

Telephone : 8628-8282 0038

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2. 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 Stock Exchange of Hong Kong Limited and/or Securities and Futures Commission (if required), 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 until the conclusion of the next annual general meeting of the Company following the passing of the resolution or 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, whichever is the earliest.

B. Ordinary Resolutions:

- 3. To consider and approve the report of the Board of Directors for year 2002.
- 4. To consider and approve the report of the Supervisory Committee for year 2002.
- 5. To consider and approve the auditors’ report and financial statements of the Group for year 2002.

6. To consider and approve the appointment of Mr Wang Zu Lung as executive Director of the Company. (Note 1)
7. To consider and approve the appointment of Professor Wang Ming Dong as independent non-executive Director of the Company. (Note 2)
8. To consider and approve the appointment of Ms. Xiao Bin as independent non-executive Director of the Company. (Note 3)
9. To consider and approve the appointment of auditors of the Company for year 2003 and to authorise the Board of Directors to determine their remuneration.
10. To authorise the Board of Directors to determine the Directors' remuneration for year 2003.
11. To authorise the Board of Directors to determine the Supervisors' remuneration for year 2003.
12. To approve and authorise the Company to continue to conduct the transaction according to the Construction Contractor Agreement entered into between the Company and Sichuan Top Sci-Tech Development Company on 8 March 2001 (details of which have been set out on page 103 of the prospectus of the Company issued on 26 March 2001). (Note 4)
13. To approve and authorise the Company to continue to conduct the transaction pursuant to the Contract Materials Supply Agreement entered into between the Company and Sichuan Top Computer Company Limited (previously known as Sichuan Top Electronics Technology Company Limited) on 8 March 2001 (details of which have been set out on page 105 of the prospectus of the Company issued on 26 March 2001). (Note 4)

By order of the Board
Li Zheng Bin
Chairman

Chengdu, PRC

28 March 2003

Notes:

1. Biography of Mr. Wang Zu Long

Mr. Wang Zu Long (王祖龍), aged 31. Mr. Wang is a vice president of the Company. He graduated with a diploma of corporate finance from Chengdu Radio and Television University. Mr. Wang joined the Company on 17 February 2000 and was assistant vice president of the Company. He possessed experiences in commercial software development and sales.

2. **Biography of Professor Wang Ming Dong**

Professor Wang Ming Dong (王明東), aged 64. Mr. Wang is a professor and a Ph. D mentor of Chengdu Electronic Technology University. He graduated with a bachelor degree in automation from Chengdu Electronic Technology University (formerly known as Chengdu Telecommunication Engineering School). Mr. Wang was vice programme leader of electronic engineering, programme leader of wireless electricity, vice principal and operating vice principal of Chengdu Electronic Technology University, and vice president of Sichuan Electronic Academy Committee.

3. **Biography of Ms. Xiao Bin**

Ms. Xiao Bin (肖彬), aged 35. Ms. Xiao is the general manager of International Business Department of Sichuan branch of China Agricultural Bank. She graduated from economic of Southwest University of Finance and Economics and obtained a bachelor degree and subsequently, a master degree in economic. Ms. Xiao joined International Business Department of Sichuan branch of China Agricultural Bank in April 1993 and was manager of International Clearing Department, assistant to general manager, manager of Customer Relation Department and vice general manager of International Business Department.

4. **Resolutions in which connected persons shall abstain from voting**

The connected persons of this transaction (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) shall abstain from voting in relation to this resolution.

5. **Eligibility for attending the Annual General Meeting**

Holders of the Company's H Shares whose names appear on the Register of Members maintained by Hong Kong Registrars Limited and holders of domestic shares whose names appear on the domestic shares register maintained by the Company at the close of business on 21 April 2003 are eligible to attend the Annual General Meeting.

6. **Proxy**

- (i) A member eligible to attend and vote at the Annual General Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on behalf of him. A proxy needs 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) shall 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 holding of the Annual General Meeting.

- (iv) A proxy may exercise the right to vote by a show of hands or by poll. However, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote by poll.

7. Registration procedures for attending the Annual General Meeting

- (i) A shareholder or his proxy shall produce proof of identity when attending the meeting. 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 Annual General Meeting 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 Annual General Meeting should return the reply slip for attending the Annual General Meeting to the Company on or before 22 April 2003.
- (iii) Shareholders may send the above reply slip to the Company (Attention: Office of the Board) in person, by post or by fax.

8. Closure of Register of Members

The register of members of the Company will be closed from 13 April 2003 to 12 May 2003 (both days inclusive).

9. Other Businesses

- (i) The Annual General Meeting will not last for more than one day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (ii) The address of the Share Registrar for H Shares of the Company, Hong Kong Registrars Limited, is at:

Rooms 1901-5
19/F., Hopewell Centre
183 Queen's Road East
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

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This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least 7 days from the date of its publication.

** For identification purpose only*