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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 Friday, 14 November 2003 at 10:00 a.m. for the following purposes:-

As ordinary resolutions:

1. To consider and approve the terms of the Composite Services Agreement (as defined in the announcement made by the Company dated 10 September 2003) entered into by the Company and Top Group Technology Development Company Limited on 19 September 2003 and the transactions contemplated therein. *(Note 1)*

2. To consider and approve the terms of the Supply Agreement (as defined in the announcement made by the Company dated 10 September 2003) entered into by the Company and Top Group Technology Development Company Limited on 19 September 2003 and the transactions contemplated therein. (*Note 1*)

By Order of the Board
Li Zheng Bin
Chairman

Chengdu, the PRC, 24 September 2003

Notes:

1. **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.

2. **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 15 October 2003 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 15 October 2003 are eligible to attend the EGM.

3. **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.

4. **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 24 October 2003.

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

5. **Closure of Register of Members**

The register of members of the Company will be closed from 15 October 2003 to 13 November 2003 (both days inclusive).

6. **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) 28-8282 0038
Facsimile No.: (+86) 28-8282 0039

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** For identification purpose only*