
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 of Sino Stride Technology (Holdings) Limited (the "Company"), you should at once hand this circular to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited 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.

**SINO STRIDE TECHNOLOGY (HOLDINGS) LIMITED****中程科技集團有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8177)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

A form of proxy for the Annual General Meeting of the Company to be held at the Kellett Room III, 3/F, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 6 June 2005 at 10:30 a.m. is enclosed with this Circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at G/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the Annual General Meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person.

This Circular, for which the directors of 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 on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this circular 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 circular misleading; and (3) 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.

This circular will remain on the "Latest Company Announcement" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.

* For identification only

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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.

LETTER FROM THE BOARD OF DIRECTORS



SINO STRIDE TECHNOLOGY (HOLDINGS) LIMITED

中程科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

Executive Directors:

Chau Chit (*Chairman & Chief Executive Officer*)
Wong Wai Tin
Shen Yue

Non-Executive Directors:

Wong Wai Kwan
Ng Chong Khim

Independent Non-Executive Directors:

Cai Xiao Fu
Shi Jian Jun
Li Xiaoqiang

Registered Office:

Century Yard
Cricket Square
Hutchins Drive
P. O. Box 2861
George Town
Grand Cayman
British West Indies

*Head office and principal
place of business in Hong Kong:*

Rm 1208
12/F Harcourt House
39 Gloucester Road
Wan Chai
Hong Kong

*Principal place of business
in the PRC:*

Building G
Zhejiang University
National Science Park
No. 525 Xi Xi Road
Hangzhou
The PRC
PC: 310013

13 May 2005

To shareholders of the Company

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the annual general meeting for the year ended 31 December 2004 (the “Annual General Meeting”) of Sino Stride Technology (Holdings) Limited (the “Company”) to be held at the

* For identification only

LETTER FROM THE BOARD OF DIRECTORS

Kellett Room III, 3/F, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 6 June 2005 at 10:30 a.m., resolution will be proposed to grant to the directors (the “Directors”) of the Company general mandate to allot, issue and deal with new shares of the Company and repurchase shares of the Company. This circular contains the explanatory statement in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and give all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolutions.

GENERAL MANDATE TO ISSUE SHARES

At the forthcoming Annual General Meeting of the Company to be held on Monday, 6 June 2005, an ordinary resolution as set out as Resolution No. 5A in the notice convening the Annual General Meeting will be proposed to grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution.

GENERAL MANDATE TO REPURCHASE SHARES

At the forthcoming Annual General Meeting of the Company to be held on Monday, 6 June 2005, an ordinary resolution as set out as Resolution No. 5B in the notice convening the Annual General Meeting will be proposed to grant the Directors a general mandate to repurchase shares of the Company (the “Repurchase Mandate”) on the GEM of the Stock Exchange up to a limit of 10 per cent. in aggregate of the Company’s issued share capital at the date of passing the Resolution No. 5B during the period ending on the earliest of the date of the next Annual General meeting, the date by which the next Annual General Meeting of the Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands and the date upon which the Resolution No. 5B is revoked or varied by shareholders in general meeting. This will allow the Company to repurchase its own shares, inter alia, on-market in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out on the Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote or against the Resolution No. 5B to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

LETTER FROM THE BOARD OF DIRECTORS

GENERAL INFORMATION

The notice convening the Annual General Meeting of the Company is set out in Appendix III to this Circular.

A form of proxy for the Annual General Meeting is enclosed with this Circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at G/F, Bank of East Asia, Harbour view Centre, 56 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the Annual General Meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person.

PROCEDURE BY WHICH A POLL MAY BE DEMANDED

Under the Articles of Association, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder.

A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded by:

- (i) the chairman of such meeting; or
- (ii) at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (iv) a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

LETTER FROM THE BOARD OF DIRECTORS

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Chau Chit, Mr. Wong Wai Tin, Mr. Shen Yue, Mr. Wong Wai Kwan, Mr. Ng Chong Khim, Mr. Cai Xiao Fu, Mr. Shi Jian Jun and Mr. Li Xiaoqiang, Richard. Pursuant to Article 87 of the Articles of Association, Mr. Shen Yue, Mr. Shi Jian Jun and Mr. Li Xiaoqiang, Richard, will retire and being eligible, will offer themselves for re-election in the Annual General Meeting. Details of the retiring Directors are set out in Appendix II to this circular.

RECOMMENDATION

The Directors believe that the proposals referred to above are in the interests of the Company and its shareholders and accordingly recommend you to vote in favour of the relevant resolutions at the Annual General Meeting.

Yours faithfully
By the Order of the Board
Sino Stride Technology (Holdings) Limited
Chau Chit
Chairman

13 May 2005

This is an explanatory statement given to all shareholders of the Company relating to the Resolution No. 5B to be proposed at the Annual General Meeting authorising the Repurchase Mandate.

The explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

As at 10 May 2005, the latest practicable date prior to the printing of this explanatory statement, the issued capital of the Company comprised 1,086,300,000 ordinary shares of HK\$0.01 each.

If the Resolution No. 5B authorising the Directors to repurchase its own shares is passed at the forthcoming Annual General Meeting, and assuming that no new shares in the Company are issued prior to the date of passing the said resolution, based on the 1,086,300,000 shares in issue as at 10 May 2005, up to 108,630,000 shares, representing 10 per cent. of the existing issued share capital of the Company may be repurchased by the Company, during the period from the date of passing the Resolution No. 5B and ending on the earliest of the date of the next Annual General meeting, the date by which the next Annual General Meeting of the Company is required to be held by the Articles of Association or applicable laws of the Cayman Islands and the date upon which the Resolution No. 5B is revoked or varied by shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from its shareholders to enable the Company to repurchase shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association of the Company, the GEM Listing Rules and the laws of the Cayman Islands and Hong Kong. The Company may not repurchase its shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the financial statements contained in the annual report of the Company for the year ended 31 December 2004) in the event that the proposed repurchase of shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

5. SHARE PRICES

The highest and lowest prices at which the Company's shares have traded on the Stock Exchange during each of the previous 12 months prior to the printing of this explanatory statement were as follows:

	Traded Prices	
	Highest	Lowest
	HK\$	HK\$
May 2004	0.405	0.335
June 2004	0.400	0.330
July 2004	0.355	0.320
August 2004	0.360	0.315
September 2004	0.345	0.290
October 2004	0.370	0.290
November 2004	0.355	0.290
December 2004	0.350	0.280
January 2005	0.350	0.290
February 2005	0.370	0.300
March 2005	0.340	0.295
April 2005	0.335	0.250

6. HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as the result of the repurchase of the Company's shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code"). As a result, a shareholder, or a group of shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeover Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

As at 10 May 2005, the latest practicable date prior to the printing of this explanatory statement, the substantial shareholders of the Company are:

Name of shareholder	No. of shares interested in	Approximate percentage of shareholding	If exercised in full the power to purchase
Mega Start Limited (<i>note 1</i>)	451,740,000	41.59%	46.21%
Singapore Technologies Electronics Limited (<i>note 2</i>)	304,260,000	28%	31.12%

Notes:

- (1) Mr. Chau Chit, a director of the Company, Ms. Ting Hiu Wan, the spouse of Mr. Chau and Mr. Wong Wai Tin, a director of the Company own 50%, 30% and 20%, of the issued capital of Mega Start Limited respectively. On 8 January 2004, Mr. Wong Wai Tin personally purchased 2,500,000 shares representing approximately 0.23% of the issued share capital of the Company, if exercised in full the power to repurchase the share of the Company representing approximately 0.26% of the issued share capital of the Company.
- (2) Singapore Technologies Electronics Limited is a wholly-owned subsidiary of Singapore Technologies Engineering Ltd whose shares are listed on the Singapore Exchange Securities Trading Limited. Temasek Holdings (Private) Ltd holds controlling interest in Singapore Technologies Engineering Ltd.

In the event that the Directors shall exercise in full the power to repurchase shares of the Company in accordance with the terms of the Resolution No. 5B to be proposed at the Annual General Meeting, the total interests of the above substantial shareholders would be increased to approximately the respective percentages shown in the last column above, which will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. In fact, the Directors do not have the intention to exercise the power to repurchase shares of the Company to an extent which would make any of the substantial shareholders to be obliged to make a mandatory offer under Rule 26 of the Takeover Code in this respect.

7. CONNECTED PERSONS

No connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell any of the Company's shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

8. DIRECTORS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates have any present intention to sell any of the Company's shares to the Company or its subsidiaries if the Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate should it be granted in the forthcoming Annual General Meeting, in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands, the jurisdiction in which the Company is incorporated.

9. REPURCHASED SHARES

The Company has made no repurchases of its own shares (whether on the GEM or otherwise) during the year.

Mr. Shen Yue, aged 41, was appointed as an Executive Director of the Company on 23 June 2004. Mr. Shen graduated from Nanjing University in 1994 with a master degree in Economics. In 1985, Mr. Shen worked in Jiangsu Province Electrical Power Bureau and later worked for 江蘇信盛物貿公司 (Jiangsu Xin Sheng Trading Company) as director and general manager. In July 2002, Mr. Shen joined the Group as president of Sino Stride Technology. Mr. Shen has personal interests in share options to subscribe for 1,000,000 shares of the Company. Such interests are required to notify the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance. Mr. Shen does not have any relationship with any directors, other senior management, other management shareholders, any substantial shareholders or controlling shareholders of the Company. Mr. Shen has entered into a service contract with the Company for an initial term of three years and received emoluments of approximately RMB254,000 during the year under review. The emoluments are determined on the basis of prevailing market conditions and his roles and responsibilities as specified in the service agreement.

Mr. Shen did not hold any directorships in other listed public companies in the last three years.

Mr. Shi Jian Jun, aged 50, hold a doctorate degree in Economics. He joined the Company as an Independent Non-Executive Director on 23 June 2004. Mr. Shi graduated from Xiamen University in 1984 with a degree in Statistics. After graduation, Mr. Shi took up the following positions at Nanjing University: Head of the Department of Management, Assistant to the Principal, Chief Accountant and Deputy Principal, consecutively. Mr. Shi has been appointed as Deputy Vice Principal of Nanjing University since January 2002. He has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Shi does not have any relationship with any directors, other senior management, other management shareholders, any substantial shareholders or controlling shareholders of the Company. Mr. Shi has entered into a service contract with the Company for an initial term of three years and received emoluments of approximately RMB15,000 during the year under review. The emoluments are determined based on the estimated time spent by him on the Company's matter as specified in the service agreement.

Mr. Shi is the independent non-executive director of Maanshan Iron and Steel Company Limited which is listed on the Main Board of the Stock Exchange, since September 2002.

Mr. Li Xiaoqiang, Richard, CPA, aged 42, joined the Company as an Independent Non-Executive Director on 15 July 2004. Mr. Li is a member of the Institute of Chartered Accountants of New Zealand and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Li holds a master's degree in Business Administration from Columbia Southern University in the U.S. in October 2002. He is currently the chief accountant of Guizhou CLP Power Company Limited. He has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Li does not have any

relationship with any directors, other senior management, other management shareholders, any substantial shareholders or controlling shareholders of the Company. Mr. Li has entered into a service contract with the Company for an initial term of three years and received emoluments of approximately RMB53,000 during the year under review. The emoluments are determined based on the estimated time spent by him on the Company's matter as specified in the service agreement.

Mr. Li did not hold any directorships in other listed public companies in the last three years.

The Board would like to confirm that there are no other matters that need to be brought to the attention of the Shareholders of the Company.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sino Stride Technology (Holdings) Limited (the “Company”) will be held at Kellett Room III, 3/F, the Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong, on Monday 6 June 2005 at 10:30a.m. for the following purposes: -

- (1) To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2004.
- (2) To declare a final dividend.
- (3) To re-elect directors and authorize the board of directors (the “Board”) to fix the directors’ remuneration.
- (4) To re-appoint auditors and to authorize the Board to fix their remuneration.
- (5) As special business, to consider and, if though fit, pass the following resolutions with or without amendments as ordinary resolutions:

A “**THAT**”:

- (i) subject to paragraph (iii) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market on the Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorize the directors of the Company during the relevant Period to make and grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Right Issue (as hereinafter defined) or, (b) the grant or exercise of rights of conversion under any securities which are convertible into shares of the Company or, (c) any scrip dividend scheme or similar arrangement providing for the allotments of shares in lieu of the whole or a part of a dividends on shares of the Company pursuant to the Articles of the Association of the

Company from time to time, (d) the grant or exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, share of the Company, shall not in aggregate exceed 20 per cents of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Article of Association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Right issue” means the allotment or issue of shares in the capital of the Company pursuant to an offer of shares open for a period fixed by the directors of the Company made to holders of the shares of the Company or any class thereof whose name appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class therefore (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B “THAT”:

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own issued shares in the capital of the Company on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Future Commission and the Stock Exchange in accordance with all the applicable laws and the requirements of the Rules Governing the Listing

of Securities on GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10 per cents of the aggregate nominal amount of share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

C “**THAT**” condition upon the resolution numbered 5B in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional securities pursuant to resolution numbered 5A in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 5B.”

By the order of the Board
Sino Stride Technology (Holdings) Limited
Chow Shu Wing
Company Secretary

Hong Kong
10 May 2005

Principal Place of Business:

Room 1208, 12th Floor
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

Registered office:

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

Principle Place of Business in the PRC:

Building G,
Zhejiang University
National Science Park
No. 525 Xixi Road
Hangzhou
The PRC
PC: 310013

Notes:

1. The Register of Member of the Company will be closed from 1 June 2005 to 6 June 2005, both days inclusive, during which period no transfer of shares will be elected. In order to qualify for attending the forthcoming annual general meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at G/F, Bank of East Asia, Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 4:00 p.m. on (Tuesday) 31 May 2005.
2. Every member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if member who is the holder of two or more shares) to attend and vote in his stead. A proxy need not be a member of the Company.
3. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at G/F, Bank of East Asia, Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the appointed time for holding the meeting or any adjournment thereof. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
4. In the case of a poll taken subsequently to the date of the meeting or adjourned meeting, the form of proxy must be deposited at the Company's Branch Share Registrar in Hong Kong, Abacus Share Registrars Limited at G/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than forty-eight hours before the time fixed for the taking of the poll.
5. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.