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

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

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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)**

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of the Company to be held at the Room 2605-9, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, N.T., Hong Kong on 22 June 2009 at 3:30 p.m. is set out on pages 11 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment of the meeting should you so wish.

* For identification purpose only

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DEFINITIONS

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

“AGM Notice”	the notice convening the Annual General Meeting to be held on 22 June 2009 which is set out on pages 11 to 15 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 2605-9, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, N.T., Hong Kong on 22 June 2009 at 3:30 p.m. and any adjournment thereof
“Bye-laws”	the bye-laws of the Company
“Company”	Sino-Tech International Holdings Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Repurchase Mandate and the Share Issue Mandate, approvals of which are to be sought at the AGM
“Group”	the Company and its subsidiaries
“Issue Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to allot, issue and deal with additional Shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	24 April 2009, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to repurchase fully paid Shares on the Stock Exchange up to 10 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of par value HK\$0.01 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

Executive Directors:

Mr. LAM Yat Keung (*President*)
Mr. LAM Hung Kit (*Chief Executive Officer*)
Ms. LAM Pik Wah

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. LO Wah Wai
Mr. HO Chi Fai
Mr. PAI Te-Tsun

Head office and principal place of business:

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

29 April 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM for the purpose of considering and, if thought fit, passing resolutions to approve the renewal of the general mandate granted to the Directors to issue and repurchase the Shares, the extension of general mandate to issue Shares and the re-election of directors who retire by rotation. The Board has confirmed that having made all reasonable enquiries, no shareholder of the Company is required to abstain from voting on any of the above mentioned proposed resolutions at the forthcoming AGM.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

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

Issue Mandate

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

As at the Latest Practicable Date, the Company had an aggregate of 3,797,500,100 issued Shares. Subject to the passing of the resolution for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 759,500,020 Shares, in addition to such number of Shares which may have been repurchased by the Company pursuant to the Repurchase Mandate if resolution no. 5B set out in the AGM Notice is passed.

Repurchase Mandate

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

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

LETTER FROM THE BOARD

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

RE-ELECTION OF DIRECTORS

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

Mr. LAM, aged 52, was appointed as President of the Company on 13 December 2003. He has over 29 years of experience in business development, strategic planning, policy making and research and development in the manufacturing industry in Hong Kong and the PRC, particularly in the consumer products and electronic components sectors. He is mainly responsible for strategic development and operating direction of the Group. He is the husband of Ms. Lam Pik Wah and brother-in-law of Mr. Lam Hung Kit, both of them, are executive directors of the Company.

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

At the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Lam owned 608,400,000 shares representing approximately 16.02 per cent, of the total issued share capital of the Company and 121,000,000 warrants of the Company.

Mr. HO, aged 52, was appointed as Independent Non-Executive Director of the Company on 15 January 2004. He graduated from the Hong Kong Polytechnic University in 1979 with a Higher Diploma in Accountancy. Prior to joining the Group, he had over 20 years of experience working in an international bank with particular expertise in money market operators and accounting and was the financial controller of a computer manufacturer and an electronic components manufacturer.

LETTER FROM THE BOARD

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

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

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

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Room 2605-9, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, Hong Kong on 22 June 2009 at 3:30 p.m. is set out on pages 11 to 15 of this circular.

The register of members of the Company will be closed from 18 June 2009 to 22 June 2009, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 17 June 2009.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-laws 66 of the Company.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the granting of the general mandates to issue and repurchase Shares, the extension of general mandate to issue Shares and the re-election of Directors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions to approve the same at the AGM.

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

Yours faithfully,
By Order of the Board
Sino-Tech International Holdings Limited
LAM Yat Keung
President

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 3,797,500,100 issued Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, exercise in full of the Repurchase Mandate will result in up to a maximum of 379,750,010 Shares (representing 10% of the issued share capital of the Company), being repurchased by the Company during the Relevant Period as referred to in ordinary resolution no. 5B of the AGM Notice.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earning per Share.

3. FUNDING OF REPURCHASES

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

4. GENERAL

There might be a material adverse impact on the working capital requirements or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2008) in the event that the Repurchase Mandate were exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICE

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
May	0.260	0.198
June	0.220	0.171
July	0.228	0.168
August	0.222	0.141
September	0.180	0.090
October	0.100	0.060
November	0.080	0.062
December	0.135	0.069
2009		
January	0.097	0.070
February	0.100	0.077
March	0.084	0.065
April (up to the Latest Practicable Date)	0.095	0.071

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and bye-laws of the Company and the applicable laws of Bermuda.

7. TAKEOVERS CODE CONSEQUENCE

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

As at the Latest Practicable Date, there was no controlling shareholders of the Company. Two Substantial Shareholders of the Company, Smart Number Investments Limited ("Smart Number"), and Forever Gain Profits Limited ("Forever Gain") hold approximately 16.02% and 15.27% respectively of the issued share capital of the Company. Assuming that the Repurchase Mandate is exercised in full and other things being equal, Smart Number and Forever Gain will hold approximately 17.80% and 16.97% respectively of the issued share capital of the Company.

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

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

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

8. SHARES REPURCHASE MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



SINO-TECH INTERNATIONAL HOLDINGS LIMITED

泰豐國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sino-Tech International Holdings Limited (the “Company”) will be held at the Room 2605-9, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, N.T., Hong Kong on 22 June 2009 at 3:30 p.m. for the following purposes:–

1. To receive and adopt the Audited Financial Statements, the Reports of the Directors and the Auditors for the year ended 31 December 2008;
2. To declare a final dividend for the year ended 31 December 2008;
3. To re-elect Directors and to authorize the board of Directors to fix their remuneration;
4. To re-appoint Auditors and to authorize the board of Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass the following ordinary resolutions:–

ORDINARY RESOLUTIONS

A. “**THAT:**–

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (the “Shares”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements, options and warrants, which might require the exercise of such power be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to eligible holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements, or the expense or delay which may be involved in determining the existence of extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

B. “THAT:–

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

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:–

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

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

C. “**THAT** subject to ordinary resolutions no. 5A and 5B above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 5A above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of resolution no. 5B, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5B.”

6. To transact any other ordinary business.

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

Hong Kong, 29 April 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be returned to the Company's branch registrar, 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 18 June 2009 to 22 June 2009, both days inclusive, during which period no transfer of the shares will be effected. In order to qualify for the final dividends and attending and voting at the forthcoming annual 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 for registration not later than 4:00 p.m. on 17 June 2009.