
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in Sino Stride Technology (Holdings) Limited (the “Company”), you should at once hand this document to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser.

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SINOSTRIDE

SINO STRIDE TECHNOLOGY (HOLDINGS) LIMITED

中程科技集團有限公司*

(incorporated in Cayman Islands with limited liability)

(Stock code: 8177)

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

A form of proxy for the Annual General Meeting (“AGM”) of the Company to 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. is enclosed with this Circular. Whether or not you intend to be present at the AGM, 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion of a form of proxy will not preclude you from attending and voting at the AGM 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 the 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 the “Latest Company Announcement” page of the GEM website at <http://www.hkgem.com> for at least 7 days for the date of its posting and at the Company website at <http://www.sinostride.com>.

* For identification only

3 May 2006

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 of the Stock Exchange 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. GEM 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 at *www.hkgem.com* in order to obtain up-to-date information on GEM-listed issuers.

LETTER FROM THE BOARD OF DIRECTORS



SINOSTRIDE

SINO STRIDE TECHNOLOGY (HOLDINGS) LIMITED

中程科技集團有限公司*

(incorporated in Cayman Islands with limited liability)

Executive Directors:

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

Non-Executive Directors:

Wong Wai Kwan
Ng Chong Khim
Tay Hun Kiat

Independent Non-Executive Directors:

Cai Xiao Fu
Shi Jian Jun
Li Xiaoqiang, Richard

Registered Office:

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

Head office and principal

place of business in Hong Kong:

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

Principal place of business in the PRC:

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

3 May 2006

To the shareholders of the Company

Dear Sir or Madam,

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

INTRODUCTION

At the annual general meeting for the year ended 31 December 2005 (the "AGM") of Sino Stride Technology (Holdings) Limited (the "Company") to be held at Room 501-504, 5th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Friday, 9 June

* For identification only

LETTER FROM THE BOARD OF DIRECTORS

2006 at 11:00 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 AGM of the Company to be held on Friday, 9 June 2006, an ordinary resolution as set out as Resolution No. 4A in the notice convening the AGM 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 (the “Issue Mandate”) 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. In addition, it will further be proposed, by way of a separate ordinary resolution, that the Issue Mandate be extended so that the Directors will issue further Shares of an aggregate nominal value equal to the aggregate nominal value of the share capital of the Company repurchased under the Repurchase Mandate (the “Extension Mandate”). Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares. The existing Issue Mandate granted to the Directors at the annual general meeting of the Company on 6 June 2005 will expire at the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

At the forthcoming AGM of the Company to be held on Friday, 9 June 2006, an ordinary resolution as set out as Resolution No. 4B in the notice convening the AGM 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. 4B during the period ending on the earliest of the date of the next AGM, the date by which the next AGM 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. 4B 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 GEM Listing Rules. The existing Repurchase Mandate granted to the Directors at the annual general meeting of the Company on 6 June 2005 will expire at the AGM.

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. 4B to grant to the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD OF DIRECTORS

GENERAL INFORMATION

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

A form of proxy for the AGM is enclosed with this Circular. Whether or not you intend to be present at the AGM, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion of a form of proxy will not preclude you from attending and voting at the AGM 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 shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every shareholder present in person or by proxy or, in the case of a shareholder 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 on 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 demanded by:

- (i) by the chairman of such meeting; or
- (ii) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a shareholder or shareholders present in person or in the case of a shareholder 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 shareholders having the right to vote at the meeting; or
- (iv) by a shareholder or shareholders present in person or in the case of a shareholder 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.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, name Mr. Chau Chit, Mr. Wong Wai Tin, Mr. Shen Yue, Mr. Wong Wai Kwan, Mr. Ng Chong Khim, Mr. Tay Hun Kiat, Mr. Cai Xiao Fu, Mr. Shi Jian Jun and Mr. Li Xiaoqiang, Richard.

LETTER FROM THE BOARD OF DIRECTORS

Subject to the proposed amendments to Article 87 of the Articles of Association of the Company being approved at the AGM, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Chau Chit, Mr. Wong Wai Tin, Mr. Wong Wai Kwan, Mr. Ng Chong Khim, Mr. Tay Hun Kiat and Mr. Cai Xiao Fu, will retire and being eligible, will offer themselves for re-election in the AGM.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this Circular.

AMENDMENTS OF ARTICLES OF ASSOCIATION

The Directors propose to make certain amendments to the Articles of Association to clarify provisions regarding the term of office of Directors in light of the recent changes in the corporate governance practice. The full text of the proposed amendments to the Articles of Association is set out in special resolution no. 5 in the Notice of AGM.

RECOMMENDATION

The Directors is of the opinion that proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of retiring Directors and the amendments to the Articles of Association are in the interests of the Company and its shareholders and accordingly recommend you to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,
By the Order of the Board
Sino Stride Technology (Holdings) Limited
Wong Wai Tin
Chairman

This is an explanatory statement given to all shareholders of the company relating to the Resolution No. 4B to be proposed at the AGM authorizing 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 27 April 2006, being the latest practicable date prior to the printing of this Circular (“Latest Practicable Date”), the issued share capital of the Company comprised 1,086,300,000 shares.

If the Resolution No. 4B authorizing the Directors to repurchase its own shares is passed at the forthcoming AGM, 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 issued as at the Latest Practicable Date, 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. 4B and ending on the earliest of the date of the next AGM, the date by which the next AGM 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 Resolution No. 4B 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 shareholders to enable the Company to repurchase shares in the market. Repurchases of shares will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Memorandum of Association 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 Company’s audited accounts for the year ended 31 December 2005) in the event that the repurchase of shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of shares to such extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Company's shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
April	0.335	0.250
May	0.325	0.315
June	0.320	0.230
July	0.310	0.310
August	0.330	0.255
September	0.300	0.240
October	0.300	0.250
November	0.320	0.230
December	0.330	0.260
2006		
January	0.290	0.270
February	0.320	0.320
March	0.300	0.270

6. HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as the result of a repurchase of Company's shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be deemed to be an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder, or a group of shareholders acting in concert, depending on the level of increase in the shareholder's interests, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers 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 the Latest Practicable Date, the substantial shareholders of the Company are:

Name of shareholder	No. of shares interested in	Approximate percentage of shareholding	Approximate percentage of shareholding if the Shares Repurchase Mandates is exercised in full (note 3)
Made Connection Limited (note 1)	774,699,000	71.3%	not applicable
Singapore Technologies Electronics Limited (note 2)	304,260,000	28.0%	not applicable

Notes:

- (1) Made Connection Limited is a wholly-owned subsidiary of Shougang Concord Technology Holdings Limited (“SCT”), a company incorporated in Hong Kong whose securities are listed on the Main Board of the Stock Exchange.
- (2) Singapore Technologies Electronics Limited (“ST Electronics”) 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. hold controlling interest in Singapore Technologies Engineering Ltd.
- (3) Reference is made to the Offer Document, Supplemental Document and the Share Exchange Offer result announcements dated 20 March 2006 (the “First Closing Announcement”) and 3 April 2006 (the “Final Closing Announcement”). As at the Latest Practicable Date, approximately 0.7% of the Company shares in issue are held by the public. As the Offeror has not acquired the requisite percentage of shareholding in the Company to effect the compulsory acquisition, SCT and the Offeror will (i) use their best endeavours to maintain the public float of the Company if listing on the Stock Exchange is to be maintained or (ii) consider to voluntarily withdraw the listing of the Company shares on the Stock Exchange in accordance with Chapter 9 of the GEM Listing Rules and all applicable laws and regulations. As at the Latest Practicable Date, SCT and the Offeror have not decided on whether the listing of the Company shares is to be maintained. Application has been made by the Company to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23 of the GEM Listing Rules on the 25% minimum public float requirement for a period of one month until 2 May 2006 and the Company has applied to the Stock Exchange for the suspension of trading in the Company shares from 9:30 a.m. on 4 April 2006. The Company will apply to the Stock Exchange to resume trading in the Company shares once the 25% minimum public float of the Company shares has been restored.

As at the Latest Practicable Date, as there’s only approximately 0.7% of the Company shares in issued are held by the public, the percentage of shareholding if the Share Repurchase Mandates is exercised in full is therefore cannot be reasonably estimated.

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 and, to the best of their knowledge having made all reasonable enquiries, none of their respective associates, have any present intention, if the Repurchase Mandate is approved by shareholders, to sell any shares to the Company or its subsidiaries.

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

9. SHARE REPURCHASES MADE BY THE COMPANY

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

Executive Directors

Mr. Chau Chit, aged 40, is the Chief Executive Officer and Executive Director of the Company. He was appointed as a Director on 15 January 2002. Mr. Chau is responsible for formulating the overall business planning and the corporate strategies of the Company and its subsidiaries (collectively as refer to the “Group”). Mr. Chau graduated from Zhejiang University and joined a foreign trade company in 1988 and had served as the import and export manager of the electrical and mechanical department. Mr. Chau held the posts of the Chief Executive Officer and Chairman of the Company as from 2002 and resigned as post of Chairman on 12 August 2005 as complied with the Code of Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules.

Mr. Chau, through Mega Start Limited, a company held by Mr. Chau, Ms. Ting Hiu Wan, the spouse of Mr. Chau, and Mr. Wong Wai Tin, a director of the Company in the proportion of 50%, 30% and 20% respectively, has equity interest of 301,160,000 issued shares, representing approximately 17.6% issued shares of Shougang Concord Technology Holdings Limited (“SCT”), a company incorporated in Hong Kong whose securities are listed on the Main Board of the Stock Exchange and the substantial shareholder of the Company. Such interests are required to notify the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance.

Saved as disclosed above, Mr. Chau does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Chau has entered into a service contract with the Company with a term of three years commencing from 16 July 2005 and received emoluments of approximately RMB405,000 for the year ended 31 December 2005. The emoluments are determined on the basis of prevailing market conditions and his roles and responsibilities as specified in the service agreement.

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

In relation to the re-election of Mr. Chau as Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50 (2)(h) to 17.50 (2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Wong Wai Tin, aged 39, is the Chairman and Executive Director of the Company. He was appointed as a Director on 22 February 2002. Mr. Wong joined the Group in June 1999 and is responsible for public relations and market planning of the Group. Mr. Wong studied at Hangzhou Radio and TV University majoring in finance in 1987 and worked for a commercial bank in China for five years. Prior to joining the Group, Mr. Wong was the general manager of an industrial and trading company and the manager of import/export division of a trading company. Mr. Wong was appointed as the Chairman of the Company on 12 August 2005 as complied with the Code of Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules.

Mr. Wong, through Mega Start Limited, has equity interest of 301,160,000 issued shares, representing approximately 17.6% issued shares of SCT and directly beneficially owned 1,666,666 issued shares of SCT, respectively. Such interests are required to notify the Stock Exchange pursuant to Part XV of the Securities and Futures Ordinance.

Saved as disclosed above, Mr. Wong does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Wong has entered into a service contract with the Company with a term of three years commencing from 16 July 2005 and received emoluments of approximately RMB264,000 for the year ended 31 December 2005. The emoluments are determined on the basis of prevailing market conditions and his roles and responsibilities as specified in the service agreement.

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

In relation to the re-election of Mr. Wong as Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50 (2)(h) to 17.50 (2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Non-Executive Directors

Mr. Wong Wai Kwan, aged 38, joined the Company as a Non-Executive Director on 26 April 2002. Mr. Wong graduated from the City University of Hong Kong with a bachelor degree in accountancy in 1992. Mr. Wong had worked in the Hong Kong and PRC offices of an international accounting firm for more than 7 years and is currently the managing director of SBA Stone Forest Corporate Advisory (Shanghai) Co., Ltd.. Mr. Wong is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

He has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wong does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Wong has entered into a service contract with the Company for a term of three years commencing from 26 April 2005 and received emoluments of HK\$100,000 for the year ended 31 December 2005. The emoluments are determined based on the estimated time spent by him on the Company's matter as specified in the service agreement.

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

In relation to the re-election of Mr. Wong as Non-Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50 (2)(h) to 17.50 (2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Ng Chong Khim, aged 48, joined the Company as a Non-Executive Director on 15 March 2002. Mr. Ng is the deputy president of Singapore Technologies Electronics Limited (the “ST Electronics”), one of the substantial shareholders of the Company, responsible for corporate services and marketing and is also the president of communication and sensor system group. Mr. Ng holds a bachelor degree in electrical engineering and a master of Science degree in industrial engineering from the National University of Singapore. Mr. Ng also holds a diploma in management studies from the Singapore Institute of Management and has completed the Programme for Management Development at Harvard Business school. Mr. Ng has held senior management positions in Ministry of Defense and several information technology and telecommunications companies before joining ST Electronics in July 1997. Mr. Ng is also a member of several technology advisory committees of a number of academic institutions in Singapore.

He has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract entered into between the Company and Mr. Ng. Mr. Ng has no fixed term of service with the Company but will be subject to retirement and re-election at the next Annual General Meeting of the Company (thereafter retirement by rotation) pursuant to the Articles of Association of the Company. There is no director’s emolument for Mr. Ng for the year ended 31 December 2005 in the capacity of Non-Executive Director of the Company.

Mr. Ng is a salaried employees as well as a shareholder and option holder of Singapore Technologies Engineering Limited (“ST Engineering”), whose shares are listed on the Singapore Exchange Securities Trading Limited. ST Electronics, one of the substantial shareholders of the Company, is a wholly owned subsidiary of ST Engineering. Save as disclosed above, Mr. Ng does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

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

In relation to the re-election of Mr. Ng as Non-Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50 (2)(h) to 17.50 (2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Tay Hun Kiat, aged 46, joined the Company as a Non-Executive Director on 10 June 2005. Mr. Tay holds a Bachelor of Arts (Honours with Double First – Mathematics) from the University of Oxford in United Kingdom. He has also obtained an MSc in Operational Research (Distinction) for the Naval Postgraduate School, United States of

America; a Master of Arts from the University of Oxford and a Master of Business Administration from the University of Hull in United Kingdom. Mr. Tay joined ST Electronics in December 1999 as the President of Chartered Electro-Optics and is currently the President of Asia Pacific Operations of ST Electronics.

He has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract entered into between the Company and Mr. Tay. Mr. Tay has no fixed term of service with the Company but will be subject to retirement and re-election at the next Annual General Meeting of the Company (hereafter retirement by rotation) pursuant to the Articles of Association of the Company. There is no director's emoluments for Mr. Tay for the year ended 31 December 2005 in the capacity of Non-Executive Director of the Company.

Mr. Tay is a salaried employees as well as a shareholder and option holder of ST Engineering. Save as disclosed above, Mr. Tay does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Mr. Tay is the non-executive director of BVR Systems (1988) Limited which is listed on the Tel Aviv Stock Exchange. Save as disclosed above, Mr. Tay did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Mr. Tay as Non-Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50 (2)(h) to 17.50 (2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Independent Non-Executive Directors

Mr. Cai Xiao Fu, aged 66, joined the Company as an Independent Non-Executive Director on 26 April 2002. Mr. Cai graduated from the Tsinghua University in Beijing in 1963. Mr. Cai joined Cranfield Institute in the United Kingdom in 1980's as visiting scholar and was engaged in the research of aircraft simulation device and computer simulation. After returning to the PRC, Mr. Cai had served as the factory manager of an aviation factory and as deputy director of Zhejiang Provincial Electronic Industry Bureau. At present, Mr. Cai is the chairman of Zhejiang Software Industry Association and is responsible for the development plan and implementation of Zhejiang's information technology industry including the telecommunications and computer software.

He has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Cai does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Cai has entered into a service contract with the Company for a term of three years commencing from 26 April 2005 and received emoluments of HK\$20,000 for the year ended 31 December 2005. The emoluments are determined based on the estimated time spent by him on the Company's matter as specified in the service agreement.

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

In relation to the re-election of Mr. Cai as Independent Non-Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50 (2)(h) to 17.50 (2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.



SINO STRIDE

SINO STRIDE TECHNOLOGY (HOLDINGS) LIMITED**中程科技集團有限公司****(incorporated in Cayman Islands with limited liability)*

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

* For identification only

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:

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

Registered Office:

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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
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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 circular, 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.