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*This announcement, for which the directors of Chengdu Top Sci-Tech Company Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



**成都托普科技股份有限公司**  
**Chengdu Top Sci-Tech Company Limited \***

*(a joint stock limited company incorporated in the People’s Republic of China with limited liability)*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of Chengdu Top Sci-Tech Company Limited (“the Company”) will be held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the PRC on Monday, 18 November 2002 at 10:00 a.m. for the following purposes:-

As special resolution:

1. To consider and approve the resolution and subject to and conditional upon approval of and permission to deal with the H Shares in the share capital of the Company, which are intended to be issued by the Company, by the Growth Enterprise Market of the Stock Exchange and approval of the resolution by the China Securities Regulatory Committee, a mandate is to be given to the board of Directors:
  - (a) to place and/or issue Domestic Shares and/or H Shares within a period of twelve months from the date of the resolution provided that the

number of Domestic Shares and/or H Shares to be placed and/or issued shall not exceed 20% of the numbers of Domestic Shares and H Shares respectively in issue as at the date on which this resolution is passed (“20% limit”);

- (b) to decide within the 20% limit the number of Domestic Shares and/or H Shares to be placed and/or issued and to deal with matters arising out of and incidental to such placement and/or issue of new Shares; and
- (c) to make such necessary amendments to articles 17, 18 and 21 of the Articles of Association to reflect changes in the share capital of the Company arising out of such placement and/or issue of Shares;

such mandate to remain effect for a period of twelve months from the date of passing of the resolution or until the revocation in variation of the mandate by a special resolution of the holders of the Shares.

By Order of the Board  
**Li Zheng Bin**  
*Chairman*

Chengdu, the PRC, 3 October 2002

*Notes:*

**1. Eligibility for attending the EGM**

Holders of H Shares of the Company whose names appear on the register of members maintained by Hong Kong Registrars Limited at the close of business on 19 October 2002 and holders of Domestic Shares of the Company whose names appear on the Domestic Shares register maintained by the Company at the close of business on 19 October 2002 are eligible to attend the EGM.

**2. Proxy**

- (i) A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on its behalf. A proxy need not be a shareholder.
- (ii) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign, or other authorisation document(s) must be notarised.

(iii) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of Domestic Shares, to the Company and, in the case of holders of H Shares, to Hong Kong Registrars Limited, not less than 24 hours before the time designated for convening the EGM.

### **3. Registration procedures for attending the EGM**

(i) A shareholder or his proxy shall produce proof of identity when attending the EGM. If a shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such persons to attend the meeting.

(ii) Holders of H Shares and Domestic Shares intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before 28 October 2002.

(iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

### **4. Closure of Register of Members**

The register of members of the Company will be closed from 19 October 2002 to 17 November 2002 (both days inclusive).

### **5. Other Business**

(i) The EGM will not last for more than one day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

(ii) The address of the Share Registrar for the H Shares of the Company, Hong Kong Registrars Limited is at:

Rooms 1901-1905,  
19/F, Hopewell Centre,  
183 Queen's Road East,  
Wan Chai,  
Hong Kong

(iii) The registered address of the Company is at:

Tu Qiao Industrial Development Zone  
Jin Niu District  
Chengdu  
The People's Republic of China  
Telephone No.: (+86) 28-87659988-2801  
Facsimile No.: (+86) 28-87689440

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*

*\* For identification purpose only*