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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** the Special General Meeting (the “Meeting”) of Sino-Tech International Holdings Limited (the “Company”) will be held at Room 2605-09, CCT Telecom Building, 11 Wo Shing Street, Fotan, Shatin, Hong Kong on Saturday, 31 October 2009 at 10:00 a.m. to consider, and if thought fit pass, with or without amendments, the following resolution which will be proposed as an ordinary resolution:–

#### **ORDINARY RESOLUTION**

**“THAT:–**

- (A) the sale and purchase agreement (the “Agreement”) dated 28 September 2009, a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, entered into between the Company and Mr. Sher Tak Chi (the “Purchaser”) pursuant to which, subject to the fulfilment of the conditions set out therein, the Company agreed to sell and the Purchaser agreed to purchase the entire issued share capital of Classic Line International Limited (the “Target Subsidiary”) and the interest free shareholder’s loan outstanding and owing as at completion of the Agreement by the Target Subsidiary to the Company, the transactions contemplated thereunder, be and are hereby approved; and

\* *For identification purpose only*

(B) the directors of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be necessary or desirable in connection with the Agreement and the performance thereof, including, without limitation:–

- (i) the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements;
- (ii) the amendment of the terms of the Agreement; and
- (iii) the taking of all other actions necessary to implement the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 13 October 2009

*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 Mr. Lam Yat Keung, Ms. Lam Pik Wah and Mr. Lam Hung Kit as executive Directors and Mr. Lo Wah Wai, Mr. Pai Te Tsun and Mr. Ho Chi Fai as independent non-executive Directors.*