



# SINO TECHNOLOGY INVESTMENTS COMPANY LIMITED

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1217)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“EGM”) of the shareholders of Sino Technology Investments Company Limited (the “**Company**”) will be held at Suites 2305–2307, 23rd Floor, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong on Tuesday, 9 October 2007 at 10:00 a.m. for the following purposes:

### Ordinary Resolution

To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

1. “**THAT:**

- (a) the Rights Issue (as defined below) be and are hereby approved.

For the purpose of this resolution, “**Rights Issue**” means the proposed issue by way of rights of not less than not less than 3,000,120,000 rights shares and not more than 3,838,992,000 rights shares (the “**Rights Shares**”) at a subscription price of HK\$0.04 per Rights Shares to the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the board of Directors, after making relevant enquiry, considers their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of 10 Rights Shares for every share of the Company then held and otherwise pursuant to and subject to the fulfillment or waiver of the conditions and terms set out in the underwriting agreement (the “**Underwriting Agreement**”) (a copy of which have been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 16 August 2007 and made between, among others, Eternal Pearl Securities Limited (the “**Underwriter**”) and the Company;

- (b) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or, issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient 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; and

- (c) the Directors be and are hereby authorised to do all acts and things in connection with the allotment and issue of the Right Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate and desirable in the best interests of the Company.”
2. **“THAT:**
- (a) the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 shares of HK\$0.01 each by the creation of an additional 3,000,000,000 shares of HK\$0.01 each; and
- (b) that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and shall execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the increase in the authorised share capital of the Company.
3. **“THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the **“Scheme Mandate Limited”**) under the share option scheme adopted by written resolution of the Company on 18 July 2002 in the manner as set out in paragraph (a) of this resolution below,
- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

### **Special Resolutions**

To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

4. **“THAT** the articles of association (**“Articles”**) of the Company be and are hereby amended in the following manner:

**(a) Article 77**

By deleting the full stop at the end of Article 77(d) and replacing it with a semi-colon and inserting the word “or” after the semi-colon.

Then by inserting the following new Article 77(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.”

**(b) Article 79**

By deleting the words “There shall be no requirement for the chairman to disclose the voting figures on a poll.” in Article 79 and substituting therefor the sentence “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.”.

**(c) Article 98(3)**

By deleting the existing Article 98(3) in its entirety and substituting therefor the following new Article 98(3):

“(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. 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 their number) and shall then be eligible for re-election at that meeting.”

**(d) Article 98(5)**

By deleting the existing Article 98(5) in its entirety and substituting therefor the following new Article 98(5):

“(5) Subject to any provision to the contrary in these Articles, the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

**(e) Article 99(1)**

By deleting the existing Article 99(1) in its entirety and substituting therefor the following new Article 99(1):

“99. (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 shall be subject to retirement by rotation at least once every three years.”

**(f) Article 172**

By inserting the words “together with the notice of the general meeting” immediately after the words “at least twenty-one (21) days before the date of the general meeting” in line 6 of Article 172.”

By Order of the Board  
**Sino Technology Investments Company Limited**  
**Xiang Xin**  
*Executive Director*

Hong Kong, 17 September 2007

*Registered office:*  
Century Yard, Cricket Square  
Hutchins Drive, P.O. Box 2681 GT  
George Town, Grand Cayman  
Cayman Islands  
British West Indies

*Head office and principal place of  
business in Hong Kong:*  
Suites 2305-2307, 23/F  
Two Chinachem Exchange Square  
338 King’s Road  
North Point  
Hong Kong

*Notes:*

- (a) The register of members of the Company will be closed from Friday, 5 October 2007 to Tuesday, 9 October 2007 (both days inclusive) during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the EGM, all share certificates with completed transfer forms either overleaf or separately, must be lodged with the Company’s Branch Share Registrar, Union Registrars Limited, at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong during the period up to Sunday, 30 September 2007 and at Room 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong effective on Monday, 1 October 2007 for registration not later than 4:00 p.m. on Thursday, 4 October 2007.
- (b) A form of proxy for use at the EGM is enclosed. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s branch share Registrar, Union Registrars Limited, at Room 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding such meeting.

*As at the date of this announcement, the Executive Directors of the Company are Mr. Xiang Xin, Mr. Chan Cheong Yee, Mr. Kwok Chi Hung and Mr. Ng Tin Sang; the Non-executive Directors are Mr. Wang Qing Yu (Chairman) and Mr. Ng Kwong Chue Paul; the Independent Non-executive Directors are Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang.*