



SEMTECH INTERNATIONAL HOLDINGS LIMITED

先科國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 724)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Semtech International Holdings Limited (the “Company”) will be held at Room 2605-09, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong, at 9:30 a.m. on Tuesday, 24th October 2006 or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

SPECIAL RESOLUTION

1. **“THAT** subject to the due registration of the new name with the Registrar of Companies in Bermuda, the name of the Company be changed from “Semtech International Holdings Limited” to “Sino-Tech International Holdings Limited” and on such change of name becoming effective, the new Chinese name of “泰豐國際集團有限公司” be adopted to replace the existing Chinese name of “先科國際集團有限公司” for identification only and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may deem necessary or desirable to effect the change of name.”

By order of the Board of

Semtech International Holdings Limited

Lam Yat Keung

President

28th September, 2006

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a shareholder of the Company.
2. The instrument appointing a 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.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be delivered to the Company's principal place of business in Hong Kong at Room 2605-09, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, New Territories, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Completion and return of the instrument appointing a proxy will not preclude shareholders from attending and voting in person at the meeting convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, then the vote of the senior who tenders a vote 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 in respect of the joint holding.

As of the date hereof, the executive directors of the Company are Mr. Lam Yat Keung, Ms. Lam Pik Wah and Mr. Lam Hung Kit and the independent non-executive directors are Mr. Lo Wah Wai, Mr. Ho Chi Fai and Mr. Pai Te Tsun.

* *for identification purpose only*