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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 (the “Company”), 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)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF DIRECTORS;**
- (3) TERMINATION OF EXISTING SHARE OPTION SCHEME AND
ADOPTION OF NEW SHARE OPTION SCHEME;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Suites 3208-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 8 June 2012 at 10:00 a.m. is set out on pages 26 to 32 of this circular. Whether or not you desire to attend the meeting, you 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 at 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 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.

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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
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suites 3208-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 8 June 2012 at 10:00 a.m. and any adjournment thereof
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors of the Company
“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
“controlling shareholder”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Employee”	means any employee (whether full time or part time employee, including any executive directors but not any non-executive director and independent non-executive directors) of the Company, its subsidiaries or any Invested Entity
“Existing Scheme”	the existing share option scheme of the Company which was adopted by the Company on 28 November 2002 and expiring on 27 November 2012 and which is to be terminated upon the adoption of the New Scheme
“General Mandates”	the Repurchase Mandate and the Issue Mandate, approvals of which are to be sought at the AGM

DEFINITIONS

“General Scheme Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option scheme of the Group and which must not in aggregate exceed 10 per cent. of the Shares in issue at the date of passing of the relevant ordinary resolution for adoption of the New Scheme
“Group”	the Company and its subsidiaries
“Hong Kong”	the Special Administrative Region of the PRC
“Invested Entity”	any entity in which the Group holds any equity interest
“Issue Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to allot, issue and otherwise deal with additional Shares and other securities of the Company with an aggregate nominal amount not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	26 April 2012, 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
“New Scheme”	the share option scheme proposed to be adopted by the Company at the AGM, a summary of the principal terms of which is set out in the Appendix III
“Options”	the options to subscribe for Shares pursuant to the Existing Scheme or the New Scheme, as the context requires
“Participants”	means any person belonging to any of the following classes of participants: (a) any Eligible Employee; (b) non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity; (c) any supplier of goods or services to any member of the Group or any Invested Entity;

DEFINITIONS

- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or technological support or services to the Group or any Invested Entity;
- (f) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (g) any ex-employees who has contributed to the development and growth of the Group and any Invested Entity

“PRC”	the People’s Republic of China
“Repurchase Mandate”	the mandate proposed to be sought at the AGM to authorize the Directors to repurchase fully paid Shares on, among others, the Stock Exchange of an aggregate nominal amount of 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
“%”	per cent.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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. Li Weimin (*Chairman*)
Mr. Lam Yat Keung
Mr. Lim Chuan Yang (*Chief Executive Officer*)
Mr. Huang Hanshui

Non-executive Directors:

Mr. Xin Luo Lin

Independent non-executive Directors:

Mr. Ho Chi Fai
Ms. Liu Yanfang
Professor Ma Hongwei

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Suites 3208-11, Tower Two,
Times Square,
1 Matheson Street,
Causeway Bay
Hong Kong

30 April 2012

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
- (2) RE-ELECTION OF DIRECTORS;
- (3) TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME;
- AND
- (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the AGM to approve the renewal of the General Mandates granted to the Directors to issue and repurchase the Shares and other securities of the Company, the addition to the Issue Mandate of those Shares repurchased by the Company pursuant to the Repurchase Mandate, the re-election of Directors and the adoption of the New Scheme and the termination of the Existing Scheme. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the above mentioned proposed resolutions at the 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 otherwise 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 issued share capital of the Company on the date of passing of the relevant resolution.

As at the Latest Practicable Date, the Company had an aggregate of 11,966,698,582 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 otherwise deal with a maximum of 2,393,339,716 Shares and other securities of the Company, in addition to such number of Shares which may have been repurchased by the Company pursuant to the Repurchase Mandate if resolution no. 4B 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 issued share capital of the Company 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.

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

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors. According to bye-law 86 of the Bye-Laws, Mr. Lim Chuan Yang, who was appointed as an executive Director on 1 January 2012, will hold office until the AGM and, being eligible, will offer himself for re-election. According to bye-law 87 of the Bye-Laws, 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. Huang Hanshui, Mr. Xin Luo Lin and Ms. Liu Yanfang shall retire from their offices at the AGM.

On 30 March 2012, the Company was informed that Mr. Xin Luo Lin will not offer himself for re-election at the AGM. Therefore, save and except for Mr. Xin Luo Lin has declined to offer himself for re-election at the AGM, all the above mentioned Directors will offer themselves for re-election at the AGM.

The particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ADOPTION OF NEW SCHEME AND TERMINATION OF EXISTING SCHEME

On 28 November 2002, the Company adopted the Existing Scheme which allows the Company to grant Options to Participants for the purpose of, among others, providing incentives or rewards to Participants for their contribution to the Group. The Existing Scheme is valid and effective for a period of 10 years and will expire at the close of business on 27 November 2012. In order to enable the continuity of share option scheme available to the Company, the Board proposes to terminate the Existing Scheme and to adopt the New Scheme at the AGM.

Upon termination of the Existing Scheme, no further Options will be granted thereunder but in all other respects, the provisions of the Existing Scheme shall remain in force and all Options granted prior to such termination shall continue to be valid and exercisable in accordance therewith. As at the Latest Practicable Date, the Company had 1,365,590,530 Options granted pursuant to the Existing Scheme which remained outstanding and not exercised. Other than the Existing Scheme, the Company currently does not maintain any other share option scheme.

The purpose of the New Scheme is to provide incentives or rewards to Participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

LETTER FROM THE BOARD

Under the rules of the New Scheme, the Board has discretion to set a minimum period for which an Option has to be held before the exercise of the subscription rights attaching thereto. This discretion allows the Board to provide incentives to a Participant to remain as a Participant during the minimum period and thereby enable the Group or the relevant Invested Entity to continue to benefit from the services of such Participant during such period. This discretion, coupled with the power of the Board to impose any performance targets as it considers appropriate before any Option can be exercised, enable the Group to provide incentives to the Participants to use their best endeavours in assisting the growth and development of the Group. Although the New Scheme does not provide for the granting of Options with right to subscribe for Shares at a discount to the trading price of the Shares on the Stock Exchange, the Directors are of the view that the flexibility given to the Board in granting Options to Participants and to impose minimum period for which the Options have to be held and performance targets that have to be achieved before the Options can be exercised, will place the Group in a better position to attract human resources that are valuable to the growth and development of the Group as a whole.

No trustees will be appointed under the New Scheme.

If the adoption of the New Scheme is approved at the AGM, based on 11,966,698,582 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to grant Options under the New Scheme and any other share option scheme of the Company carrying the right to subscribe for a maximum of 1,196,669,858 Shares, representing 10 per cent. of the total number of Shares in issue as at the date of the AGM. The New Scheme is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM approving the adoption of the New Scheme and the termination of the Existing Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any Shares to be allotted and issued upon exercise of the Options which may be granted under the New Scheme at the General Scheme Limit (representing 10 per cent. of the Shares in issue as at the date of the AGM).

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to approve the adoption of the New Scheme and the termination of the Existing Scheme. So far as the Directors are aware of, as at the Latest Practicable Date, none of the Shareholders is required to abstain from voting at the AGM.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of and permission to deal in the new Shares, representing 10 per cent. of the issued share capital of the Company as at the date of the AGM, which may fall to be issued upon the exercise of any Options that may be granted under the New Scheme.

The Directors consider that it is not appropriate to state the value of all Options that may be granted pursuant to the New Scheme as if they had been granted on the Latest Practicable Date as the calculation of the value of the Options is based on a number of variables such as exercise price, exercise period, interest rate, expected volatility and other relevant variables. As no Options have been granted under the New Scheme, certain variables are not available for calculating the value of the Options. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and may be misleading to the Shareholders.

The summary of the principal terms of the New Scheme are set out in Appendix III to this circular. A copy of the New Scheme will be available for inspection at Suites 3208-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong during normal business hours from the date of this circular up to and including the date of the AGM.

ANNUAL GENERAL MEETING

The AGM will be held at Suites 3208-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 8 June 2012 at 10:00 a.m. The notice convening the AGM is set out on pages 26 to 32 of this circular.

A proxy form for use at the Annual General Meeting and any adjournment thereof is enclosed with this circular. Whether or not you are able to attend the AGM, 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 of the AGM to the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person should you so wish.

LETTER FROM THE BOARD

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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors consider that the granting of the General Mandates to issue and repurchase Shares and other securities of the Company, the addition to the Issue Mandate of those Shares repurchased by the Company pursuant to the Repurchase Mandate, the re-election of Directors, and the adoption of the New Scheme and the termination of the Existing Scheme 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 appendices to this circular.

Yours faithfully,

By order of the Board

Sino-Tech International Holdings Limited

Huang Hanshui

Executive Director

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 11,966,698,582 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 1,196,669,858 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. 4B 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 2011) 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>
2011		
April	0.225	0.133
May	0.195	0.137
June	0.161	0.133
July	0.143	0.116
August	0.124	0.091
September	0.126	0.070
October	0.094	0.059
November	0.110	0.085
December	0.103	0.084
2012		
January	0.087	0.075
February	0.090	0.074
March	0.075	0.069
April (up to the Latest Practicable Date)	Suspended	Suspended

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 shareholder of the Company. The largest Shareholder of the Company, Mr. Li Weimin ("Mr. Li") holds approximately 14.57% of the issued share capital of the Company. Assuming that the Repurchase Mandate is exercised in full and no further Shares are issued, Mr. Li will hold approximately 16.18% 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.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The following are the particulars of the Directors proposed to be elected at the Annual General Meeting in accordance with the Bye-laws:

Mr. Lim Chuan Yang (“Mr. Lim”), aged 43, was appointed as an executive director and Chief Executive Officer of the Company on 1 January 2012. Mr. Lim holds a bachelor degree of Commerce from the University of Calgary, Canada. Mr. Lim has over 18 years of experience in equity research, corporate finance and company management. He worked as an equity analyst in Standard and Poor’s during the years from 2000 to 2004. As a corporate finance professional with Deloitte Touche Tohmatsu during the years from 2004 to 2009, Mr. Lim initiated and executed a number of successful mergers and acquisitions, private placement, and restructuring transactions involving multinational corporations, PRC State-owned enterprises, and private companies. Mr. Lim is currently director of certain subsidiaries of the Company.

Save as disclosed above, Mr. Lim does not have relationship with any other Directors, senior management, substantial or controlling shareholders of the Company, and he did not hold any other positions with the Company or any of its subsidiaries nor any directorship in any listed company during the past three years.

At the Latest Practicable Date, Mr. Lim is interested in 574,065,409 Shares or underlying Shares, consisting of (i) a deemed interest in 460,923,259 Shares owned by Pioneer Blaze Limited, the issued shares of which are wholly and beneficially held by Mr. Lim; and (ii) a derivative interest in 113,142,150 Shares pursuant to Options granted to him on 30 November 2011. Save as disclosed above, Mr. Lim does not have, and is not deemed to have any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Lim has entered into a service agreement with the Company for an initial term of three years commencing from 1 January 2012, which will continue thereafter until terminated by either party by giving not less than three months’ notice in writing to the other party, and his term of office is subject to retirement by rotation and re-election in accordance with the Bye-Laws and the Listing Rules. Mr. Lim is entitled to a director’s fee of HK\$600,000 per annum and a remuneration of HK\$1,600,000 per annum for his position as Chief Executive Officer, which was determined by reference to his duties and responsibilities within the Group, the prevailing market rate and the Company’s remuneration policy. Mr. Lim is also entitled to discretionary bonus and to participate in the Company’s share option scheme at the sole discretion of the Board.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Huang Hanshui (“Mr. Huang”), aged 41, was appointed as an executive director of the Company on 9 March 2010. Mr. Huang holds an MBA degree from the National University of Singapore. Mr. Huang has some ten years of experience in equity research and corporate finance. He worked as an equity analyst in Nomura Securities and Standard & Poor’s. Mr. Huang is currently the Chief Financial Officer of CITIC Logistics (International) Company Limited, a wholly owned subsidiary of the Company, and director of certain subsidiaries of the Company.

Save as disclosed above, Mr. Huang does not have relationship with any other Directors, senior management, substantial or controlling shareholders of the Company, and he did not hold any other positions with the Company or any of its subsidiaries nor any directorship in any listed company during the past three years.

As at the Latest Practicable Date, Mr. Huang holds 86,827,895 Options to subscribe for up to 86,827,895 Shares, representing 0.73% of the issued share capital of the Company. Save as disclosed above, Mr. Huang does not have, and is not deemed to have any other interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Huang entered into a service agreement with the Company for an initial term of three years commencing from 9 March 2010, which will continue thereafter until terminated by either party by giving not less than three months’ notice in writing to the other party, and his term of office is subject to retirement by rotation and re-election in accordance with the Bye-Laws and the Listing Rules. Mr. Huang is entitled to a director’s fee of HK\$600,000 per annum and a remuneration of HK\$1,200,000 per annum for his position as Chief Financial Officer of CITIC Logistics (International) Company Limited, which was determined by reference to his duties and responsibilities within the Group, the prevailing market rate and the Company’s remuneration policy. Mr. Huang is also entitled to discretionary bonus and to participate in the Company’s share option scheme at the sole discretion of the Board.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Liu Yanfang (“Ms. Liu”), aged 47, was appointed as an independent non-executive director of the Company on 24 June 2010. Ms. Liu holds a bachelor degree in law from China University of Political Science and Law. She has over 20 years of experience working as a corporate legal counsel and in financial crimes investigations. Ms. Liu is currently a PRC practice attorney and she has been a senior partner with Allbright Law Offices situated in Shanghai since 2004. From 1992 to 2003, Ms. Liu served various positions with the Ministry of Public Security including as director of the securities crime investigation department and as deputy director of the finance department under the economic protection bureau. From 1987 to 1992, she worked as an attorney for a law firm in Hebei province.

Save as disclosed above, Ms. Liu does not have relationship with any other Directors, senior management, substantial or controlling shareholders of the Company, and he did not hold any other positions with the Company or any of its subsidiaries nor any directorship in any listed company during the past three years. As at the Latest Practicable Date, Ms. Liu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Ms. Liu accepted an appointment letter from the Company for a fixed term of three years commencing from 24 June 2010, which will continue thereafter until terminated by either party by giving not less than one month notice in writing to the other party, and her term of office is subject to retirement by rotation and re-election in accordance with the Bye-Laws and the Listing Rules. She is entitled to a director’s fee of HK\$90,000 per annum which was determined by the Board with reference to her duties and responsibilities with the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of Shareholders nor any other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in respect of the re-election of each of Mr. Lim, Mr. Huang and Ms. Liu.

This Appendix summarises the principal terms of the New Scheme but does not form part of, nor was it intended to be, part of the New Scheme.

(A) PURPOSE OF THE SCHEME

The purpose of the New Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity.

(B) WHO MAY JOIN

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of Participants, to take up Options to subscribe for Shares:

- (aa) any Eligible Employee;
- (bb) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (cc) any supplier of goods or services to any member of the Group or any Invested Entity;
- (dd) any customer of the Group or any Invested Entity;
- (ee) any person or entity that provides research, development or other technological support or services to the Group or any Invested Entity;
- (ff) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and
- (gg) any ex-employees who has contributed to the development and growth of the Group and any Invested Entity,

and, for the purposes of the New Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of Participants or any discretionary object of a Participant which is a discretionary trust.

The basis of eligibility of any of the above class of Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group and any Invested Entity based on his work experience, industry knowledge or other relevant factors, or is expected to be able to contribute to the business development of the Group and any Invested Entity based on his business connections or other relevant factors, and subject to such conditions as the Board may think fit.

(C) MAXIMUM NUMBER OF SHARES

- (aa) The maximum number of Shares to be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Scheme and any other share option scheme of the Company (including the Existing Scheme) must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time.
- (bb) The total number of Shares which may be issued upon exercise of all Options to be granted under the New Scheme and any other share option scheme of the Group (assuming no further issue or repurchase of Shares from the Latest Practicable Date until the Annual General Meeting) must not in aggregate exceed 10 per cent. of the Shares in issue as at the date of passing of the relevant ordinary resolution for the approval of the New Scheme. Options lapsed in accordance with the terms of the New Scheme will not be counted for the purpose of calculating the General Mandate Limit.
- (cc) Subject to (aa) above and without prejudice to (dd) below, the Company may seek approval of the Shareholders in general meeting and the issue of a circular containing relevant requirements of the Listing Rules to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all Options to be granted under the New Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, Options previously granted (including those outstanding, cancelled, lapsed or exercised in accordance with the New Scheme and any other share option scheme of the Company) will not be counted.
- (dd) Subject to (aa) above and without prejudice to (cc) above, the Company may issue a circular to the Shareholders and seek separate Shareholders' approval in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in (cc) above to Participants specifically identified by the Company before such approval is sought. The circular must contain a generic description of the specified participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the Options serve such purpose.

(D) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the New Scheme and any other share option scheme of the Company (including exercised, cancelled and outstanding Options) to each Participant in any 12-month period shall not exceed 1 per cent. of the issued share capital of the Company in issue (the “Individual Limit”). Any further grant of Options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant, shall be subject to the issue of a circular to the Shareholders and the Shareholders’ approval in general meeting of the Company with such Participant and his associates abstaining from voting. The circular must disclose the identity of the participant, the number and terms of the Options to be granted. The number and terms of the Options to be granted to such participant must be fixed before shareholders’ approval and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price.

(E) GRANT OF OPTIONS TO CONNECTED PERSONS

- (aa) Any grant of Options under the New Scheme to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options).
- (bb) In the event of any change in the terms of Options granted to a substantial shareholder or an independent non-executive of the Company, or any of their respective associates; or where any grant of Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
 - (i) representing in aggregate over 0.1 per cent. of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000,

such further grant of Options must be approved by the Shareholders. The Company must send a circular to the Shareholders. All Connected Persons of the Company must abstain from voting at such general meeting, except that any Connected Person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such Options must be taken on a poll.

(F) TIME OF ACCEPTANCE AND EXERCISE OF AN OPTION

An offer of grant of an Option may be accepted by a Participant within 28 days from the date of the offer of grant of the Option. A consideration of HK\$1 is payable on acceptance of the offer of grant of an Option.

An Option may be exercised in accordance with the terms of the New Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date on which the offer for the grant of Options is made but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof and to the minimum period for which the Option has to be held before it can be exercised as the Directors may at their discretion determine. No minimum period for which the Option has to be held before it can be exercised is specified in the New Scheme.

(G) PERFORMANCE TARGETS

Unless the Directors otherwise determined and stated in the offer of the grant of Options to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Scheme can be exercised.

(H) SUBSCRIPTION PRICE FOR SHARES

The subscription price for Shares under the New Scheme shall be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of Shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a Share. Without prejudice to the generality of the foregoing, the Directors may grant Options in respect of which the subscription price is fixed at different prices for each different period during the option period provided that the subscription price for Share for each of the different period shall not be less than the subscription price determined in the aforesaid manner.

(I) RANKING OF SHARES

- (aa) Shares allotted upon the exercise of an Option will be subject to all the provisions of the bye-law of the Company and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first business day in Hong Kong on which the register of members of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the grantee as the holder thereof.
- (bb) Unless the context otherwise requires, references to “Shares” in this paragraph include references to shares in the ordinary equity share capital of the Company of such nominal amount as shall result from a sub-division, consolidation, re-classification or reduction of the share capital of the Company from time to time.

(J) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

No offer for grant of Options shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in accordance with the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the meeting of the Directors for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), and (ii) the deadline for the Company to publish an announcement of its results for year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no Option may be granted.

The Directors may not grant any Option to a Participant who is a Director during the periods or times in which Directors are prohibited from dealing in shares pursuant to the Model Code for Securities Transactions by Directors of Listed Companies prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(K) PERIOD OF THE NEW SCHEME

The New Scheme will remain in force for a period of 10 years commencing on the date on which the New Scheme becomes unconditional.

(L) RIGHTS ON CEASING EMPLOYMENT

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death or for serious misconduct or other grounds referred to in subparagraph (n) below before exercising his Option in full, the Option (to the extent which has become exercisable and not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine in which event the grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation, which will be taken to be the last day on which the grantee was at work with the Group or the Invested Entity whether salary is paid in lieu of notice or not.

(M) RIGHTS ON DEATH

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason of his or her death before exercising the Option in full, his or her personal representative(s) may exercise the Option (to the extent which has become exercisable not already exercised) in whole or in part within a period of 12 months, following the date of death or such longer period as the Board may determine.

(N) RIGHTS ON DISMISSAL

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason that he has been guilty of misconduct or has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Eligible Employee's service contract with the Company or the relevant subsidiary or the relevant Invested Entity, his or her Option will lapse automatically on the date the Eligible Employee ceases to be an Eligible Employee.

(O) RIGHTS ON BREACH OF CONTRACT

If the Directors will at their absolute discretion determine that the grantee of any Option (other than an Eligible Employee) or his or her associate has committed any breach of any contract entered into between the grantee or his or her associate on the one part and the Group or any Invested Entity on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, the Directors shall determine that the outstanding Option granted to the grantee shall lapse. In such event, his or her Option will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(P) RIGHTS ON A GENERAL OFFER

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, shareholders of the Company. If such offer becomes or is declared unconditional, a grantee shall be entitled to exercise his or her Option (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his or her Option at any time before the close of such offer (or any revised offer). Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

(Q) RIGHTS ON WINDING UP

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time no later than two business days prior to the date on which such resolution is passed, exercise his or her Option (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the New Scheme and shall accordingly be entitled, in respect of the Shares falling to be allotted and issued upon the exercise of his or her Option, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the Shares in issue on the day prior to the date of the passing of the resolution to windup the Company. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date of the commencement of the winding-up of the Company.

**(R) RIGHTS ON COMPROMISE OR ARRANGEMENT BETWEEN THE COMPANY
AND ITS CREDITORS**

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and its members (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement, and thereupon any grantee (or his or her legal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by Court be entitled to exercise his or her Option (to the extent such which has become exercisable and not already exercised), but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require such grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his or her Option so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically on the date the proposed compromise or arrangement becomes effective.

(S) ADJUSTMENTS TO THE SUBSCRIPTION PRICE OR NUMBER OF SECURITIES

In the event of capitalization issue, rights issue, sub-division or consolidation of shares or reduction of capital of the Company whilst an Option remains exercisable, such corresponding alterations (if any) certified by the auditors for the time being or an independent financial adviser to the Company as fair and reasonable will be made to the number or nominal amount of Shares the subject matter of the Share Option Scheme and the Option so far as unexercised or the subscription price for Shares provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled prior to such alteration and that the aggregate subscription price payable by a grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; (ii) no alteration shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and (iii) no such adjustment will be required in circumstances whether there is an issue of Shares or other securities of the Group as consideration in a transaction. In addition, in respect of any such adjustments, other than any made on a capitalisation issue, such auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

(T) CANCELLATION OF OPTIONS

Any cancellation of Options granted but not exercised must be approved by Shareholders in general meeting, with Participants and their associates abstaining from voting. Where the Company cancels Options and issues new ones to the same option holder, the issue of such new Options may only be made under a scheme with available unissued Options (excluding the cancelled Options) within the limit approved by Shareholders as mentioned in paragraph (c).

(U) TERMINATION OF THE NEW SCHEME

The Company may by resolution in general meeting at any time terminate the New Scheme and in such event no further Options shall be offered but in all other respects the provisions of the New Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the New Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Scheme.

(V) RIGHTS ARE PERSONAL TO THE GRANTEE

An Option is personal to the grantee and shall not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such grantee.

(W) LAPSE OF OPTION

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (aa) the expiry of the period referred to paragraph (f);
- (bb) the expiry of the periods or dates referred to in paragraphs (l), (m), (n), (o), (p) (q) and (r); and
- (cc) the date on which a breach of the provision restriction on transfer and assignment of an Option referred to in paragraph (v) is committed.

(X) OTHERS

- (aa) The terms and conditions of the New Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of grantees of the Options except with the approval of the Shareholders in general meeting.
- (bb) Any alterations to the terms and conditions of the New Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Scheme.
- (cc) The amended terms of the New Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.
- (dd) Any change to the authority of the Directors or the scheme administrators in relation to any alteration to the terms of the New Scheme shall be approved by the Shareholders in general meeting.

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 (the “Meeting”) of Sino-Tech International Holdings Limited (the “Company”) will be held at Suites 3208-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 8 June 2012 at 10:00 a.m. for the following purposes:–

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor’s report for the year ended 31 December 2011;
2.
 - A. To re-elect Mr. Lim Chuan Yang as an executive director of the Company.
 - B. To re-elect Mr. Huang Hanshui as an executive director of the Company.
 - C. To re-elect Ms. Liu Yanfang as an independent non-executive director of the Company.
 - D. To authorize the remuneration committee of the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:–

ORDINARY RESOLUTIONS

4. 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 of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise 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;
- (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 otherwise 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

NOTICE OF ANNUAL GENERAL MEETING

(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;

“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).”

NOTICE OF ANNUAL GENERAL MEETING

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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** subject to ordinary resolutions no. 4A and 4B above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with unissued Shares and other securities of the Company pursuant to resolution no. 4A 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. 4B, 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. 4B.”
5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Scheme”, a copy of which marked “A” is produced to the Meeting and signed by the chairman of the Meeting for identification purpose), the New Scheme be and is hereby approved and adopted and with effect from the date of the New Scheme becoming unconditional and coming into effect, the Company’s existing share option scheme adopted on 28 November 2002 be terminated and the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme, including but without limitation:
- (a) to administer the New Scheme under which options will be granted to participants eligible under the New Scheme to subscribe for shares of the Company;
 - (b) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendment;
 - (c) to issue and allot from time to time such number of shares in the capital of the Company which may fall to be issued and allotted pursuant to the exercise of the options granted under the New Scheme, provided always that the total number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option schemes of the

NOTICE OF ANNUAL GENERAL MEETING

Company shall not in aggregate exceed 10% of the issued share capital of the Company as at the date of passing of this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Scheme, and provided also that the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time;

- (d) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Scheme.”

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

Hong Kong, 30 April 2012

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Suites 3208-11, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

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 at 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 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 shares shall alone be entitled to vote in respect thereof.

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