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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)

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING

The annual general meeting (“AGM”) of Chengdu Top Sci-Tech Company Limited (“the Company”) has been held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People’s Republic of China at 10:00 a.m. on Tuesday, 13 May 2003. Mr. Li Zheng Bin presided over the AGM as the chairman of the AGM. Shareholders of the Company and their proxies, Directors and Supervisors of the Company attended the AGM.

A. The following resolutions were passed as special resolutions at the AGM:

1. Article 3 of the Article of Association of the Company was approved to be amended as follows:

“Article 3 Address : Tu Qiao Industrial Development Zone,
Jin Niu District, Chengdu,
The People’s Republic of China

Postal Code : 610091

Telephone : 8628-8282 0038

Fax : 8628-8282 0039”

2. 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 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 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. The following resolutions were passed as ordinary resolutions at the AGM:

- 3. The report of the Board of Directors for year 2002 was approved.
- 4. The report of the Supervisory Committee for year 2002 was approved.
- 5. The auditors’ report and financial statements of the Group for year 2002 were approved.
- 6. The appointment of Mr. Wang Zu Lung as executive Director of the Company was approved and will be effective from 1 June 2003 to the expiry of the term of the current session of Board of Directors.

7. The appointment of Professor Wang Ming Dong as independent non-executive Director of the Company was approved and will be effective from 1 June 2003 to the expiry of the term of the current session of Board of Directors.
8. The appointment of Ms. Xiao Bin as independent non-executive Director of the Company was approved and will be effective from 1 June 2003 to the expiry of the term of the current session of Board of Directors.
9. The appointment of PricewaterhouseCoopers Certified Public Accountants as the auditors of the Company for year 2003 was approved and the Board of Directors was authorised to determine the auditors' remuneration.
10. The Board of Directors was authorised to determine the Directors' remuneration for year 2003.
11. The Board of Directors was authorised to determine the Supervisors' remuneration for year 2003.
12. The Company was authorised 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).
13. The Company was authorised 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).

By order of the Board
Li Zheng Bin
Chairman

Chengdu, PRC, 13 May 2003

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* *For identification purpose only*