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## **SINO-TECH INTERNATIONAL HOLDINGS LIMITED**

**泰豐國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 724)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of the shareholders of Sino-Tech International Holdings Limited (the “Company”) will be held at 11:00 a.m. on Tuesday, 6 November 2012 at Suites 3208-11, Tower 2, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**“THAT:**

- (1) the provisional agreement (the “Provisional Agreement”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) dated 24 September 2012 entered into between Ever Mark Limited, as the purchaser, and China LWM Property Limited, a wholly-owned subsidiary of the Company, as the vendor relating to the disposal of the property situated on House No. 8, Severn 8, No. 8 Severn Road, The Peak, Hong Kong at the total consideration of HK\$285,000,000, be and is hereby approved, confirmed and ratified, and all transactions contemplated thereunder be and are hereby approved; and
- (2) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents which he/they consider(s) necessary, desirable or expedient to give effect to the Provisional Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

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

Hong Kong, 22 October 2012

\* *For identification purpose only*

*Note:*

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM 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 delivered to the Company's branch registrar, Tricor Tengis Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. Where there are joint holders of any shares of the Company any one of such joint holder may vote, either in person 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 SGM the vote of the senior who tenders a vote, whether in personal or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this notice, the board of the Company comprises Mr. Li Weimin (suspended), Mr. Lam Yat Keung, Mr. Lim Chuan Yang and Mr. Huang Hanshui as executive Directors; and Mr. Ho Chi Fai, Ms. Liu Yanfang and Professor Ma Hongwei as independent non-executive Directors.*