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This announcement, for which the directors of Chengdu Top Sci-Tech Company Limited 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 (the "GEM Listing Rules") for the purpose of giving information with regard to Chengdu Top Sci-Tech Company Limited. 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)

(Stock Code: 8135)

CHANGE OF AUDITORS AND ANTICIPATED DELAY IN ANNOUNCING THE RESULTS FOR YEAR 2004

Messrs. KLL Associates CPA Limited be proposed by the Board for appointment as the auditors of the Company to carry out the audit on the revised financial statements of the Group for year 2003 in continuance of the retired auditors of the Company, Messrs. PricewaterhouseCoopers, Certified Public Accountants, which would not participate into the Re-audit; and to carry out the audit on the financial statements of the Group for year 2004 and to hold office until the conclusion of the next annual general meeting of the Company in place of Messrs. RSM Nelson Wheeler, Certified Public Accountants, which do not accept the appointment as the auditors of the Company as they could not reach an agreement with the Board regarding the auditors' remuneration in respect of the financial statements for year 2004.

The appointment of Messrs. KLL Associates CPA Limited as the auditors of the Company is subject to the approval by the shareholders of the Company at an extraordinary general meeting to be held pursuant to the articles of association of the Company.

The Company anticipates that the change of auditors will cause delay in announcing the Group's results for year 2004.

At the request of the Company, the trading of the Company's H shares has been suspended since 2:30 p.m. on 19 April 2004, pending release of an announcement in relation to price sensitive information. Trading of the Company's H shares continues to be suspended pending the release of further announcement relating to the financial assistance transactions.

The board of directors (the "Board") of Chengdu Top Sci-Tech Company Limited (the "Company") hereby announces that Messrs. KLL Associates CPA Limited be proposed for appointment as the auditors of the Company to carry out the audit on the revised financial statements of the Company and its subsidiaries (the "Group") for year 2003 ("Re-audit") in continuance of the retired auditors of the

Company, Messrs. PricewaterhouseCoopers, Certified Public Accountants, which would not participate into the Re-audit; and at the same time, to carry out the audit on the financial statements of the Group for year 2004 and to hold office until the conclusion of the next annual general meeting of the Company in place of Messrs. RSM Nelson Wheeler, Certified Public Accountants, which do not accept the appointment as the auditors of the Company as they could not reach an agreement with the board of directors regarding the auditors' remuneration in respect of the financial statements for year 2004. Messrs. RSM Nelson Wheeler, Certified Public Accountants, was appointed as the auditors of the Company by the annual general meeting of the Company held on 28 June 2004 and the board of directors was authorized to determine the auditors' remuneration.

By 20 December 2004, Messrs. PricewaterhouseCoopers, Certified Public Accountants, notified us that they would not participate in the Re-audit as their role of auditors of the Company being retired upon the annual general meeting of the Company on 28 June 2004.

The appointment of Messrs. KLL Associates CPA Limited as the auditors of the Company is subject to the approval by the shareholders of the Company at an extraordinary general meeting to be held pursuant to the articles of association of the Company. The Company will announce and dispatch the notice of extraordinary general meeting of the Company to the shareholders of the Company as soon as practicable.

The Company anticipates that the change of auditors will cause delay in announcing the Group's results for year 2004. As required by the GEM Listing Rules of the Stock Exchange, the latest timing regarding the release of the Group's results for year 2004 is 31 March 2005. The Board is unable to determine when the Group's results for year 2004 can be released until the above-mentioned audits are completed. Further announcement will be made in this regard.

At the request of the Company, the trading of the Company's H shares has been suspended since 2:30 p.m. on 19 April 2004, pending release of an announcement in relation to price sensitive information. Trading of the Company's H shares continues to be suspended pending the release of further announcement relating to the financial assistance transactions.

By order of the Board
Chen Bao Yu
Chairman

As at the date of this announcement, the members of the Board are:

Mr. Chen Bao Yu (*Executive Director*)
Mr. Long Ji Gang (*Executive Director*)
Mr. Chen Wei Xin (*Executive Director*)
Mr. Xu Jian Ping (*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,
10 March 2005

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* For identification purpose only