



# SINO-TECH INTERNATIONAL HOLDINGS LIMITED

## 泰豐國際集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

### FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD ON FRIDAY, 25 MARCH 2011

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$0.01 each  
in the share capital of Sino-Tech International Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3)  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us on my/our behalf at the special general meeting (and at any adjournment thereof) (the "Meeting") of the  
Company to be held at 32/F Entertainment Building, 30 Queen's Road Central, Hong Kong on Friday, 25 March 2011 at 11:00 a.m. for the purposes of  
considering, and if thought fit, passing the resolutions as set out in the notice convening the Meeting and indicated below:

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
1.	To approve, confirm and ratify the 90% Acquisition Agreement and the transactions contemplated thereunder, including and not limited to the allotment and issue of an aggregate of 743,439,182 Consideration Shares to the First Vendor and the Second Vendor (all of which are defined in the notice of Meeting), details of which are set out in the notice convening the Meeting.		
2.	To approve, confirm and ratify the 10% Acquisition Agreement and the transactions contemplated thereunder, including and not limited to the allotment and issue of 165,970,300 Consideration Shares to the Third Vendor (all of which are defined in the notice of Meeting), details of which are set out in the notice convening the Meeting.		
3.	To approve, confirm and ratify the re-election of Mr. Li Weimin as an executive Director from 4 June 2010 and to authorise the board of Directors to fix Mr. Li Weimin's remuneration, details of which are set out in the notice convening the Meeting.		
4.	To approve, confirm and ratify the re-election of Mr. Wang Jianzhi as an executive Director from 4 June 2010 and to authorise the board of Directors to fix Mr. Wang Jianzhi's remuneration, details of which are set out in the notice convening the Meeting.		
5.	To approve, confirm and ratify the re-election of Mr. Huang Hanshui as an executive Director from 4 June 2010 and to authorise the board of Directors to fix Mr. Huang Hanshui's remuneration, details of which are set out in the notice convening the Meeting.		
6.	To re-elect Academician Liu Renhuai as a non-executive Director and to authorise the board of Directors to fix Academician Liu Renhuai's remuneration, details of which are set out in the notice convening the Meeting.		
7.	To re-elect Mr. Xin Luo Lin as a non-executive Director and to authorise the board of Directors to fix Mr. Xin Luo Lin's remuneration, details of which are set out in the notice convening the Meeting.		
8.	To re-elect Ms. Liu Yanfang as an independent non-executive Director and to authorise the board of Directors to fix Ms. Liu Yanfang's remuneration, details of which are set out in the notice convening the Meeting.		
9.	To re-elect Professor Ma Hongwei as an independent non-executive Director and to authorise the board of Directors to fix Professor Ma Hongwei's remuneration, details of which are set out in the notice convening the Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011 Signature (Note 5) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. The proxy needs not be a member of the Company but must attend the Meeting in person to represent the appointor. If you wish to appoint a proxy other than the Chairman of the Meeting, strike out the words "CHAIRMAN OF THE MEETING" and insert the name and address of the person desired in the spaces provided. In the case of joint holders, if more than one of such joint holders be present, personally or by proxy, one of the persons so present whose name stands first in the Register of Members in respect of the relevant joint holding shall alone be entitled to vote.
- Please indicate with a "✓" in the space provided how you wish your vote(s) to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
- The form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned Meeting.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish.
- Any alteration made to this Form of Proxy must be initialled by the person(s) signing it.

\* For identification purpose only