

## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold** all your shares in Chengdu Top Sci-Tech Company Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

This circular, for which the directors (“**Directors**”) of Chengdu Top Sci-Tech Company Limited (the “**Company**”) 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 of the Company having made all reasonable enquires, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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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)*

(Stock Code: 8135)

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company to be held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People's Republic of China on Monday, 28 June 2004 at 3:00 p.m. is set out on page 10 to page 25 of this circular.

A form of proxy for the annual general meeting is enclosed. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, Rooms 1901-1905, 19th Floor, Hopewell center, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for 7 days from the date of its posting.

\* For identification purpose only

13 May 2004

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## CHARACTERISTICS OF GEM

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**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People’s Republic of China on 28 June 2004 at 3:00 p.m. or any adjournment thereof
Articles of Association	the existing articles of association of the Company adopted on 25th October 2000 (as amended subsequently)
“Board”	the board of directors of the Company
“Company”	Chengdu Top Sci-Tech Company Limited, a joint stock limited liability company incorporated in The People’s Republic of China
“Directors”	directors of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“RMB”	Reminbi, the lawful currency of the People’s Republic of China
“Share(s)”	share(s) of nominal value of RMB0.10 each in the share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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)*

(Stock Code: 8135)

*Directors:*

Li Zheng Bin

Ma Jun

Fan Jing Ru

Chen Zhong Hao

Wang Zu Long

Huang Wei Bin<sup>#</sup>

Yang Ji Ke\*

Wang Ming Dong\*

Xiao Bin\*

<sup>#</sup> *Non-executive Directors*

\* *Independent non-executive Directors*

*Registered office:*

Top Technology City

Tu Qiao Industrial Development Zone

Jin Niu District

Chengdu

The People's Republic of China

*Head office and principal place  
of business in the PRC:*

Top Technology City

Tu Qiao Industrial Development Zone

Jin Niu District

Chengdu

The People's Republic of China

*Principal place of business  
in Hong Kong:*

Room 1112, K. Wah Centre

191 Java Road

North Point

Hong Kong

13 May 2004

*To the Shareholders*

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**INTRODUCTION**

The Stock Exchange has revised its GEM Listing Rules based on the results of the "Consultation Conclusions on Proposed Amendments to the Listing Rules Relating to Corporate Governance Issues". The new changes require listed companies to amend certain provisions of its articles of association. The revised GEM Listing Rules has come into effect on 31 March 2004.

\* *For identification purpose only*

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## LETTER FROM THE CHAIRMAN

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At the AGM, the Board will propose to amend the Company's Articles of Association to meet the new requirements of the revised GEM Listing Rules as well as the need of the Company's development.

The purpose of this circular is to provide you with further details of the proposed amendments to the Articles of Association, and to seek your approval at the AGM in connection with such matters.

### PROPOSED AMENDMENTS

The proposed amendments to the Articles of Association are set out in appendix to this circular and basically involve and reflect the following arrangements:

1. the legal status of the Company becoming a sino-foreign joint stock limited liability company under the laws of the People's Republic of China;
2. change of the postal code of the Company's address;
3. the replacement of Securities and Futures (Clearing) Ordinance by Securities and Future Ordinance;
4. the numbers of members of the board of Director shall be in the range from 7 to 15;
5. the numbers of members of the supervisory committee shall be in the range from 3 to 7;
6. there should be at least 1 member being the representative of the shareholders and 1 member being the representative of the labour association of the Company in the Supervisory Committee;
7. where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted;
8. the minimum 7 day period for lodgment by any shareholder of the notice to nominate a Director shall commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than 7 days before the date of such meeting; and
9. a Director shall abstain from voting at the Board meeting on any matter in which he or any of his associates has a material interest and shall not be counted towards the quorum of the relevant Board meeting.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM.

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## LETTER FROM THE CHAIRMAN

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### ANNUAL GENERAL MEETING

A reply slip and a form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete and return the reply slip in accordance with the instructions printed thereon to the registered office of the Company as soon as possible but in any event by 8 June 2004. The enclosed form of proxy should be completed and returned to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, Rooms 1901-1905, 19th Floor, Hopewell center, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable and in any event by not later than 24 hours before the time fixed for the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

### RECOMMENDATION

The Directors are of the opinion that the proposal referred to in this circular is in the best interests of the Company and its shareholders and recommend all Shareholders to vote in favour of the resolutions relating to the amendment to the articles of association to be proposed at the AGM.

Yours faithfully,

On behalf of the Board of Directors of  
**Chengdu Top Sci-Tech Company Limited**

**Li Zheng Bin**

*Chairman*

The following are the proposed amendments to the Articles of Association

1. Article 1 of the Articles of Association be amended in manner as follows:

(a) Existing version

“The Company (or referred as “Company”) is established in the People’s Republic of China (hereinafter “PRC”) as a joint stock limited liability company in accordance with the PRC Company Law (abbreviated as “Company Law”), the Standard Opinion for Joint Stock Companies, the Overseas Listing Special Regulations passed by the State Council (abbreviated as “Special Regulations”) and the administrative regulations and other relevant law of the nation.

The Company was established with capital by Cheng Ti Gai Zi (1992) No. 238 “Approval in relation to the establishment of Chengdu Top Sci-Tech Company Limited” issued by Chengdu Commission for Restructuring the Economic System of Sichuan, the PRC and a business licence dated 24 January 1993 issued by Chengdu Municipal Administration for Industry and Commerce. The number of the business licence was “5101001802297”.

In 1995, the Company was undergone a rationalization based on the Company Law in accordance with the requirements of Guo Fa (1995) No. 17 “Notification in relation to rationalize the limited liability company and joint stock limited company according to the PRC Company Law issued by the State Council”. Such rationalization was obtained Ling Ban (1996) No. 51 “Approval for recognition of Chengdu Top Sci-Tech Company Limited in relation to re-rationization in accordance with the Company Law”.

The Promoters for the establishment of the Company in 1993 were Sichuan Top Sci-Tech Company, Chengdu Top Sci-Tech Development Company and Sichuan Top Computer Equipment Factory. After transfers of shares, the Company has domestic shareholders, Sichuan Top Software Company Limited, Sichuan Top Sci-Tech Company (Promoter), Sichuan Top Electronics Technology Company Limited, Chengdu Tuoan Sci-Tech Information Company Limited, Chengdu Taohuayuan New Technology Research Company Limited, Chengdu Top Information Network Engineering Company Limited and individual shareholders.”

(b) Amended version

“The Company (or referred as “Company”) is established in The People’s Republic of China (hereinafter “PRC”) as a joint stock limited liability company in accordance with the PRC Company Law (abbreviated as “Company Law”), the Standard Opinion for Joint Stock Companies, the Overseas Listing Special Regulations passed by the State Council (abbreviated as “Special Regulations”) and the administrative regulations and other relevant law of the nation.

The Company was established with capital by Cheng Ti Gai Zi (1992) No. 238 “Approval in relation to the establishment of Chengdu Top Sci-Tech Company Limited” issued by Chengdu Commission for Restructuring the Economic System of Sichuan, the PRC and a business licence dated 24 January 1993 issued by Chengdu Municipal Administration for Industry and Commerce. The number of the business licence was “5101001802297”. On 30 March 2001, the Company was



listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, becoming a sino-foreign joint stock limited liability company. Based on the registration with Sichuan Provincial Administration for Industry and Commerce, the number of the business licence be changed to “Qi Gu Chuan Zong Zi No: 002272”.

In 1995, the Company was undergone a rationalization based on the Company Law in accordance with the requirements of Guo Fa (1995) No. 17 “Notification in relation to rationalize the limited liability company and joint stock limited company according to the PRC Company Law issued by the State Council”. Such rationalization was obtained Ling Ban (1996) No. 51 “Approval for recognition of Chengdu Top Sci-Tech Company Limited in relation to re-rationalization in accordance with the Company Law”.

The Promoters for the establishment of the Company in 1993 were Sichuan Top Sci-Tech Company, Chengdu Top Sci-Tech Development Company and Sichuan Top Computer Equipment Factory. After transfers of shares, the Company has domestic shareholders, Sichuan Topsoft Investment Company Limited (formerly known as Sichuan Top Software Company Limited), Sichuan Top Sci-Tech Company (Promoter), Sichuan Top Computer Company Limited (formerly known as Sichuan Top Electronics Technology Company Limited), Chengdu Tuoan Sci-Tech Information Company Limited, Chengdu Taohuayuan New Technology Research Company Limited, Chengdu Top Information Network Engineering Company Limited and individual shareholders.”

2. Article 3 of the Articles of Association be amended in manner as follows:

(a) Existing version

“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”

(b) Amended version

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

Postal Code : 610036

Telephone : 8628-8282 0038

Fax : 8628-8282 0039”

3. “Securities and Futures (Clearing) Ordinance (Hong Kong Law Chapter 420)” be amended as “Securities and Futures Ordinance (Hong Kong Law Chapter 571)” in the Articles 67 of the Article of Association.

4. Article 96 of the Articles of Association be amended in manner as follows:

(a) Existing version

“The Company has a board of directors. The board of directors is formed by 10 members of directors with one chairman, 7 executive directors and 3 independent non-executive directors (that is independent from shareholders and not worked internally for the Company).”

(b) Amended version

“The Company has a board of directors. The board of directors is formed by 7 to 15 members of directors with one chairman and has at least 3 independent non-executive directors.”

5. Article 116 of the Articles of Association be amended in manner as follows:

(a) Existing version

“The supervisory committee is formed by 5 members of supervisors with a term of 3 years and eligible for re-election upon the expiration of the term.

The supervisory committee has one chairman. The appointment and removal of the chairman shall be effective on the resolution passed by two third of the members of the supervisory committee. The chairman is eligible for re-election upon the expiration of the term.”

(b) Amended version

“The supervisory committee is formed by 3 to 7 members of supervisors with a term of 3 years and eligible for re-election upon the expiration of the term.

The supervisory committee has one chairman. The appointment and removal of the chairman shall be effective on the resolution passed by two third of the members of the supervisory committee. The chairman is eligible for re-election upon the expiration of the term.”

6. Article 117 of the Articles of Association be amended in manner as follows:

(a) Existing version

“Of the members of the supervisory committee, there should be at least 4 members representing shareholders and 1 member representing the labour association of the Company. The shareholders representative is appointed and removed by the general meeting of shareholders. The labour association representative is appointed and removed by the democratic election of the Company’s labour association.

The number of external supervisors (that is not internally worked for the Company) should be more than half of the member of the supervisory committee. There should be 2 independent supervisors (that is independent from Shareholders and not worked internally for the Company) in the members of external supervisors. The external supervisors have the right to report independently in the shareholders' meeting regarding the integrity, dignity and responsibility of the Company's managerial personnel."

(b) Amended version

"Of the members of the supervisory committee, there should be at least 1 member representing shareholders and 1 member representing the labour association of the Company. The shareholders representative is appointed and removed by the general meeting of shareholders. The labour association representative is appointed and removed by the democratic election of the Company's labour association."

7. A new paragraph be added immediately after the existing Article 74 of the Articles of Association for the purpose of meeting the new requirements of the revised GEM Listing Rules as follows:

"If according to the relevant regulations from the Stock Exchange at which the shares of the Company are traded, the shareholder (including the shareholder's representative) has to follow the instruction and abstain from voting or agree or reject the resolution, any contrary to the relevant regulations or limitations, the vote is invalid and should not be counted in the result of voting."

8. A new paragraph be added immediately after the first paragraph of the existing Article 97 of the Articles of Association for the purpose of meeting the new requirements of the revised GEM Listing Rules as follows:

"The length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given, should be commenced no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting."

9. A new paragraph be added immediately after the existing Article 104 of the Articles of Association for the purpose of meeting the new requirements of the revised GEM Listing Rules as follows:

"A director or any of his associate(s), supervisor, general manager, vice-general manager and other senior managerial staff, who has direct or indirect material interest in contract, transaction or arrangement with the Company disregarding whether it is signed or under negotiation (other than the service contract made by the Company with director, supervisor, general manager, vice-general manager and other senior managerial staff) and whether such event is required approval from the board of directors in the ordinary course of business, should as soon as reasonably report and disclose the nature and extent of interest to the board of directors.

## **APPENDIX PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

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The director shall not vote on any board resolution approving any contract, transaction or arrangement in which he or any of his associate(s) has a material interest nor shall he be counted in the quorum present at the meeting.

The Company has the right to cancel such contract, transaction or arrangement unless the interested director or any of his associate(s), supervisor, general manager, vice-general manager and other senior managerial staff does in advance report and disclose to the board of directors and is not counted in the quorum present at the meeting and does not join on the approval of such resolution. However, it is an exception if the contracting party honestly does not know that the relevant director, supervisor, general manager, vice-general manager and other senior managerial staff is in breach of his fiduciary duty.

The Company's director and any of his associate(s), supervisor, general manager, vice-general manager and other senior managerial staff, if interested by his related person(s) in such contract, transaction or arrangement, is deemed to be interested.”



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)*  
(Stock Code: 8135)

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Chengdu Top Sci-Tech Company Limited (“the Company”) will be held at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People’s Republic of China on Monday, 28 June 2004 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

**A. Special Resolutions:**

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 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.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- 2 To approve the proposed amendments to the Articles of Association of the Company (details of the amendments are set out in Note 1).

### B. Ordinary Resolutions:

3. To consider and approve the report of the Board of Directors for year 2003.
4. To consider and approve the report of the Supervisory Committee for year 2003.
5. To consider and approve the auditors' report and financial statements of the Group for year 2003.
6. To consider and approve the appointment of Mr. Long Ji Gang as executive Director of the Company. (Note 2)
7. To consider and approve the appointment of Mr. Chen Wei Xin as executive Director of the Company. (Note 3)
8. To consider and approve the appointment of Mr. Chen Bao Yu as executive Director of the Company. (Note 4)
9. To consider and approve the appointment of Mr. Xu Jian Ping as non-executive Director of the Company. (Note 5)
10. To consider and approve the appointment of Mr. Zhang Yao Neng as Supervisor of the Company. (Note 6)
11. To consider and approve the appointment of Mr. Lian Chun Hua as Supervisor of the Company. (Note 7)
12. To consider and approve the appointment of Mr. Xu Bo as Supervisor of the Company. (Note 8)
13. To consider and approve the appointment of Mr. Zeng Ji Yong as Supervisor of the Company. (Note 9)
14. To consider and approve the proposed re-appointment to the next Session of the Board of Directors of the Company. The directors proposed to be re-appointed to the next Session of the Board of Directors of the Company are as follows:

#### **Executive Directors**

Mr. Li Zheng Bin (Note 10)

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# NOTICE OF ANNUAL GENERAL MEETING

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## Independent Non-executive Directors

Professor Yang Ji Ke (Note 11)

Professor Wang Ming Dong (Note 12)

Ms. Xiao Bin (Note 13)

15. To consider and approve the appointment of auditors of the Company for year 2004 and to authorise the Board of Directors to determine their remuneration.
16. To authorise the Board of Directors to determine the Directors' remuneration for year 2004.
17. To authorise the Board of Directors to determine the Supervisors' remuneration for year 2004.
18. To approve and authorise the Company to conduct the transaction in the year 2003 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 14)
19. To approve and authorise the Company to conduct the transaction in the year 2003 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 14)

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

The Board of Directors of the Company comprises of:

Mr. Li Zheng Bin (*Executive Director*)  
Ms. Ma Jun (*Executive Director*)  
Mr. Fan Jing Ru (*Executive Director*)  
Mr. Chen Zhong Hao (*Executive Director*)  
Mr. Wang Zu Long (*Executive Director*)  
Mr. Huang Wei Bin (*Non-executive Director*)  
Professor Yang Ji Ke (*Independent Non-executive Director*)  
Professor Wang Ming Dong (*Independent Non-executive Director*)  
Ms. Xiao Bin (*Independent Non-executive Director*)

Chengdu, the PRC  
13 May 2004

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# NOTICE OF ANNUAL GENERAL MEETING

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## Notes:

### 1. Amendments to the Articles of Association

The following are the proposed amendments to the Articles of Association.

(i) Article 1 of the Articles of Association be amended in manner as follows:

(a) Existing version

“The Company (or referred as “Company”) is established in the People’s Republic of China (hereinafter “PRC”) as a joint stock limited liability company in accordance with the PRC Company Law (abbreviated as “Company Law”), the Standard Opinion for Joint Stock Companies, the Overseas Listing Special Regulations passed by the State Council (abbreviated as “Special Regulations”) and the administrative regulations and other relevant law of the nation.

The Company was established with capital by Cheng Ti Gai Zi (1992) No. 238 “Approval in relation to the establishment of Chengdu Top Sci-Tech Company Limited” issued by Chengdu Commission for Restructuring the Economic System of Sichuan, the PRC and a business licence dated 24 January 1993 issued by Chengdu Municipal Administration for Industry and Commerce. The number of the business licence was “5101001802297”.

In 1995, the Company was undergone a rationalization based on the Company Law in accordance with the requirements of Guo Fa (1995) No. 17 “Notification in relation to rationalize the limited liability company and joint stock limited company according to the PRC Company Law issued by the State Council”. Such rationalization was obtained Ling Ban (1996) No. 51 “Approval for recognition of Chengdu Top Sci-Tech Company Limited in relation to re-rationalization in accordance with the Company Law”.

The Promoters for the establishment of the Company in 1993 were Sichuan Top Sci-Tech Company, Chengdu Top Sci-Tech Development Company and Sichuan Top Computer Equipment Factory. After transfers of shares, the Company has domestic shareholders, Sichuan Top Software Company Limited, Sichuan Top Sci-Tech Company (Promoter), Sichuan Top Electronics Technology Company Limited, Chengdu Tuonan Sci-Tech Information Company Limited, Chengdu Taohuayuan New Technology Research Company Limited, Chengdu Top Information Network Engineering Company Limited and individual shareholders.”

(b) Amended version

“The Company (or referred as “Company”) is established in The People’s Republic of China (hereinafter “PRC”) as a joint stock limited liability company in accordance with the



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## NOTICE OF ANNUAL GENERAL MEETING

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PRC Company Law (abbreviated as “Company Law”), the Standard Opinion for Joint Stock Companies, the Overseas Listing Special Regulations passed by the State Council (abbreviated as “Special Regulations”) and the administrative regulations and other relevant law of the nation.

The Company was established with capital by Cheng Ti Gai Zi (1992) No. 238 “Approval in relation to the establishment of Chengdu Top Sci-Tech Company Limited” issued by Chengdu Commission for Restructuring the Economic System of Sichuan, the PRC and a business licence dated 24 January 1993 issued by Chengdu Municipal Administration for Industry and Commerce. The number of the business licence was “5101001802297”. On 30 March 2001, the Company was listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, becoming a sino-foreign joint stock limited liability company. Based on the registration with Sichuan Provincial Administration for Industry and Commerce, the number of the business licence be changed to “Qi Gu Chuan Zong Zi No: 002272”.

In 1995, the Company was undergone a rationalization based on the Company Law in accordance with the requirements of Guo Fa (1995) No. 17 “Notification in relation to rationalize the limited liability company and joint stock limited company according to the PRC Company Law issued by the State Council”. Such rationalization was obtained Ling Ban (1996) No. 51 “Approval for recognition of Chengdu Top Sci-Tech Company Limited in relation to re-rationalization in accordance with the Company Law”.

The Promoters for the establishment of the Company in 1993 were Sichuan Top Sci-Tech Company, Chengdu Top Sci-Tech Development Company and Sichuan Top Computer Equipment Factory. After transfers of shares, the Company has domestic shareholders, Sichuan Topsoft Investment Company Limited (formerly known as Sichuan Top Software Company Limited), Sichuan Top Sci-Tech Company (Promoter), Sichuan Top Computer Company Limited (formerly known as Sichuan Top Electronics Technology Company Limited), Chengdu Tuohan Sci-Tech Information Company Limited, Chengdu Taohuayuan New Technology Research Company Limited, Chengdu Top Information Network Engineering Company Limited and individual shareholders.”

(ii) Article 3 of the Articles of Association be amended in manner as follows:

(a) Existing version

“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”

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) Amended version

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

Postal Code : 610036

Telephone : 8628-8282 0038

Fax : 8628-8282 0039”

(iii) “Securities and Futures (Clearing) Ordinance (Hong Kong Law Chapter 420)” be amended as “Securities and Futures Ordinance (Hong Kong Law Chapter 571)” in the Articles 67 of the Article of Association.

(iv) Article 96 of the Articles of Association be amended in manner as follows:

(a) Existing version

“The Company has a board of directors. The board of directors is formed by 10 members of directors with one chairman, 7 executive directors and 3 independent non-executive directors (that is independent from shareholders and not worked internally for the Company).”

(b) Amended version

“The Company has a board of directors. The board of directors is formed by 7 to 15 members of directors with one chairman and has at least 3 independent non-executive directors.”

(v) Article 116 of the Articles of Association be amended in manner as follows:

(a) Existing version

“The supervisory committee is formed by 5 members of supervisors with a team of 3 years and eligible for re-election upon the expiration of the term.

The supervisory committee has one chairman. The appointment and removal of the chairman shall be effective on the resolution passed by two third of the members of the supervisory committee. The chairman is eligible for re-election upon the expiration of the term.”

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) Amended version

“The supervisory committee is formed by 3 to 7 members of supervisors with a term of 3 years and eligible for re-election upon the expiration of the term.

The supervisory committee has one chairman. The appointment and removal of the chairman shall be effective on the resolution passed by two third of the members of the supervisory committee. The chairman is eligible for re-election upon the expiration of the term.”

(vi) Article 117 of the Articles of Association be amended in manner as follows:

(a) Existing version

“Of the members of the supervisory committee, there should be at least 4 members representing shareholders and 1 member representing the labour association of the Company. The shareholders representative is appointed and removed by the general meeting of shareholders. The labour association representative is appointed and removed by the democratic election of the Company’s labour association.

The number of external supervisors (that is not internally worked for the Company) should be more than half of the member of the supervisory committee. There should be 2 independent supervisors (that is independent from Shareholders and not worked internally for the Company) in the members of external supervisors. The external supervisors have the right to report independently in the shareholders’ meeting regarding the integrity, dignity and responsibility of the Company’s managerial personnel.”

(b) Amended version

“Of the members of the supervisory committee, there should be at least 1 member representing shareholders and 1 member representing the labour association of the Company. The shareholders representative is appointed and removed by the general meeting of shareholders. The labour association representative is appointed and removed by the democratic election of the Company’s labour association.”

(vii) A new paragraph be added immediately after the existing Article 74 of the Articles of Association for the purpose of meeting the new requirements of the revised GEM Listing Rules as follows:

“If according to the relevant regulations from the Stock Exchange at which the shares of the Company are traded, the shareholder (including the shareholder’s representative) has to follow the instruction and abstain from voting or agree or reject the resolution, any contrary to the relevant regulations or limitations, the vote is invalid and should not be counted in the result of voting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (viii) A new paragraph be added immediately after the first paragraph of the existing Article 97 of the Articles of Association for the purpose of meeting the new requirements of the revised GEM Listing Rules as follows:

“The length of the period, during which notice to the Company of the intention to propose a person for election as a director and during which notice to the Company by such person of his willingness to be elected may be given, should be commenced no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”

- (ix) A new paragraph be added immediately after the existing Article 104 of the Articles of Association for the purpose of meeting the new requirements of the revised GEM Listing Rules as follows:

“A director or any of his associate(s), supervisor, general manager, vice-general manager and other senior managerial staff, who has direct or indirect material interest in contract, transaction or arrangement with the Company disregarding whether it is signed or under negotiation (other than the service contract made by the Company with director, supervisor, general manager, vice-general manager and other senior managerial staff) and whether such event is required approval from the board of directors in the ordinary course of business, should as soon as reasonably report and disclose the nature and extent of interest to the board of directors.

The director shall not vote on any board resolution approving any contract, transaction or arrangement in which he or any of his associate(s) has a material interest nor shall he be counted in the quorum present at the meeting.

The Company has the right to cancel such contract, transaction or arrangement unless the interested director or any of his associate(s), supervisor, general manager, vice-general manager and other senior managerial staff does in advance report and disclose to the board of directors and is not counted in the quorum present at the meeting and does not join on the approval of such resolution. However, it is an exception if the contracting party honestly does not know that the relevant director, supervisor, general manager, vice-general manager and other senior managerial staff is in breach of his fiduciary duty.

The Company’s director and any of his associate(s), supervisor, general manager, vice-general manager and other senior managerial staff, if interested by his related person(s) in such contract, transaction or arrangement, is deemed to be interested.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### 2. Biography of Mr. Long Ji Gang

Mr. Long Ji Gang (龍繼剛), aged 34. Mr. Long is a vice president of the Company and also the chairman of the board of directors of a subsidiary, Shaanxi Top Sci-Tech Company Limited. He is mainly in charge of business and management of the subsidiary. He graduated with a bachelor degree in computer engineering from Chengdu Electronic Technology University. Mr. Long joined the Company on 20 July 1995 and was engaged in computer networking and subsequently, sales of the Company's products. He was project manager of the Company. Mr. Long holds 4% interest of Shaanxi Top Sci-Tech Company Limited, such interest is required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 3. Biography of Mr. Chen Wei Xin

Mr. Chen Wei Xin (陳維信), aged 32. Mr. Chen is the general manager of taxation and construction business division of the Company. He is mainly in charge of development and implementation of taxation software. He graduated with a bachelor degree in computer and application from Sichuan University. Mr. Chen joined the Company on 12 June 1996 and was engaged in development of various local taxation projects. He was a senior programmer of software project room and the general manager of taxation software business division of the Company. He is one of key participating members in the development of the Company's products, TS Studio Tax Management Information System and CenTS Tax Management Information System. Mr. Chen participated the State Ninth Five-Year Plan Major Technological Project and the Key Technology and Application of the Local Taxation Integrated Framework Project. Mr. Chen is a director of a subsidiary, Chengdu Top Huaxi Information System Company Limited, and holds 3% interest of such subsidiary, such interest is required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 4. Biography of Mr. Chen Bao Yu

Mr. Chen Bao Yu (陳寶玉), aged 35. He is the chairman of the supervisory committee and assistant president of the Company. He graduated with a bachelor degree in electronic instrument engineering from Chengdu Electronic Technology University. He is also an engineer. Mr. Chen joined the Company on 1 October 1993. He was the sales manager of the Company's Chengdu office and Shenzhen office, manager of the department of information system business and assistant general manager of the Company. Mr. Chen holds 0.004142% interest of the Company, such interest is required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 5. Biography of Mr. Xu Jian Ping

Mr. Xu Jian Ping (許建平), aged 41. In 1984, he graduated from Chengdu Electronic Technology University with a bachelor degree in electronic engineering and subsequently obtained a Ph. D degree in electronic letters, circuits and systems in 1989. In 1993, he completed research study and obtained a doctorate degree in electrical engineering from University of Federal Defense Munich at Germany. In 1994, he completed research study and obtained a doctorate degree in electrical engineering and computer systems from University of Illinois at Chicago, USA. Mr. Xu joined the Top Group Sci-Tech Development Company Limited ("Top Group") in 1999. He is the senior vice president of Top Group. He was a professor, Ph. D tutor in Southwest Jiaotong University and the manager of a large networking power company. Mr. Xu was one of the awarders of the 1997 Council Government Special Subsidy. He participated many researches on the subject of electrical engineering at home and abroad and has also published over 90 academic papers at home and abroad. He holds 0.14% interest of Sichuan Top Sci-Tech Development Company. Mr. Xu has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 6. Biography of Mr. Zhang Yao Neng

Mr. Zhang Yao Neng (張耀能), aged 32. Mr. Zhang is a system analyst and the senior manager of taxation and construction business division of the Company. He is mainly in charge of development and implementation of taxation software. He graduated with a bachelor degree in computerization of accounting from Guizhou University. Mr. Zhang joined the Company on 10 August 1999 and was

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## NOTICE OF ANNUAL GENERAL MEETING

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engaged in development of various local taxation projects. He was a senior programmer of software project room as well as a senior programmer, senior manager, and project manager of taxation software project room of the Company. He is one of key participating members in the development of the Company's product, TS Studio Tax Management Information System. Mr. Zhang participated the State Ninth Five-Year Plan Major Technological Project and the Key Technology and Application of the Local Taxation Integrated Framework Project. Mr. Zhang has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of supervisor's service is 3 years. The amount of the supervisor's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market conditions. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 7. **Biography of Mr. Lian Chun Hua**

Mr. Lian Chun Hua (連春華), aged 30. Mr. Lian is a system analyst and the general manager of social insurance and office automation business division of the Company. He is mainly in charge of development and marketing of social insurance and office automation software. He graduated with a bachelor degree and a master degree in mathematics from Lanzhou University. Mr. Lian joined the Company on 4 May 1999. He was an officer of social insurance software testing room, the senior manager of electronic software testing room, officer of finance software development centre and the general manager of application software development centre. Previously, Mr. Lian worked as senior programmer, system analyst, project manager in a large computer system company. Mr. Lian is a director of a subsidiary, Chengdu Top Huaxi Electronics Technology Company Limited, and holds 3% interest of such subsidiary, such interest is required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. The term of supervisor's service is 3 years. The amount of the supervisor's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market conditions. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 8. **Biography of Mr. Xu Bo**

Mr. Xu Bo (徐波), aged 32. Mr. Xu is the head of marketing department for Southwest region of the Company. He joined the Company on 20 July 1995 and was the head of maintenance department, engineering department and traffic business department. He also participated into the implementation of many large system integration projects. Mr. Xu acted as a supervisor of Sichuan Topsoft Investment Company Limited, a company listed in Shenzhen Stock Exchange, during the period from 19 February 2001 to 19 February 2004. He holds 0.035288% interest of Sichuan Top Sci-Tech Development Company. Mr. Xu holds 0.0011538% interest of the Company, such interest is required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. The term of supervisor's service is 3 years. The amount of the supervisor's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic

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## NOTICE OF ANNUAL GENERAL MEETING

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salaries and discretionary bonus payments, and is determined according to his performance and working experience, the Company's results and market conditions. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 9. Biography of Mr. Zeng Ji Yong

Mr. Zeng Ji Yong (曾吉勇), aged 37. Mr. Zeng is an accountant. He graduated with a bachelor degree in economic management from Harbin University of Science and Technology. During the period from 12 April 2000 to 4 April 2004, Mr. Zeng worked for Top Group Sci-Tech Development Company Limited and was the senior in charge of accounting review department, the officer of accounting financial control department and the controller of accounting department. Previously, he worked in a large electronic enterprise and performed accounting management duties. Mr. Zeng joined Sichuan Topsoft Investment Company Limited, a company listed in Shenzhen Stock Exchange, on 5 April 2004 and works as the controller of accounting management department in carrying out accounting management duties. Mr. Zeng has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of supervisor's service is 3 years. The amount of the supervisor's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonuses payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholder or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 10. Biography of Mr. Li Zheng Bin

Mr. Li Zheng Bin (李正彬), aged 36. Mr. Li is the chairman of board of Directors. He graduated with a bachelor degree in industrial management engineering from Beijing Polytechnic University. He is mainly in charge of the strategic planning and business development of the Company. He joined the Company on 10 February 1993. He was the vice chairman of board of Directors and the general manager. Mr. Li has been a director of Sichuan Topsoft Investment Company Limited ("Topsoft Investment"), a company listed in Shenzhen Stock Exchange, since 19 February 2001. He holds 0.0086% interest of Topsoft Investment and 1.58% interest of Sichuan Top Sci-Tech Development Company. Mr. Li holds 0.147929% interest of the Company, such interest is required to be notified to the Company and the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonuses payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.



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## NOTICE OF ANNUAL GENERAL MEETING

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### 11. Biography of Professor Yang Ji Ke

Professor Yang Ji Ke (楊紀珂), aged 83. In 1944, he graduated from Jiaotong University in Tangshan. In 1948, he graduated from Ohio State University with master's degree. In 1955, he returned to China, and has been associate researcher of China Science Academy Chemical Metallurgy Institute and Biological Physics Institute, professor of Chin Science and Technology University, vice governor of Anhui Province, standing committee member of National People's Congress, vice director of National People's Congress Environmental Resource Protection Committee, central standing vice chairman of Chinese Zhigong Party, general-director of China Energy Research Association, vice president of China Quality Management Association, vice president of China Statistics Institute. Professor Yang is current a member of the standing committee of Chinese People's Political Consultative Conference, vice director of CPPCC Population Environment Resource Committee, part-time professor of Qinghua University 21st Institute, and head of Beijing Tianheng Sustainable Development & Research Institute. Professor Yang joined the Company on 1 October 2000. Professor Yang has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonuses payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 12. 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). Professor Wang was vice programme leader of electrical engineering, programme leader of wireless electricity, vice principal and operating ice principal of Chengdu Electronic Technology University, and vice president of Sichuan Electronic Academy Committee. Professor Wang joined the Company on 1 June 2003. Professor Wang has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in his service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonuses payments, and is determined according to his performance and working experience, the Company's results and market condition. Saved as aforesaid, he is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 13. Biography of Ms. Xiao Bin

Ms. Xiao Bin (肖彬), aged 35. Ms. Xiao is the general manager of international business department and one of the members of loan approval committee 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. Ms. Xiao joined the Company on 1 June 2003. Ms. Xiao has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. The term of director's service is 3 years. The amount of the director's remuneration to be specified in her service contract shall not be exceeding RMB200,000 per annum, including basic salaries and discretionary bonuses payments, and is determined according to her performance and working experience, the Company's results and market condition. Saved as aforesaid, she is not related to any directors, supervisors, senior management, management shareholders or controlling shareholders of the Company. The Board would like to confirm that there are no other matters that need to be brought to the attention of holders of securities of the Company.

### 14. 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.

### 15. 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 7 June 2004 are eligible to attend the Annual General Meeting.

### 16. Voting method

The voting method in the Annual General Meeting will be proceeded by poll.

### 17. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 shall exercise the right to vote by poll.

### 18. 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 8 June 2004.

(iii) Shareholders may send the above reply slip to the Company (Attention: Office of the Board) in person, by post or by fax.

### 19. Closure of Register of Members

The register of members of the Company will be closed from 29 May 2004 to 27 June 2004 (both days inclusive).

### 20. 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

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## NOTICE OF ANNUAL GENERAL MEETING

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

Top Technology City  
Tu Qiao Industrial Development Zone  
Jin Niu District  
Chengdu  
The People's Republic of China

Telephone : 8628-8282 0038

Fax : 8628-8282 0039



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)

**Proxy Form for Annual General Meeting**

Number of Shares related to this proxy form <sup>(Note 1)</sup>	H Shares/Domestic Shares*
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I(We)<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_, Shareholders' Account: \_\_\_\_\_ and Identity No.: \_\_\_\_\_, being the holder(s) of \_\_\_\_\_ H Share(s)/Domestic Share(s)\*<sup>(Note 1)</sup> of Chengdu Top Sci-Tech Company Limited (the "Company") now appoint<sup>(Note 3)</sup> \_\_\_\_\_, Identity No.: \_\_\_\_\_ (of \_\_\_\_\_), or failing him the Chairman of the meeting as my(our) proxy to attend and vote for me(us) on the following resolutions in accordance with the instruction(s) below and on my(our) behalf at the Annual General Meeting to be held at 3:00 p.m. on Monday, 28 June 2004, at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu, the People's Republic of China, for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.<sup>(Note 6)</sup>

A. Special Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1. To 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.		
2. To approve the amendments to the Articles of Association of the Company		
<b>B. Ordinary Resolutions</b>		
3. To approve the report of the Board of Directors for year 2003.		
4. To approve the report of the Supervisory Committee for year 2003.		
5. To approve the auditors' report and financial statements of the Group for year 2003.		
6. To approve the appointment of Mr. Long Ji Gang as executive Director of the Company.		
7. To approve the appointment of Mr. Chen Wei Xin as executive Director of the Company.		
8. To approve the appointment of Mr. Chen Bao Yu as executive Director of the Company.		
9. To approve the appointment of Mr. Xu Jian Ping as non-executive Director of the Company.		
10. To approve the appointment of Mr. Zhang Yao Neng as Supervisor of the Company.		
11. To approve the appointment of Mr. Lian Chun Hua as Supervisor of the Company.		
12. To approve the appointment of Mr. Xu Bo as Supervisor of the Company.		
13. To approve the appointment of Mr. Zeng Ji Yong as Supervisor of the Company.		
14. To approve the proposed re-appointment to the next Session of the Board of Directors of the Company. The directors proposed to be re-appointed to the next Session of the Board of Directors of the Company are as follows: <b>Executive Directors</b> Mr. Li Zheng Bin <b>Independent Non-executive Directors</b> Professor Yang Ji Ke Professor Wang Ming Dong Ms. Xiao Bin		
15. To approve the appointment the auditors of the Company for year 2004 and to authorise the Board of Directors to determine their remuneration.		
16. To authorise the Board of Directors to determine the Directors' remuneration for year 2004.		
17. To authorise the Board of Directors to determine the Supervisors' remuneration for year 2004.		
18. 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).		
19. To approve and authorise the Company to continue to conduct the transaction according 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).		

Date: \_\_\_\_\_ 2004 Signature: \_\_\_\_\_<sup>(Note 5)</sup>

- Notes:
- Please insert the number of Share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
  - Please insert full name(s) and address(es) in BLOCK LETTERS.
  - Please insert the name and address of your proxy. If this is left blank, the chairman of the Annual General Meeting will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
  - Attention: If you wish to vote FOR any resolution, please indicate with a "4" in the appropriate space under "For". If you wish to vote AGAINST any resolution, please indicate with a "4" in the appropriate space under "Against". In the absence of any such indication, the proxy will vote or abstain at his discretion.
  - This form of proxy must be signed underhand by you or your attorney duly authorised in that behalf. If the appointer is a corporation, this form must be signed under its common seal or under hand by any directors or agents duly appointed by such corporation.
  - This form of proxy together with the power of attorney or other authorisation document(s) which have been notarised, must be delivered, in the case of a holder of Domestic Share(s), to the Company and in the case of a holder of H Share(s), to Hong Kong Registrars Limited, at least 24 hours before the time designated for the holding of the Annual General Meeting.
  - The connected persons of such transactions (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 such resolutions.
  - Completion and delivery of this form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip of Annual General Meeting attendance, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* Please delete as appropriate.  
# For identification purpose only



成都托普科技股份有限公司

**Chengdu Top Sci-Tech Company Limited<sup>#</sup>**

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

### Reply Slip for Annual General Meeting

I/(We) \_\_\_\_\_

of \_\_\_\_\_

Telephone number: \_\_\_\_\_ and Fax number: \_\_\_\_\_ ,

being the holder(s) of \_\_\_\_\_ H Share(s)/Domestic Share(s)\* of

Chengdu Top Sci-Tech Company Limited (the "Company") hereby reply that I/(We) wish to attend or

appoint a proxy to attend on my/(our) behalf the annual general meeting (the "AGM") to be held at

3:00 p.m. on Monday, 28 June 2004, at Xiruan, Top Road, Hong Guang Zhen, Pi County, Chengdu,

the People's Republic of China.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*Note:* Eligible shareholders who wish to attend the AGM are advised to complete and return this reply slip to the Office of the Board of the Company at Tu Qiao Industrial Development Zone, Jin Niu District, Chengdu, the PRC by post or by fax to 8628-8282 0039. Failure to sign and return this reply slip, however, will not preclude an eligible shareholder from attending the AGM.

\* *Please delete as appropriate.*

# *For identification purpose only*