)

Latest time for lodging proxy forms for SGM 9:30 a.m. on Sunday,
16th December, 2007

Record Date Tuesday, 18th December, 2007

SGM 9:30 a.m. on Tuesday,
18th December, 2007

Publication of announcement in relation to
the results of the SGM and
completion of the Share Subdivision Tuesday, 18th December, 2007

Effective date of Share Subdivision Wednesday, 19th December, 2007

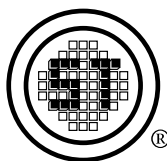
Dealings in Subdivided Shares commence Wednesday, 19th December, 2007

Original counter for trading in existing Shares
in board lots of 2,000 Shares temporarily closes..... 9:30 a.m. Wednesday,
19th December, 2007

EXPECTED TIMETABLE

Temporary counter for trading in board lots of 20,000 Subdivided Shares (in the form of certificates of Existing Shares (the “Old Share Certificates”)) opens	Wednesday, 19th December, 2007
First day of free exchange of Old Share Certificates for new certificates of Subdivided Shares (the “New Share Certificates”)	Wednesday, 19th December, 2007
Despatch of the bonus Warrants certificates by	Thursday, 3rd January, 2008
Commencement of dealings in the bonus Warrants	9:30 a.m. on Monday, 7th January, 2008
Original counter for trading in Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of New Share Certificates) re-opens	9:30 a.m. Monday, 7th January, 2008
Parallel trading in Subdivided Shares (in the form of New Share Certificates and Old Share Certificates) commences	9:30 a.m. Monday, 7th January, 2008
Parallel trading in Subdivided Shares (in the form of New Share Certificates and Old Share Certificates) ends	4:00 p.m. Monday, 28th January, 2008
Temporary counter for trading in board lots of 20,000 Subdivided Shares (in the form of Old Share Certificates) closes	4:00 p.m. on Monday, 28th January, 2008
Last day for free exchange of Old Share Certificates for New Share Certificates	Thursday, 31st January, 2008

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
Ms. Lam Pik Wah
Mr. Lam Hung Kit

Independent non-executive Directors

Mr. Lo Wah Wai
Mr. Pai Te Tsun
Mr. Ho Chi Fai

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and principal place
of business:*

26/F, CCT Telecom Building
11 Wo Shing Street, Fotan, Shatin,
N.T.
Hong Kong

28th November, 2007

To the Shareholders

Dear Sir or Madam,

**BONUS ISSUE OF WARRANTS
REFRESHMENT OF GENERAL MANDATE
SUBDIVISION OF SHARES
CHANGE IN BOARD LOT SIZE
AND
INCREASE IN AUTHORISED SHARE CAPITAL**

INTRODUCTION

The Company announced in the Announcement the Bonus Warrants Issue, refreshment of general mandate, the Share Subdivision, the change in board lot size and increase in authorised share capital. The purpose of this circular is to provide you with further details in respect of the

* for identification purpose only

LETTER FROM THE BOARD

Bonus Warrants Issue, refreshment of general mandate to issue Shares, the Share Subdivision, the trading arrangements in respect of the Subdivided Shares, the procedures for free exchange of Old Share Certificates and increase in authorised share capital and to provide you with notice of the SGM at which ordinary resolutions will be proposed to consider and, if thought fit, approve the Bonus Warrants Issue, refreshment of general mandate, Share Subdivision and increase in authorised share capital.

BONUS ISSUE OF WARRANTS

Basis of Bonus Warrants Issue

Subject to the conditions as mentioned below, the proposed Bonus Warrants Issue will be made on the basis of one bonus Warrant for every five existing Shares held by Shareholders (other than Non-Qualifying Shareholders) whose names appear on the register of members of the Company on the Record Date.

On the basis of 379,750,000 Shares in issue as at the Latest Practicable Date, and assuming no further Shares are issued or purchased before the Record Date, the total number of bonus Warrants to be issued will be 75,950,000 units, entitling the holders thereof to subscribe for up to 75,950,000 Shares, representing 20% of the issued share capital of the Company.

Subscription price

The Warrants will entitle the holders thereof to subscribe for new Shares at an initial subscription price of HK\$4.80 per Share or HK\$0.48 per Subdivided Share (subject to adjustments). The initial subscription price of the Warrants represents (i) a premium of approximately 20.30% to the closing price of HK\$3.99 per Share as quoted on the Stock Exchange on 31st October, 2007; and (ii) a premium of approximately 24.42% to the average closing price of HK\$3.858 per Share as quoted on the Stock Exchange from 17th October, 2007 to 31st October, 2007, both dates inclusive, being the last ten full trading days immediately before and up to the date of the Announcement.

Subscription period

The Warrants may be exercised at any time between the date of issue of the Warrants (expected to be 3rd January, 2008) and the day immediately preceding the second anniversary of date of issue (expected to be 2nd January, 2010), both dates inclusive.

Fractional entitlements

Fractional entitlements to the Warrants will not be granted to Shareholders but will be aggregated and sold for the benefit of the Company.

LETTER FROM THE BOARD

Overseas Shareholders

The documents to be issued in relation to the Bonus Warrants Issue will not be registered under the securities legislation of any jurisdictions outside Hong Kong and Bermuda. If on the Record Date a Shareholder's address on the Company's register of members is in a place outside Hong Kong, no Warrants will be issued to such Overseas Shareholder if the Directors, having considered legal opinions from the relevant jurisdictions, concluded that it would be necessary or expedient not to extend the Bonus Warrants Issue to such Overseas Shareholders. In making such a decision, the Directors will follow Note 1 to Rule 13.36(2)(a) as the basis of exclusion.

Arrangements will be made for the Warrants which would otherwise have been issued to the Non-Qualifying Shareholders to be sold in the market as soon as practicable after dealings in the Warrants commence on the Stock Exchange. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars pro rata to such persons and remittances thereof will be posted to them at their own risks, unless the amount falling to be distributed to any such persons is less than HK\$100, in which case it will be retained for the benefit of the Company.

Status of Shares/Subdivided Shares to be issued upon exercise of Warrants

Shares/Subdivided Shares (as the case may be) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants will on issue rank equally in all respects with the then existing Shares/Subdivided Shares (as the case may be) save for any dividends or other distributions declared, made or paid by the Company by reference to a record date falling before the relevant date of exercising the subscription rights under the Warrants.

Board lots

The Warrants are expected to be traded in board lots of 20,000 units amounting to an aggregate subscription price of about HK\$9,600 (upon implementation of the Share Subdivision).

Listing and dealings

Application will be made to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, the Warrants and the Shares/Subdivided Shares (as the case may be) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants. All necessary arrangements, including an application, will be made to HKSCC to enable the Warrants and the Shares or Subdivided Shares (as the case may be) which may fall to be issued upon exercise of any of the subscription rights attaching to the Warrants to be accepted by HKSCC as eligible securities for deposit, clearance and settlement in CCASS. Dealings in the Warrants on the Stock Exchange are expected to commence on Monday, 7th January, 2008.

LETTER FROM THE BOARD

Subject to the granting of the listing of and permission to deal in the Warrants and the Shares which may fall to be issued pursuant to the exercise of the subscription rights attaching to the Warrants on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Warrants and the Shares or Subdivided Shares (as the case may be) which may fall to be issued pursuant to the exercise of the subscription rights attaching to the Warrants will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Warrants on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the share capital of the Company is listed or dealt in on any other stock exchange and no such listing or permission to deal is being or proposed to be sought. The Warrants will not be listed or traded on any other stock exchange other than the Stock Exchange and no such listing permission to deal is being or proposed to be sought. Dealings in the Warrants and the Shares/ Subdivided Shares (as the case may be) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants and are on the branch share register of the Company maintained in Hong Kong will be subject to the payment of stamp duty in Hong Kong.

In order to alleviate the difficulties arising from the exercise of odd lots of the Warrants, the Company has procured an agent to arrange to match the sale and purchase of odd lots of the Warrants, holders of odd lots of Warrants who wish to take advantage of this facility should contact Mr. Andy Lee or Mr. Ben Wong of Interchina Securities Limited at 12/F, Place 18, 18 Cheong Lok Street, Jordan, Kowloon, Hong Kong (telephone nos. 2537 4357 and 2861 6913) during trading hours from 9:30 a.m. to 4:00 p.m. from Monday, 7th January, 2008 to Friday, 1st February, 2008.

Taxation

Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding, dealing or exercising the Warrants and, as regards Non-Qualifying Shareholders, their receipt of the net proceeds of sale of the Warrants that would otherwise fall to be issued to them under the Bonus Warrants Issue. It is emphasised that none of the Company, the Directors or any other parties involved in the Bonus Warrants Issue accepts responsibility for any tax effects or liabilities of holders of Warrants resulting from the purchase, holding, disposal or exercise of the Warrants.

LETTER FROM THE BOARD

Conditions of Bonus Warrants Issue

The Bonus Warrants Issue will be conditional upon:

- (a) the passing by the Shareholders at the SGM of an ordinary resolution approving the Bonus Warrants Issue; and
- (b) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Warrants and the Shares/Subdivided Shares (as the case may be) which may fall to be issued upon exercise of the subscription rights attaching to the Warrants.

Application will be made to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, the Warrants and any Shares/Subdivided Shares (as the case may be) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants.

Certificates for Warrants

Subject to the fulfillment of the conditions of the Bonus Warrants Issue, certificates for the bonus Warrants are expected to be posted by 3rd January, 2008 to Shareholders (other than Non-Qualifying Shareholders) by ordinary post at their own risks.

Reasons for the Bonus Warrants Issue

The Board is of the opinion that the Bonus Warrants Issue will provide Shareholders with a further opportunity to participate in the growth of the Company and strengthen the Company's working capital position and enhance its capital base when the Warrants are exercised.

Closure of register

The register of members of the Company will be closed from 14th December, 2007 to 18th December, 2007, both dates inclusive, in order to determine entitlements to the Bonus Warrants Issue. No transfer of Shares may be registered during this period.

Shareholders are reminded that in order to qualify for the Bonus Warrants Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 13th December, 2007.

LETTER FROM THE BOARD

The Company confirms compliance with the requirements of Rule 15.02(1) of the Listing Rules. Apart from share options under the Share Option Scheme, the Company has not in issue other equity securities which when exercised entitle holders thereof to subscribe for Shares.

NEW GENERAL MANDATE

The Board proposes to refresh the general mandate for the Directors to issue and allot Shares (“Issue Mandate”) not exceeding 20% of the issued share capital of the Company as at the date of the SGM of the Company to be convened to approve the grant of such mandate. Based on the total issued share capital of the Company of 379,750,000 Shares as of the Latest Practicable Date, a maximum of 75,950,000 Shares may be issued under the Issue Mandate (if granted). The Issue Mandate will enhance the flexibility for the Company to manage its business as it allows the Company to readily raise equity capital as and when business opportunities arise. 33,550,000 Shares representing approximately 44.2% of the Shares falling to be issued under the general mandate, remain to be issued under the general mandate since it was granted to the Directors on 25th June, 2007.

An independent board committee consisting of all independent non-executive Directors (“Independent Board Committee”) has been formed to advise the Company’s Independent Shareholders on the proposed refreshment. The Independent Financial Adviser has provided its recommendation to the Independent Board Committee and Independent Shareholders on the proposed refreshment. The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter as set out on page 17 to 23 of this circular and references to its name in the form and context in which they respectively appear. In accordance with the requirements of the Listing Rules, the proposed Issue Mandate will be voted by poll, and the controlling shareholders of the Company (if any) and their respective associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates will abstain from voting in favour thereon. As at the Latest Practicable Date, Smart Number Investments Limited (“Smart Number”), a company controlled by Ms. Lam Pik Wah and Mr. Lam Hung Kit, who are both Directors, held 60,500,000 Shares representing approximately 15.93% of the total issued share capital of the Company. Smart Number would be required to abstain from voting in favour on the resolution regarding the Issue Mandate.

PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE

The Board announces the proposed Share Subdivision, whereby each existing issued and unissued Shares of HK\$0.10 each in the share capital of the Company will be subdivided into 10 Subdivided Shares, being HK\$0.01 each in the share capital of the Company. The Shares are currently traded in board lots of 2,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 10,000 Subdivided Shares. No odd lot of Subdivided Shares will be resulted from the Share Subdivision other than those already existed before the Share Subdivision becoming effective.

LETTER FROM THE BOARD

Conditions of the Share Subdivision

The Share Subdivision is conditional upon, among other matters:

- (a) the Shareholders at the SGM having passed an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subdivided Shares and any Subdivided Shares which may fall to be issued pursuant to exercise of options under the Share Option Scheme.

Reasons for Share Subdivision

The Board believes the Share Subdivision will improve the liquidity in trading of shares of the Company and thereby would attract more investors and widen the Shareholders' base. The Share Subdivision coupled with change in board lot size would enable investors to reduce the investment amount in trading for one board lot of Subdivided Shares. Accordingly, the Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

Other than the expenses to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders. The Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not result in any change in relative rights of the Shareholders.

Share Capital of the Company

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$80,000,000 divided into 800,000,000 Shares, of which 379,750,000 Shares are issued and fully paid or, credited as fully paid and 420,250,000 shares are unissued. Assuming no further Shares will be issued or repurchased after the Latest Practicable Date, upon the Share Subdivision becoming effective and taking no account of the proposed increase in authorised share capital of the Company as more particularly described below, the authorised share capital of the Company will be HK\$80,000,000 divided into 8,000,000,000 Subdivided Shares, of which 3,797,500,000 Subdivided Shares will be in issue and 4,202,500,000 Subdivided Shares will remain unissued.

LETTER FROM THE BOARD

Adjustments to Share Options

As at the Latest Practicable Date, there were outstanding options to subscribe for 37,975,000 Shares granted pursuant to the Share Option Scheme. As a result of the Share Subdivision, the exercise price and the number of Subdivided Shares which may fall to be issued upon exercise of outstanding options will be adjusted as follows:–

Exercise period	Prior to Share Subdivision		Upon completion of Share Subdivision	
	Exercise price	Number of Shares subject to option	Exercise price	Number of Subdivided Shares subject to option
5 August 2006 to 4 August 2016	HK\$1.246	37,975,000	HK\$0.1246	379,750,000

The adjustments are carried out in accordance with the terms of the Share Option Scheme and in line with the Supplementary Guidance issued by the Stock Exchange on 5th September 2005.

If the Share Subdivision becomes effective, the Old Share Certificates will only be valid for delivery, trading and settlement purpose for the period up to 4:00 p.m., on Monday, 28th January, 2008 and thereafter will not be accepted for delivery, trading and settlement purpose. However, the Old Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for 10 Subdivided Shares and may be exchanged for the New Share Certificates (i) free of charge at any official time between 9:30 a.m. to 4:00 p.m., on Wednesday, 19th December, 2007 and Thursday, 31st January, 2008 (both dates inclusive); or (ii) upon payment of a prescribed fee of HK\$2.50 per Share Certificate (or such amount as may from time to time be determined by the Stock Exchange) at any time after 4:00 p.m. on Thursday, 31st January, 2008. Shareholders are requested to submit their Old Share Certificates to Tricor Tengis Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in exchange for New Share Certificates. It is expected that New Share Certificates will be available for collection within a period of 10 business days after submission of the Old Share Certificates.

The New Share Certificates will be in green in order to be distinguished from the Old Share Certificates which are in yellow.

LETTER FROM THE BOARD

INCREASE IN AUTHORISED SHARE CAPITAL

It is also proposed that the authorised share capital of the Company be increased from HK\$80,000,000 divided into 800,000,000 Shares to HK\$120,000,000 divided into 1,200,000,000 Shares or 12,000,000,000 Subdivided Shares (assuming the Share Subdivision becoming effective) by the creation of additional 400,000,000 Shares. Such increase in authorised share capital of the Company is conditional upon the passing of an ordinary resolution by the Shareholders at the SGM. The Directors have no present intention to issue new Shares except as already publicly announced.

SGM

A notice convening the SGM to be held at Room 2605, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong, at 9:30 a.m. on Tuesday, 18th December, 2007, is set out on pages 36 to 39 of this circular at which resolutions will be proposed to consider and, if thought fit, approve the Bonus Warrants Issue, Issue Mandate, Share Subdivision and increase in authorised share capital.

A form of proxy for use at the SGM is enclosed. If you are not able to attend the SGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 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 such meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so wish.

RIGHT TO DEMAND A POLL

According to bye-law 66 of the bye-laws of the Company, a poll may be demanded:–

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

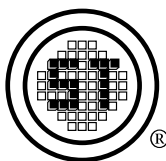
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the proposed Bonus Warrants Issue, Issue Mandate, Share Subdivision and increase in authorised share capital are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

28th November, 2007

To the Shareholders,

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE

We have been appointed as members of the Independent Board Committee to advise you in connection with the refreshment of general mandate, details of which are set out in the letter from the Board in a circular dated 28th November, 2007 issued by the Company to the Shareholders (the “Circular”), of which this letter forms a part. The terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

Your attention is drawn to the letter from Optima Capital Limited containing its advice to us regarding the refreshment of general mandate as set out on pages 17 to 23 of the Circular. Having considered the advice given by Optima Capital Limited and the principal factors and reasons taken into consideration by them in arriving at its advice, we are of the opinion that the refreshment of general mandate is in the interests of the Company and its Shareholders as a whole and are fair and reasonable so far as the Shareholders are concerned. Accordingly, we recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the refreshment of general mandate.

Yours faithfully,

For and on behalf of

Independent Board Committee

Lo Wah Wai, Pai Te Tsun, Ho Chi Fai

Independent Non-executive Directors

* *for identification purpose only*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from Optima Capital Limited setting out its advice to the Independent Board Committee and the Independent Shareholders in relation to refreshment of the Issue Mandate, which is prepared for inclusion in this circular.



Unit 3618, 36th Floor
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

28th November 2007

*To: Independent Board Committee and
the Independent Shareholders
of Sino-Tech International Holdings Limited*

Dear Sirs,

PROPOSED REFRESHMENT OF GENERAL MANDATE

We refer to our engagement as the independent financial adviser in respect of the refreshment of general mandate for the Directors to issue, allot and deal with Shares, details of which are set out in “Letter from the Board” in this circular, of which this letter forms part. We have been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Issue Mandate would be fair and reasonable and whether the proposed refreshment of general mandate would be in the interests of the Company and its Shareholders as a whole, and to advise Independent Shareholders on how to vote. Unless the context otherwise requires, capitalised terms used in this letter have the same meanings as those defined in this circular.

Pursuant to Rule 13.36(4)(a) of the Listing Rules, any refreshments of general mandate made before the next annual general meeting of a listed issuer requires the controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates to abstain from voting in favour of the ordinary resolution to approve any refreshment of general mandate. As at the Latest Practicable Date, Ms. Lam Pik Wah and Mr. Lam Hung Kit, who are executive Directors, through Smart Number, were interested in 60,500,000 Shares, representing 15.93% of the existing issued share capital of the Company. Ms. Lam Pik Wah, Mr. Lam Hung Kit, Smart Number and their respective associates shall abstain from voting at the SGM in favour of the resolution to approve the Issue Mandate. Voting on the said resolution will be taken by poll.

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The Independent Board Committee, comprising Mr. Lo Wah Wai, Mr. Pai Te Tsun and Mr. Ho Chi Fai, all being independent non-executive Directors, has been established to consider the terms of the Issue Mandate and to advise the Independent Shareholders in relation to the refreshment of the general mandate.

In formulating our opinion, we have relied on the information and facts supplied, and the opinions expressed, by the executive Directors and management of the Company and have assumed that the information and facts provided and opinions expressed to us are true, accurate and complete in all material aspects at the time they were made and up to the date of the SGM. We have also sought and received confirmation from the Company that no material facts have been omitted from the information supplied and opinions expressed to us. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view. We have no reason to believe that any material information have been withheld, nor doubt the truth or accuracy of the information provided. We have not, however, conducted any independent investigation into the business and affairs of the Group, nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS CONSIDERED

In arriving at our opinion and recommendation in respect of the refreshment of the general mandate, we have taken into consideration the following factors:

1. Background and reasons for the Issue Mandate

The Group is principally engaged in the manufacture and trading of electronic and electrical parts and components and design, manufacture and sale of cigarette lighters and related accessories.

At the annual general meeting of the Company held on 25 June 2007 (the “AGM”), the Directors were granted a general mandate to allot, issue and deal with new Shares of up to 20% of the aggregate issued share capital of the Company as at the date of such meeting. As at the date of AGM, 379,750,000 Shares were in issue and accordingly, up to 75,950,000 new Shares can be issued under the existing general mandate (“Existing Mandate”).

On 17 July 2007, the Company’s wholly-owned subsidiary, Top Victory Industries Limited (“Top Victory”), entered into a share transfer agreement (as amended by supplemental agreements dated 23 July 2007 and 9 August 2007) with Li Tianmin (“Mr. Li”) in relation to the acquisition by Top Victory of 80% interest in Trung Hai Vietnam Investment Company Limited (“Trung Hai”) from Mr. Li (the “Agreement”). Details of the Agreement are set out in the circular of the Company to Shareholders dated 5 September 2007. The total consideration for the Agreement was HK\$300,000,000, which is to be satisfied as to HK\$88,000,000 in cash and as to the remaining balance of HK\$212,000,000 by the allotment

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and issue of 42,400,000 new Shares (the “Consideration Shares”), credited as fully paid, to Mr. Li under the Existing Mandate. Of the cash consideration of HK\$88,000,000, we are informed that approximately HK\$19,500,000 has been paid to Mr. Li from the Group’s internal resources. The remaining amount is payable in two equal sums, one within 30 days of the fulfillment of the conditions precedent to the Agreement, and the other within 90 days. Such conditions precedent were yet to be fulfilled at the Latest Practicable Date. Upon completion of the Agreement with the issue and allotment of 42,400,000 Consideration Shares, the Directors remain to be empowered to allot, issue and deal with up to 33,550,000 new Shares under the Existing Mandate.

As about half of the Existing Mandate has been utilized, and in order to provide flexibility to the Directors to exercise the power of the Company to issue new Shares in the future as speedily as possible when needed, the Directors propose to the Shareholders a resolution to grant the Issue Mandate such that the Directors can exercise the power of the Company to allot, issue and deal with new Shares up to 20% of the issued share capital of the Company as at the date of SGM. We are informed that the Company at present does not have any concrete plan regarding the utilisation of the Issue Mandate after the approval of the refreshment of general mandate.

As at the Latest Practicable Date, there were 379,750,000 Shares in issue. Assuming that no other Shares would be issued and/or repurchased between the Latest Practicable Date and the date of the SGM, the Issue Mandate, if granted, would empower the Directors to allot, issue or otherwise deal with up to 75,950,000 Shares.

2. Financial Position of the Group

The Group is virtually debt-free. Based on the Group’s latest published audited consolidated financial statements for the year ended 31 December 2006, the Group did not have any outstanding bank loan nor overdraft. The only borrowings referred to therein were finance lease obligations of approximately HK\$799,000. The Group’s bank balances and cash amounted to HK\$86.6 million as at 31 December 2006. There were capital commitment amounting to HK\$9.5 million as at 31 December 2006.

As reported in the interim report of the Company for the six months ended 30 June 2007, the Group continued to finance its operation with its internal resources without much external borrowings except for the aforesaid finance lease obligations in total amount of HK\$0.7 million as at 30 June 2007. The Group’s bank balances and cash amounted to approximately HK\$72.6 million as at 30 June 2007. We expect that the cash balances of the Group has decreased following the first payment of about HK\$19.5 million pursuant to the payment terms of the Agreement.

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3. Financing Options

In light of the approximately HK\$68.5 million of investment commitment of the Group outstanding under the Agreement, and the net cash position of the Group as at 30 June 2007, we consider that it would be reasonable for the Group to avail itself of various financing options including both debt and equity financings, thereby maximizing its flexibility in financial planning and management. As part of the Existing Mandate has been utilised to allot and issue the Consideration Shares under the Agreement, the granting of the Issue Mandate will restore the Directors' power to issue up to a total of 20% of the issued share capital of the Company on the date of the SGM, and thereby enhancing the Company's ability to raise more new equity capital, if and when opportunities arise, by way of issue of new Shares.

Without the granting of the Issue Mandate, any further equity issues by the Company in excess of the limit of the Existing Mandate will require specific mandate from Shareholders at general meeting. As the time to obtain a specific mandate from Shareholders could take over one month, this may affect the Company's ability to tap funding from the equity market, or to acquire assets, by way of issue of new Shares, in the most efficient way when good opportunities come, as investors who wish to subscribe for new Shares may not be prepared to take the time risk in a share placing if there is a long completion time.

In this regard, we consider that it would be beneficial to the Company if the Directors are empowered with the Issue Mandate, which will enable them to react and respond quickly to raise new equity in the stock market, which is presently highly volatile.

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4. Potential Dilution to Shareholders

Assuming that (i) the proposed Issue Mandate will be approved at the SGM; (ii) no Shares will be issued or repurchased from the Latest Practicable Date up to the date of the SGM (both dates inclusive); and (iii) full utilisation of the Issue Mandate such that a total of 75,950,000 Shares could be issued under the Issue Mandate and without taking into account the possible issue of the Consideration Shares pursuant to completion of the Agreement, we set out below the potential maximum dilution effect on the present shareholding structure of the Company.

Shareholders	As at the Latest Practicable Date		Assuming the full utilization of the Issue Mandate	
	No. of Shares	Approximately %	No. of Shares	Approximately %
Smart Number (Note 1)	60,500,000	15.93%	60,500,000	13.27%
Forever Gain Profits Limited (Note 2)	58,000,000	15.27%	58,000,000	12.73%
Public Shareholders				
– existing	261,250,000	68.80%	261,250,000	57.33%
– allottees of new Shares under the Issue Mandate	–	–	75,950,000	16.67%
	<u>261,250,000</u>	<u>68.80%</u>	<u>337,200,000</u>	<u>74.00%</u>
	<u>379,750,000</u>	<u>100%</u>	<u>455,700,000</u>	<u>100%</u>

Notes:

- Smart Number is beneficially owned as to 66.67% by Ms. Lam Pik Wah and 33.33% by Mr. Lam Hung Kit, executive Directors.
- A substantial Shareholder and which is wholly-owned by Mr. Wan Bing Hung.

The issue of new Shares under the Issue Mandate would be dilutive to the percentage shareholding of the existing Shareholders. If the Issue Mandate is granted and fully utilized, the dilution of the existing Shareholders' percentage shareholding would be in the maximum by 16.67%, which scale of dilution is, in our view, commonly accepted by the market. All Shareholders will be affected to the same extent as long as new Shares issued under the Issue Mandate are to independent third parties being not connected persons (as defined in the Listing Rules) of the Company. If new Shares are issued to connected persons, a specific mandate will be required under the Listing Rules.

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5. Restrictions on utilization of Issue Mandate

Pursuant to Rule 13.36(5) of the Listing Rules, in the case of placing of securities for cash consideration, the Company may not issue any securities under the Issue Mandate if the relevant issue price represents a discount of 20% or more to the higher of:

- (a) the closing price of the Shares on the date of the relevant placing agreement; and
- (b) the average closing price in the 5 trading days immediately prior to the earlier of:–
 - (i) the date of announcement of the relevant placing;
 - (ii) the date of the relevant placing agreement; and
 - (iii) the date on which the pricing of the relevant placing is fixed,

unless otherwise allowed by the Stock Exchange. We consider that such restriction would serve as a reasonable measure to govern the terms of any new issues under the Issue Mandate, thereby safeguarding the interests of the Company and the Shareholders.

Shareholders should also note that the authority granted to the Directors under the Issue Mandate will be valid for a fixed period only. If it is approved by the Independent Shareholders at the SGM, it will be and continue to be in force until the earlier of (i) the conclusion of the Company's next 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 or any applicable laws of Bermuda to be held; and (iii) the revocation or variation of the authority given under the relevant resolutions to be proposed as ordinary resolutions of the Shareholders in general meeting. Such duration is in compliance with the requirements of the Listing Rules, and would, in our view, be an effective mechanism allowing the Shareholders chance to review and monitor how the Issue Mandate is or has been exercised by the Directors.

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RECOMMENDATION

Taking into account that (i) the Issue Mandate will allow the Company to capture opportunities in a timely manner to increase its capital base by way of new equity issue under the Issue Mandate as and when favourable opportunity arises in the market; (ii) the Issue Mandate may provide flexibility to the Company for equity capital funding alternatives for the Agreement or for its future development; (iii) the percentage shareholding of all the existing Shareholders will be diluted proportionally to their respective shareholdings upon utilisation of the whole, or part of the Issue Mandate and that the maximum dilution impact resulted therefrom is commonly accepted by the market; and (iv) the restriction conditions in terms of pricing and the mandate period as more particularly described in section 5 above would serve as reasonable protective measures to safeguard the interests of the Company and the Shareholders, we consider that on balance, the benefits of empowering the Directors to issue new Shares under the Issue Mandate would outweigh the adverse impacts in terms of potential dilutions in the percentage shareholding of existing Shareholders that will occur if the Issue Mandate is exercised by the Directors.

Having considered the above principal factors and reasons and Directors' representations, we are of the opinion that the grant of the Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and the Issue Mandate is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we advise the Independent Shareholders, and also recommend the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the resolution numbered (2) relating to the grant of the Issue Mandate to be considered at the SGM.

Yours faithfully,
For and on behalf of
Optima Capital Limited
Mei H. Leung
Chairman

The Warrants will be issued subject to and with the benefit of an instrument by way of deed poll (the “Instrument”) and will be issued in registered form and will form one class and rank *pari passu* in all respects with each other.

The Warrants will represent direct obligations of the Company to the registered holders for the time being of the Warrants (the “Warrantholders”). The principal terms and conditions of the Warrants will be set out in the certificates for the Warrants (“Warrant Certificates”). The Warrantholders will be entitled to the benefit of, be bound by, and be deemed to have notice of all such terms and conditions (the “Conditions”) and of the provisions of the Instrument, copies of which will be available from the registrar of the Company for the time being in Hong Kong in respect of the Warrants (the “Warrant Registrar”). The following is a summary of the principal provisions of the Instrument.

For the purpose of this Appendix, “Share” means Subdivided Shares of HK\$0.01 each assuming Share Subdivision is implemented.

1. SUBSCRIPTION RIGHTS

- (a) Subject to the provisions in the Instrument and in compliance with all exchange control, fiscal and other laws and regulations applicable thereto, the Warrantholder shall have the right (“Subscription Right”), which may be exercised in whole or in part, but not in respect of a fraction of a Share, at any time within the period from 3rd January 2008 to 2nd January 2010 (both dates inclusive) or such earlier date as provided in the instrument constituting the Warrants (the “Subscription Period”), to subscribe in Hong Kong dollars in cash an amount up to the amount stated on the certificate for such Warrants (“Exercise Moneys”) for fully paid Shares at a price of \$0.48 per Share (subject to adjustment as referred to below) (the “Subscription Price”). After the last day of the Subscription Period, any Subscription Rights which have not been exercised shall lapse and Warrant Certificates shall cease to be valid for any purpose whatsoever.
- (b) The entitlements of the Warrantholders to their Warrants will be evidenced by the Warrant Certificates, each of which will contain a subscription form (the “Subscription Form”). In order to exercise in whole or in part the Subscription Rights, the Warrantholder must complete and sign the Subscription Form (which shall be irrevocable) and deliver the same to the Warrant Registrar, together with a remittance for the Exercise Moneys (or, in the case of a partial exercise, the relevant portion of the Exercise Moneys), being the amount of the Subscription Price for the Shares in respect of which the Warrantholder is exercising his Subscription Rights, in each case, compliance must also be made with any exchange control, fiscal or other laws or, regulations for the time being applicable.

- (c) The number of Shares to be allotted on exercise of the Subscription Rights shall be calculated by dividing the amount specified in the relevant Subscription Form and duly remitted as aforesaid by the Subscription Price applicable on the subscription date (“Subscription Date”). No fraction of a Share shall be allotted but any balance representing fractions of the Exercise Moneys paid on exercise of the Subscription Rights shall be paid by the Company to the Warrantholder and such balance shall be rounded down to the nearest one cent.
- (d) The Company has undertaken in the Instrument that other than in circumstances envisaged in Condition 8(A) of the Instrument any Shares falling to be issued upon the exercise of any of the Subscription Rights represented by the Warrant Certificate shall be issued and allotted not later than 10 business days after, the relevant Subscription Date, taking account of any adjustment which may have been made pursuant to Condition 4 of the Instrument, and shall rank *pari passu* with the Shares in issue on the relevant Subscription Date and accordingly shall entitle the holders to participate in all dividends or other, distributions paid or made after the relevant Subscription Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the relevant Subscription Date and notice of the amount and record date for which shall have been given to the Stock Exchange prior to the relevant Subscription Date.
- (e) As soon as practicable after the relevant allotment and issue of Shares (and, in any event, not later than 10 business days after the relevant Subscription Date) they shall be issued free of charge to the Warrantholder(s) to whom such allotment has been made upon his exercise of any Subscription Rights:
- (i) a certificate (or certificates) for the relevant Shares in the name(s) of such Warrantholder(s);
 - (ii) (if applicable) a balancing Warrant Certificate in registered form in the name(s) of such Warrantholder(s) in respect of any Subscription Rights remaining unexercised;
 - (iii) (if applicable) a cheque representing fractions of the Exercise Moneys in respect of the Warrantholder’s fractional entitlement to Shares as mentioned in paragraph (c) of this Condition; and
 - (iv) (if applicable) the certificate mentioned in Clause 6(A)(4) of the Instrument.

The certificate(s) for Shares arising on the exercise of Subscription Rights, the balancing Warrant Certificate (if any), the cheque in respect of the Exercise Moneys in respect of the Warrantholder's fractional entitlement to Shares (if any), the certificate mentioned in Condition 6(A)(4) of the Instrument (if any) shall be sent by post at the risk of such Warrantholder(s) to the address of such Warrantholder(s) (or, in the case of a Joint holding to that one of them whose name stands first in the register of Warrantholders (the "Register")). If the Company agrees, such certificates and cheques may by prior arrangement be retained by the Warrant Registrar to await collection by the relevant Warrantholder(s).

2. ADJUSTMENTS OF SUBSCRIPTION PRICE

The Instrument will contain detailed provisions relating to the adjustment of the Subscription Price. The following is a summary of the adjustment provisions of the Instrument:

- (a) The Subscription Price shall from time to time (except as mentioned in sub-paragraphs (b) and (c) below) be adjusted as provided in the Instrument in each of the following cases (but shall however not be adjusted below the nominal value of Shares until the Subscription Right Reserve (as defined in the Instrument) is maintained):
 - (i) an alteration of the nominal amount of each of the Shares by reason of any consolidation or subdivision;
 - (ii) an issue (other than in lieu of a cash dividend) by the Company of any Shares credited as fully-paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
 - (iii) any capital distribution being made by the Company, whether on a reduction of capital or otherwise, to holders of Shares (in their capacity as such);
 - (iv) a grant by the Company to holders of Shares (in their capacity as such) of rights to acquire for cash assets of the Company or any of its Subsidiaries (as defined in the Instrument);
 - (v) an offer being made by the Company to all holders of Shares of any Shares for subscription by way of rights, or a grant to all holders of Shares of any options or warrants to subscribe for new Shares, at a price per new Share which is less than 90% of the market price at the date of the announcement of the terms of the offer or grant (whether or not such issue is subject to the approval of the holders of Shares of other persons);

- (vi) an issue wholly for cash being made by the Company or, any other company of any securities which by their terms are convertible into or exchangeable for or carrying rights of subscription for new Shares, and the total Effective Consideration (as defined in the Instrument) per new Share is less than 90% of the price which is the market price at the date of the announcement of the terms of issue of such securities (whether or not such issue is subject to the approval of the holders of Shares or other persons) or the rights of conversion or exchange on subscription attached to such securities are modified so that the total Effective Consideration per new Share initially receivable for such securities shall be less than 90% of the price which is the market price at the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;
 - (vii) an issue being made wholly for cash of any Shares (other than pursuant to a Share Option Scheme (as defined in the Instrument)) at a price per Share which is less than 90% of the market price at the date of the announcement of the terms of such issue; and
 - (viii) an offer or invitation by the Company to tender for sale to the Company any Shares, or the purchase by the Company of any Shares or securities convertible into Shares or any rights to acquire Shares (excluding any such purchase made on the Stock Exchange or any recognised stock exchange, being a stock exchange recognised for this purpose by the Securities and Futures Commission or equivalent authority and the Stock Exchange) where the Directors consider that it may be appropriate to make an adjustment to the Subscription Price.
- (b) Except as mentioned in sub-paragraph (c) below, no such adjustment as is referred to in sub-paragraph (a) above shall be made in respect of:
- (i) an issue of fully-paid Shares upon the exercise of any conversion rights attached to securities wholly or partly convertible into Shares or upon the exercise of any rights (including the Subscription Rights) to acquire Shares;
 - (ii) an issue by the Company of Shares or by the Company or any Subsidiary (as defined in the Instrument) of securities wholly or partly convertible into or carrying rights to acquire Shares, in any such case in consideration or part consideration for the acquisition of any other securities, assets or, business;

- (iii) an issue of fully-paid Shares by way of capitalisation of all or part of the Subscription Right Reserve (as defined in the Instrument) which has been or may be established pursuant to the terms of any other securities wholly or, partly convertible into or carrying rights to acquire Shares;
 - (iv) an issue of Shares pursuant to a scrip dividend scheme where an amount not less than the nominal amount of the Shares so issued is capitalised and the market value (as defined in the Instrument) of such Shares in aggregate is not more than 110% of the amount of dividend which holders of Shares could elect to or would otherwise receive in cash; or
 - (v) an issue by the Company of Shares or other securities by the Company or any Subsidiary convertible into or exchangeable for or carrying rights of subscription for Shares pursuant to a Share Option Scheme (as defined in the Instrument).
- (c) Notwithstanding the conditions as described above, in any circumstances where the Directors shall consider that an adjustment to the Subscription Price provided for under the foregoing conditions described above should not be made or should be calculated on a different basis or that an adjustment to the Subscription Price should be made notwithstanding that no such adjustment is required under the foregoing provisions of this Clause, the Company may appoint the Auditors (as defined in the Instrument) or approved merchant bank to consider whether for any reason whatever the adjustment to be made (or the absence of adjustment) would not or might not fairly and appropriately reflect the relative interests of the persons affected thereby and, if such Auditors or approved merchant bank shall consider this to be the case, the adjustment shall be modified or nullified, or an adjustment made instead of no adjustment, in such manner (including without limitation, making an adjustment calculated on a different basis) and the adjustment shall take effect from such other, date and/or time as shall be certified by the Auditors or, approved merchant bank to be in its opinion fair and appropriate.
- (d) Any adjustment to the Subscription Price shall be made to the nearest one cent (\$0.005 being rounded up) and in no event shall any adjustment (otherwise than upon the consolidation of Shares into shares of a larger nominal amount each or upon a purchase of Shares) involve an increase in the Subscription Price. In addition to any determination which may be made by the Directors, every adjustment to the Subscription Price shall, save as otherwise expressly provided in the Instrument, be certified either (at the option of the Company) by the Auditors or by an approved merchant bank.

- (e) Notwithstanding anything contained in the Instrument or the Warrant Certificates, no adjustment shall be made to the Subscription Price in any case in which the amount by which the same would be reduced would be less than one cent and any adjustment that would otherwise be required then to be made shall not be carried forward.
- (f) Whenever the Subscription Price is adjusted as provided for in the Instrument, the Company shall give notice to the Warrantheolders that the Subscription Price has been adjusted (setting forth the event giving rise to the adjustment, the Subscription Price in effect prior to such adjustment, the adjusted Subscription Price and the effective date thereof) and shall at all times thereafter, so long as any of the Subscription Rights remain exercisable, make available for inspection by Warrantheolders at its principal place of business for the time being in Hong Kong, where copies of the same may be obtained, a signed copy of the said certificate of the Auditors or (as the case may be) of an approved merchant bank and a certificate signed by a Director, setting forth brief particulars of the event giving rise to the adjustment, the Subscription Price in effect prior to such adjustment, the adjusted Subscription Price and the effective date thereof and shall, on request, send a copy thereof to any Warrantheolder.
- (g) If the Company or any Subsidiary shall in any way modify the rights attached to any share or loan capital so as wholly or partly to convert or make convertible such share or loan capital into, or attach thereto any rights to acquire Shares, the Company shall appoint the Auditors or approved merchant bank to consider whether any adjustment to the Subscription Price is appropriate (and if such Auditors or approved merchant bank shall certify that any such adjustment is appropriate, the Subscription Price shall be adjusted accordingly and the provisions of (d), (e) and (f) above shall apply).

3. REGISTERED WARRANTS

The Warrants will be issued in registered form. The Company shall be entitled to treat the registered holder of any Warrant as the absolute owner, thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or required by law, be bound to recognise any equitable or other, claim to or interest in such Warrant on the part of any other person, whether or not it has express or other notice thereof.

4. TRANSFER, TRANSMISSION AND REGISTER

The Warrants shall be transferable in units of HK\$9,600 of Subscription Rights by instrument of transfer in any usual or common form or, in any other form which may be approved by the Directors. The Company shall accordingly maintain a register of Warrantholders in the territory where the Stock Exchange for the time being is situated (or such other place as the Directors consider appropriate, having regard to the applicable rules governing the listing of Warrants). Transfers of Warrants must be executed by both the transferor and the transferee. Where the transferor or the transferee is HKSCC Nominees Limited (or such other company as may be approved by the board of Directors for this purpose), the transfers may be executed by machine imprinted signature on its behalf or under hand(s) of authorised person(s). The provisions of the bye-laws of the Company relating to the registration and transfer of Shares shall, *mutatis mutandis*, apply to the registration and transfer of the Warrants. The Instrument contains provisions relating to the transfer, transmission and registration of the Warrants.

Since the Warrants will be admitted to the Central Clearing and Settlement System ("CCASS"), so far as applicable laws or regulations of relevant regulatory authorities, terms of the Instrument and circumstances permit, the Company may determine the last trading day of the Warrants to be a date at least three trading days before 2nd January, 2010.

Persons who hold the Warrants and have not registered the Warrants in their own names and wish to exercise the Warrants should note that they may incur additional costs and expense in connection with any expedited re-registration of the Warrants prior to the transfer or exercise of the Warrants, in particular during the period commencing ten business days prior to and including the last day of the Subscription Period.

5. CLOSURE OF REGISTER OF WARRANTHOLDERS

The registration of transfers may be suspended and the Register may be closed at such times and for such periods as the Directors may from time to time direct, provided that the same be not closed for a period, or for periods together, of more than 30 days in any one year. Any transfer or exercise of the Subscription Rights attached to the Warrants made while the Register is so closed shall, as between the Company and the person claiming under the relevant transfer of Warrants or, as the case may be, as between the Company and the Warrantholders who have so exercised their respective Subscription Rights attached to their Warrants (but not otherwise), be considered as made immediately after the reopening of the Register.

6. PURCHASE AND CANCELLATION

The Company or any of its subsidiaries may at any time purchase Warrants:

- (i) in the open market or by tender (available to all Warrantholders alike) at any price; or
- (ii) by private treaty at a price, exclusive of expenses, not exceeding 110 % of the closing price of the Warrants for one or more board lots of Warrants on the last day on which the Warrants were traded on the Stock Exchange prior to the date of purchase thereof, but not otherwise.

All Warrants purchased as aforesaid shall be cancelled forthwith and may not be reissued or, re-sold.

7. MEETINGS OF WARRANTHOLDERS AND MODIFICATION OF RIGHTS

- (a) The Instrument will contain provisions for convening meetings of Warrantholders to consider any matter affecting the interests of Warrantholders, including the modification by a Special Resolution (as defined in the Instrument) of the provisions of the Instrument and/or these Conditions. A resolution duly passed at any such meeting shall be binding on the Warrantholders, whether present or not.
- (b) All or any of the rights for the time being attached to the Warrants (including any of the provisions of the Instrument) may from time to time (whether or, not the Company is being wound up) be altered or abrogated (including but without prejudice to that generality by waiving compliance with, or by waiving or authorising any past or, proposed breach of, any of the provisions of the Conditions and/or the Instrument) and the sanction of a Special Resolution shall be necessary and sufficient to effect such alteration or abrogation.
- (c) Where a Warrantholder is a recognised clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative (or representatives) or proxy (or proxies) at any Warrantholders' meeting provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of Warrants in respect of which each such person is so authorised. The person so authorised shall be entitled to exercise the same power on behalf of the recognised clearing house as that recognised clearing house or its nominee(s) could exercise as if such person was an individual Warrantholder.

8. QUORUM

The quorum of a meeting of the Warrantholders shall be two or, more Warrantholders, present in person or by proxy and being or representing in the aggregate the holders of not less than 10% of the Subscription Rights of all Warrants for the time being outstanding and exercisable.

The quorum of a meeting of the Warrantholders for the passing of a Special Resolution shall be two or more persons holding warrants or being proxies and being or, representing in the aggregate holders of not less than one third of the Subscription Rights of all Warrants for the time being outstanding and exercisable.

9. REPLACEMENT OF WARRANT CERTIFICATES

- (a) If a Warrant Certificate is mutilated, defaced, lost or destroyed, it may, at the discretion of the Company, be replaced at the office of the registrars for the time being of the Company in Hong Kong (unless the Directors otherwise determine) on payment of such costs as may be incurred in connection therewith and on such terms as to evidence, indemnity and/or security as the Company may require and on payment of such fee not exceeding \$2.50 (or such other amount as may from time to time be permitted by the Stock Exchange) as the Company may determine. Mutilated or defaced Warrant Certificates must be surrendered before replacements will be issued.
- (b) In the case of lost Warrant Certificates, Section 71A subsections (2), (3), (4), (6), (7) and (8) of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) shall apply as if “shares” referred to therein included the Warrants.

10. CALL

If at any time the aggregate of the amount of Exercise Moneys payable on exercise in full of the Warrants which have not been exercised is less than 10% of the aggregate amount of Exercise Moneys attached to all the Warrants issued under the Instrument, the Company may, on giving not less than three months’ notice to that effect, require Warrantholders either to exercise their Subscription rights or to allow them to lapse. On expiry of such notice, the unexercised Warrants shall be automatically cancelled without compensation to the Warrantholders.

11. PROTECTION OF SUBSCRIPTION RIGHTS

The Instrument will contain undertakings by and restrictions on the Company designed to protect the Subscription Rights.

12. ISSUE OF FURTHER WARRANTS

The Company shall be at liberty to issue further warrants to subscribe Shares in such manner and on such terms as it sees fits.

13. UNDERTAKINGS BY THE COMPANY

The Company will undertake in the Instrument, among other things, that:

- (a) it shall send to each Warrantholder, at the same time as the same are sent to the holders of Shares, its audited accounts and all other notices, reports and communications despatched by it to the holders of Shares generally;
- (b) it shall pay all Bermuda and Hong Kong stamp and capital duties (if any), registration fees or similar charges, if any, in respect of the execution of the Instrument, the creation and initial issue of the Warrants in registered form, the exercise of the Subscription Rights and the issue of Shares upon exercise of the Subscription Rights;
- (c) it shall keep available for issue sufficient Ordinary Capital (as defined in the Instrument) to satisfy in full all rights for the time being outstanding of subscription for and conversion into Shares; and
- (d) it shall use its best endeavours to procure that:
 - (i) at all times during the Subscription Period, the Warrants may be dealt in on the Stock Exchange (save that this obligation shall lapse in the event that the listing of the Warrants on the Stock Exchange is withdrawn following an offer for all or, any of the Warrants); and
 - (ii) all Shares allotted upon exercise of the Subscription Rights may, upon allotment or as soon as reasonably practicable thereafter, be dealt in on the Stock Exchange (save that this obligation shall lapse in the event that the listing of the Shares on the Stock Exchange is withdrawn following an offer, for all or any of the Shares where a like offer is extended to holders of the Warrants).

14. OVERSEAS WARRANTHOLDERS

None of the Subscription Rights attaching to the Warrants may be exercised by any Warrantholder whose registered address is in or, who is a national of or is resident in any territory other than Hong Kong where in the opinion of the directors, after having reviewed the register of members, the allotment of Shares to such Warrantholder upon exercise of any Subscription Rights would or may in the absence of compliance with registration or any other, special formalities in such territory, be unlawful or, impracticable under the laws of such territory or Hong Kong and each exercise of the Subscription Rights shall constitute a confirmation that the Warrantholder so exercising is not a resident or national of any such territories. In addition, the Directors shall have the discretion, if in their opinion that the foregoing restriction may apply to any exercise of Subscription Rights, to refuse to accept such exercise.

15. RIGHTS OF WARRANTHOLDERS ON WINDING-UP

- (a) In the event a notice is given by the Company to the Shareholders and at the same time to each Warrantholder as undertaken by the Company in the Instrument to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to wind-up the Company voluntarily, every Warrantholder shall be entitled by irrevocable surrender of his Warrant Certificate(s) to the Company with the Subscription Form(s) (as defined in the Instrument) duly completed, together, with payment of the Exercise Moneys or the relative portion thereof (such Subscription Form(s) and Exercise Moneys to be received by the Company not less than five business days prior to the proposed Shareholders' meeting) to be allotted and issued, as soon as possible and in any event no later than the day immediately prior to the date of the proposed Shareholders' meeting, the Shares to be issued pursuant to the exercise of the relevant Subscription Rights. The Company shall give notice to the Warrantholders of the passing of such resolution within seven days after the passing thereof.
- (b) If an effective resolution is passed during the Subscription Period for the voluntary winding-up of the Company for the purpose of reconstruction or, amalgamation pursuant to a scheme of arrangement to which the Warrantholders, or some persons designated by them for such purpose by Special Resolution, shall be a party or in conjunction with which a proposal is made to the Warrantholders and is approved by Special Resolution, the terms of such scheme of arrangement or, (as the case may be) proposal shall be binding on all the Warrantholders.
- (c) Subject to the foregoing, if an effective resolution is passed to wind up the Company, all Subscription Rights which have not been exercised at the date of the passing of such resolution will lapse and the Warrant Certificates will cease to be valid for any purpose.

16. NOTICES

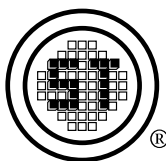
The Instrument will contain provisions relating to notices to be given to Warrantholders and the following provisions shall apply to such notices:

- (a) every Warrantholder shall register with the Company an address either in Hong Kong or elsewhere to which notices to be given to such Warrantholder are to be sent and if any Warrantholder shall fail so to do notice may be given to such Warrantholder by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for three days at the principal place of business of the Company in Hong Kong;
- (b) a notice may be given by paid advertisement of the same in both a leading English language newspaper circulated in Hong Kong and a leading Chinese language newspaper circulated in Hong Kong or, by delivery, prepaid letter (airmail in the case of an overseas address), cable or telex message; and
- (c) all notices with respect to Warrants standing in the names of joint holders shall be given to whichever, of such persons is named first in the Register and notice so given shall be sufficient notice to all the joint holders of such Warrants.

17. GOVERNING LAW

The Instrument and the Warrants will be governed by and are to be construed in accordance with the laws of Hong Kong.

NOTICE OF SGM



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

ORDINARY RESOLUTIONS

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

* *for identification purpose only*

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Shareholders”) and on and subject to the terms and conditions set out or referred to in the document to the Shareholders dated 28 November 2007 (a copy of which document has been submitted to this meeting marked “B” and signed for identification by the chairman of this meeting) and such other terms and conditions as may be determined by the directors of the Company (“Directors”) be and is hereby approved provided that (i) fractional entitlements to the Warrants shall not be issued but shall be aggregated and sold (if a net premium in excess of all expenses could be obtained) for the benefit of the Company; and (ii) no Warrants shall be offered to Overseas Shareholders and the Warrants which would otherwise have been offered to them shall be sold if a net premium in excess of all expenses of sale is obtained and to the extent that such Warrants can be sold, the net proceeds of such sale (after deducting the expenses of sale, if any) be distributed to the Overseas Shareholders pro rata to their holding of Shares at the close of business on the Record Date provided further that individual amounts of HK\$100 or less shall be retained for the benefit of the Company; and

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

2. **“THAT:–**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and conditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:–
- (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) the exercise of subscription rights attached to the warrants which might be issued by the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

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

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

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

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

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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3. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$80,000,000 divided into 800,000,000 ordinary shares of HK\$0.10 each to HK\$120,000,000 divided into 1,200,000,000 ordinary shares of HK\$0.10 each or 12,000,000,000 ordinary shares of HK\$0.01 each.”
4. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), every share of HK\$0.10 each in the issued and unissued share capital of the Company be and is hereby subdivided into ten shares of HK\$0.01 each (“Subdivided Shares”).”

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

Hong Kong, 28 November, 2007

Notes:

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