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## **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)**

### **Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sino Stride Technology (Holdings) Limited (the “Company”) will be held at Room 501-504, 5th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong, on Friday, 9 June 2006 at 11:00 a.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 2005;
- (2) To re-elect directors and authorize the board of directors (the “Board”) to fix the directors’ remuneration;
- (3) To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration;
- (4) 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 4B 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 4A 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 4B.”;

(5) As special business, to consider and, if though fit, pass the following resolutions with or without amendments as ordinary resolutions:

“**THAT**, the existing articles of association of the Company be and are hereby amended in the following manner:

(a) With respect to Article 3, by inserting the following sentence at the end of sub-paragraph (2):

“The Company is hereby authorized to make payments in respect of a purchase of its shares out of capital or out of any other account or fund which can be authorized for this purposes in accordance with the Law.”;

(b) With respect to Article 66,

(i) by inserting the words “voting by way of a deed poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence; and

(ii) by deleting the full-stop at the end of sub-paragraph (d), replacing therewith a semicolon and the word “or” and inserting the following new sub-paragraph (e):

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”;

(c) With respect to Article 68, by deleting the second sentence in its entirety and substituting therefor the following:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;

(d) With respect to Article 86,

(i) by deleting sub-paragraph (3) thereof in its entirety and substituting therefor the following:

“(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.”;

(ii) by deleting the words “special resolution” in sub-paragraph (5) with the words “ordinary resolution”;

(e) With respect to Article 87,

(i) by deleting sub-paragraph (1) in its entirety and substituting therefor the following:

“(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years or in any event, no later than the third annual general meeting after the Director was last elected or re-elected.”;

(ii) by inserting the words “and shall continue to act as Director throughout the meeting at which he retires” at the end of the first sentence of sub-paragraph (2).”

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

Hong Kong, 3 May 2006

*Principal Place of Business in Hong Kong:*

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

*Registered Office:*

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

*Principal Place of Business in the PRC:*

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National Science Park  
No. 525 XiXi Road  
Hangzhou  
The PRC  
PC:310013

*Notes:*

1. 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.
2. 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 26th Floor, Tesbury Centre, 28 Queen's Road East, 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.
3. 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight hours before the time fixed for the taking of the poll.
4. 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.

*As at the date of this announcement, the Board comprises of the executive directors namely Mr. Chau Chit, Mr. Wong Wai Tin (Chairman) and Mr. Shen Yue; the non-executive directors namely Mr. Wong Wai Kwan, Mr. Ng Chong Khim and Mr. Tay Hun Kiat; and the independent non-executive directors namely Mr. Cai Xiao Fu, Mr. Shi Jian Jun and Mr. Li Xiaoqiang, Richard.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least seven days from the day of its posting.*

*\* For identification purpose only*