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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Sino-Tech International Holdings Limited (the “**Company**”) will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Monday, 9 November 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

(1) “**THAT**

- (a) the sale and purchase agreement dated 13 September 2009 (the “**Agreement**”) entered into between the Company, Top Victory Industries Limited, a wholly-owned subsidiary of the Company (“**Top Victory**”) as the purchaser, Mr. Li Wei Min (“**Mr. Li**”) as the vendor, for the sale and purchase of 10,000 shares (the “**Sale Shares**”) of, representing the entire issued share capital of CITIC Logistics (International) Company Limited (“**CITIC Logistics**”) (a copy of the Agreement has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of 1,620,000,000 new shares of HK\$0.01 each in the capital of the Company to Mr. Li as consideration for the sale and purchase of the Sale Shares in accordance with the terms and conditions set out in the Agreement be and is hereby approved;

\* *For identification purpose only*

- (c) the issue of convertible notes of the Company (“**Convertible Notes**”) in the principal amount of not more than HK\$1,400,400,000 to Mr. Li in accordance with the terms of the Agreement and the allotment and issue of such number of new shares of HK\$0.01 each in the capital of the Company upon exercise of conversion right attaching to the Convertible Notes at the conversion price of HK\$0.12 in accordance with the terms and conditions of the Convertible Notes be and is hereby approved; and
- (d) any one director of the Company or, if the common seal of the Company is required, any two directors of the Company, be and are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, deliver all such documents, deeds, instruments and agreements, and to do all such acts, matters and things and to take such steps as they may in their discretion consider necessary or desirable or expedient for the purpose of or in connection with these resolutions and the Agreement and to make and agree such variations of a non-material nature in or to the terms of the Agreement as they may in their discretion consider to be desirable and in the interests of the Company.”
- (2) “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$120,000,000 divided into 12,000,000,000 shares of a par value of HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 shares of a par value of HK\$0.01 each by the creation of an additional 18,000,000,000 new shares of a par value of HK\$0.01 each which shall rank pari passu in all respects with the existing shares of HK\$0.01 each in the share capital of the Company.”

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

Hong Kong, 19 October 2009

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting 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 meeting. 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 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 meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the meeting 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 meeting 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 comprises Messrs. Lam Yat Keung, Lam Pik Wah and Lam Hung Kit as executive Directors and Messrs. Lo Wah Wai, Pai Te Tsun and Ho Chi Fai as independent non-executive Directors.*