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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)

RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting (“EGM”) of Chengdu Top Sci-Tech Company Limited (“the Company”) was held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the PRC at 10:00 a.m. on Monday, 18 November 2002. Mr. Li Zheng Bin presided over the EGM as the chairman of the EGM. Shareholders of the Company and their proxies, Directors and Supervisors of the Company attended the EGM.

After reviewing the resolution proposed by the Board of Directors, the following resolution was passed as a special resolution at the EGM:

1. 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 Commission, a mandate was approved 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 respective number of Domestic Shares and H Shares in issue as at the date on which this resolution was 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 effective for a period of twelve months from the date the resolution was passed or until the revocation or 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, 18 November 2002

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* *For identification purpose only*