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#### SINO TECHNOLOGY INVESTMENTS COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1217)

PRELIMINARY RESULTS OF THE RIGHTS ISSUE; PROPOSED CHANGE OF NAME OF THE COMPANY; PROPOSED REFRESHMENT OF GENERAL MANDATE; PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; CANCELLATION OF CHANGE IN BOARD LOT SIZE; AND

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO MAXIMUM NUMBER OF BOARD MEMBERS

Financial adviser





Commerzbank AG Hong Kong Branch

#### PRELIMINARY RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that, as at 4:00 p.m. on Friday, 26 October 2007, being the latest time for acceptance and payment for the Rights Shares and the latest time for application and payment of the excess Rights Shares, the Company received an aggregate of approximately HK\$666 million, representing the amount received from 226 valid acceptances for a total of 2,835,233,940 Rights Shares provisionally allotted under the Rights Issue and 2,555 valid applications for a total of 13,824,851,831 excess Rights Shares, respectively. The 2,835,233,940 provisionally allotted Rights Shares represent approximately 78.0% of the total Rights Shares and the 13,824,851,831 excess Rights Shares applied for represent approximately 17.3 times the number of Rights Shares available for excess applications for Rights Shares. Further announcement(s) will be made by the Company in relation to the results of the allocation made by the Company on 2 November 2007 after the Rights Issue becomes unconditional on 31 October 2007.

## PROPOSED CHANGE OF NAME OF THE COMPANY, REFRESHMENT OF GENERAL MANDATE, REFRESHMENT OF SCHEME MANDATE LIMIT AND CANCELLATION OF CHANGE IN BOARD LOT SIZE

In order to better reflect the Group's broaden investment strategies and provide the Company with additional financial flexibility for its investment in the enterprises involving in the related national defense and military industries in the PRC as detailed in the announcement dated 16 August 2007, the circular dated 17 September 2007 and the prospectus dated 11 October 2007, for purposes including but not limited to, future fund raising exercises and potential merger and acquisition opportunities through issuance of new Shares, the Directors are pleased to propose to change the English name of the Company from "Sino Technology Investments Company Limited" to "China Innovation Investment Limited" and refresh the Existing General Mandate for the Directors to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the ordinary resolution(s) by the Shareholders at the EGM. In addition, the Board also proposed to refresh the Scheme Mandate Limit of the Share Option Scheme and remain the board lot size for trading in the Shares on the Stock Exchange as 8,000 Shares.

#### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to Article 98(1) of the Articles of Association, there is no limit as to the maximum number of Directors in the Board unless otherwise approved by the Shareholders at the general meeting of the Company. As such, the Directors propose to put forward to the Shareholders for approval of a special resolution to amend the Articles of Association at the EGM to limit the maximum number of Directors in the Board to 10.

#### IMPLICATION OF THE LISTING RULES

Since the refreshment of the Existing General Mandate to allot and issue Shares is proposed to the Shareholders prior to the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, the refreshment of the Existing General Mandate will be subject to the approval of the Shareholders by way of a poll at the EGM and any controlling Shareholders and their associate shall abstain from voting in favour of the relevant resolutions in respect of the refreshment of the Existing General Mandate. Since there are no controlling Shareholders as at the date of this announcement, the Directors (excluding the independent non-executive Directors) and chief executive of the Company and their respective associates will abstain from voting in favour of the relevant resolution relating to the refreshment of the Existing General Mandate. Accordingly, each of Mr. Xiang, Mr. Chan Cheong Yee, Mr. Kwok Chi Hung and Mr. Ng Tin Sang, being the executive Directors, Mr. Wang Qing Yu and Mr. Ng Kwong Chue, Paul, being the non-executive Directors and their respective associates will abstain from voting in favour of such resolutions. As such, Mr. Xiang and his associates who in aggregate have control or are entitled to control 60,104,000 Shares (representing approximately 16.54% of the issued share capital of the Company) as at the date of this announcement are required to abstain from voting in favour thereon. As the date of this announcement, no other Directors are interested in any Shares.

#### **GENERAL**

An independent board committee of the Company comprising all the independent non-executive Directors will be formed to advise the Independent Shareholders on the proposed refreshment of the Existing General Mandate and an independent financial advisor of the Company will be appointed to advise the independent board committee and the Independent Shareholders on the proposed refreshment of Existing General Mandate. A circular containing, among other things, details regarding (i) the proposed change of name of the Company; (ii) refreshment of the Existing General Mandate; (iii) refreshment of the Scheme Mandate Limit of the Share Option Scheme; (iv) letter of recommendation from the independent board committee; (v) letter of recommendation from the independent board committee and the Independent Shareholders; (vi) a notice convening the EGM and the related proxy form; and (vii) other relevant information as required under the Listing Rules will be despatched to the Shareholders as soon as possible.

#### PRELIMINARY RESULTS OF THE RIGHTS ISSUE

As at 4:00 p.m. on Friday, 26 October 2007, being the latest time for acceptance and payment of the Rights Shares and the latest time for application and payment of the excess Rights Shares, the Company has received an aggregate amount of approximately HK\$666 million, representing the amount received from 226 valid acceptances for a total of 2,835,233,940 Rights Shares provisionally allotted under the Rights Issue and 2,555 valid applications for a total of 13,824,851,831 excess Rights Shares, respectively. The 2,835,233,940 provisionally allotted Rights Shares represent approximately 78.0% of the total Rights Shares and the 13,824,851,831 excess Rights Shares applied for represent approximately 17.3 times the number of Rights Shares available for the excess applications for Rights Shares. Further announcement(s) will be made by the Company in relation to the results of the allocation made by the Company on 2 November 2007 after the Rights Issue becomes unconditional on 31 October 2007.

#### PROPOSED CHANGE OF NAME OF THE COMPANY

The Board proposes to change the English name of the Company from "Sino Technology Investments Company Limited" to "China Innovation Investment Limited" and the Chinese name of the Company will remain the same as 中國創新投資有限公司. The Directors believe that the new English name will better reflect the Group's broaden investment strategies, including but not limited to, its proposed investment in enterprises involving in the related national defense and military industries in the PRC. The Directors (including the independent non-executive Directors) consider that the proposed change of name of the Company is in the interest of the Company and the Shareholders as a whole.

The proposed change of the name of the Company is subject to, among other things (i) the passing of a special resolution by the Shareholders at the EGM and (ii) the Registrar of Companies in the Cayman Islands issuing a certificate of change of name of the Company.

#### **Share Certificates**

The proposed change of names of the Company will not affect any of the rights of the existing Shareholders. The share certificates bearing the Company's existing names will continue to be evidence of legal title and valid for trading, settlement and registration purposes. There will not be any arrangement for free exchange of existing share certificates for new share certificates under the new names of the Company. However, new share certificates of the Company will be issued under the new names of the Company after the change of its name has become effective.

Further announcement(s) will be made once the change of the names of the Company becomes effective.

#### PROPOSED REFRESHMENT OF THE EXISTING GENERAL MANDATE

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant the Existing General Mandate to allot and issue up to 59,983,200 Shares. However, as detailed in the Company's announcement dated 16 August 2007, the entire Existing General Mandate had been used for the issue of 59,983,200 Shares under the Warrant Subscription and as at the date of this announcement, the unutilised Existing General Mandate had been reduced to nil.

In order to provide the Company with additional financial flexibility for its investment in the enterprises involving in the related national defense and military industries in the PRC as detailed in the announcement dated 16 August 2007, the circular dated 17 September 2007 and the prospectus dated 11 October 2007, for purposes including but not limited to, future fund raising exercises and potential merger and acquisition opportunities through issuance of new Shares, the Directors propose to refresh the Existing General Mandate to allot and issue new Shares not exceeding 20% of the issued share capital of the Company at the date of the EGM.

Having taken into account the Rights Issue (expected to become unconditional on or about 31 October 2007) which will result in the issue of 3,633,552,000 new Shares and assuming no further new Shares will be repurchased or issued by the Company after completion of the Rights Issue and up to the date of the EGM, it is expected that the Company's issued share capital will comprise 3,996,907,200 Shares. Accordingly, it is expected that the refreshment of the Existing General Mandate will result in the Directors being authorised to allot an issue up to 799,381,440 new Shares. In view of the Company's future investment direction, the Directors (excluding the independent non-executive Directors) considered that the refreshment of the Existing General Mandate is in the interest of the Company and the Shareholders as a whole.

#### IMPLICATION OF THE LISTING RULES

Since the refreshment of the Existing General Mandate to allot and issue Shares is proposed to the Shareholders prior to the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, the refreshment of the Existing General Mandate will be subject to the approval of the Shareholders by way of a poll at the EGM and any controlling Shareholders and their associate shall abstain from voting in favour of the relevant resolutions in respect of the refreshment of the Existing General Mandate. Since there are no controlling Shareholders as at the date of this announcement, the Directors (excluding the independent non-executive Directors) and chief executive of the Company and their respective associates will abstain from voting in favour of the relevant resolution relating to the refreshment of the Existing General Mandate. Accordingly, each of Mr. Xiang, Mr. Chan Cheong Yee, Mr. Kwok Chi Hung and Mr. Ng Tin Sang, being the executive Directors, Mr. Wang Qing Yu and Mr. Ng Kwong Chue, Paul, being the non-executive Directors and their respective associates will abstain from voting in favour of such resolutions. Accordingly, Mr. Xiang and his associates who in aggregate have control or are entitled to control 60,104,000 Shares (representing approximately 16.54% of the issued share capital of the Company) as at the date of this announcement are required to abstain from voting in favour thereon. As the date of this announcement, no other Directors are interested in any Shares.

### PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OTPION MANDATE

The Share Option Scheme was adopted by the Company on 18 July 2002. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. An ordinary resolution had been passed at an extraordinary general meeting of the Company held on 9 October 2007 to increase the number of new Shares to be granted under the Share Option Scheme up to 36,335,520 Shares. In view of the Company's recent proposed investment in enterprises involving in the related national defense and military industries in the PRC, the Directors have proposed to refresh the Scheme Mandate Limit so as to enable the Company to grant further Options to Eligible Participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and the Shares. The Directors (including the independent non-executive Directors) consider that such refreshment of the scheme mandate limit of the Share Option Scheme is in the interest of the Company and the Shareholders as a whole.

Under the current limit of the Share Option Scheme, the Directors were authorized to grant options to subscribe for up to 36,335,520 Shares at any point of time. As at the date of this announcement, a total of 60,000,000 Options have been granted under the Share Option Scheme, with 3,456,000 Options had been exercised. Having taken into account the new Shares to be issued under the Rights Issue as described from above which is expected to increase the issued share capital of the Company to 3,996,907,200 Shares as at the date of the EGM, and assuming no additional Shares will be issued or repurchased from the date of this announcement up to the date of the EGM, its is expected that, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme at the EGM, the Directors will be authorised to issue Options to subscribe up to 399,690,720 Shares, representing 10% of the number of Shares in issue as at the date of the EGM. However, the 60,000,000 Options previously granted under the Share Option Scheme (including but not limited to those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for purpose of calculating the Scheme Mandate Limit as refreshed.

No outstanding Options of the Company will be lapsed as a result of the refreshment of the Scheme Mandate Limit of the Share Option Scheme and the aggregate number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme at any time should not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

Save for the Share Option Scheme, the Company has no other share option schemes, as at the date of this announcement.

#### Conditions of the refreshment of the Scheme Mandate Limit

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- 1. the passing of the ordinary resolution by the Shareholders at the EGM to approve the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme by way of a poll; and
- 2. the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

An application will be made to the Stock Exchange for the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

#### CANCELLATION OF CHANGE IN BOARD LOT SIZE

The Shares are currently traded on the Stock Exchange in board lot size of 8,000 Shares. As detailed in the Company's announcement dated 16 August 2007, the circular dated 17 September 2007 and the prospectus dated 11 October 2007, the Company proposed to change its board lot size from the existing 8,000 Shares to 32,000 Shares upon completion of the Rights Issue. However, having considered the recent surge in the price of the Shares, the Board proposes to remain the board lot size of the Shares as 8,000 Shares so as to enhance the liquidity of the Shares. Accordingly, the aforesaid change in board lot size will not further proceed.

#### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to Article 98(1) of the Articles of Association, there is no limit as to the maximum number of Directors in the Board unless otherwise approved by the Shareholders at the general meeting of the Company. The Directors propose to put forward to the Shareholders for approval of a special resolution to amend the Articles of Association at the EGM to limit the maximum number of Directors in the Board to 10.

#### **GENERAL**

An independent board committee of the Company comprising all the independent non-executive Directors will be formed to advise the Independent Shareholders on the proposed refreshment of the Existing General Mandate and an independent financial advisors of the Company will be appointed to advise the independent board committee and the Independent Shareholders on the proposed refreshment of Existing General Mandate. A circular containing, among other things, details regarding (i) the proposed change of name of the Company; (ii) refreshment of the Existing General Mandate; (iii) refreshment of the scheme mandate limit of the Share Option Scheme; (iv) amend the Articles of Association in relation to the maximum number of Directors in the Board; (v) letter of recommendation from the independent board committee; (vi) letter of recommendation from the independent board committee and the Independent Shareholders; (vii) a notice convening the EGM and the related proxy form; (viii) amendment of the Articles of Association in relation to the number of Board members; and (ix) other relevant information as required under the Listing Rules will be despatched to the Shareholders as soon as possible.

#### **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise

"AGM" the annual general meeting of the Company held on 25 May 2007

"Articles of Association" the articles of association of the Company

"Board" the board of Directors

"Company"

Sino Technology Investments Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange

"Director(s)"

the director(s) of the Company from time to time

"EGM"

the extraordinary general meeting of the Company to be convened for the purpose of considering, among other matters, (i) the proposed change of name of the Company; (ii) refreshment of the Existing General Mandate for the Directors to issue and allot Shares; (iii) refreshment of the Scheme Mandate Limit of the Share Option Scheme and (iv) amendment of the Articles of Association in relation to the number of Board members

"Eligible Participant(s)

any full-time employees of the Company, Directors (including non-executive and independent non-executive Directors), part time employee of the Company and weekly working hours of 15 hours and above or of any of the subsidiaries of the Company; any advisor or consultant (in the areas of financial or corporate managerial) of the Company or any of the subsidiary of the Company; and advisor, consultant, agent or business affiliates who, in the sole determination of the Board, have contributed or may contribute to the Group, eligible for Options under the Share Option Scheme

"Existing General Mandate"

the general mandate to authorize the Directors to allot and issue up to 59,983,200 Shares pursuant to the resolution held at the annual general meeting of the Company held on 25 May 2007

"Group"

the Company and its subsidiaries from time to time

"Hong Kong"

the Hong Kong Special Administrative Region of the PRC

"Independent Shareholders"

Shareholders except the controlling Shareholders (has the meaning ascribed to it under the Listing Rules) and their associates or, where there are no controlling Shareholders, the Directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates

"Independent Third Party(ies)"

person(s) which is/are third party(ies) independent of the Company and its connected person(s) as defined under the Listing Rules

"Listing Rules"

the Rules Governing the Listing of Securities on the Stock Exchange

"Mr. Xiang"

Mr. Xiang Xin, an executive Director and a Shareholder

"Options"

options to be granted by the Company to subscribe for Shares in accordance with the Share Option Scheme

"PRC" the People's Republic of China, which for the purpose of this

announcement, shall exclude Hong Kong, Macau Special Administrative

Region of the People's Republic of China and Taiwan

"Registrar" Union Registrars Limited, the branch share registrar of the Company

"Rights Issue" the issue of the Rights Shares by the Company on the basis of 10 Rights

Shares for every Share held by the Shareholders by way of rights or to holders of nil-paid Rights Shares at the subscription price of HK\$0.04 per Rights Share payable in full upon acceptance, pursuant to the terms and conditions of the Rights Issue as detailed in the announcement of the Company dated 16 August 2007, the circular dated 17 September

2007 and the prospectus dated 11 October 2007

"Rights Share(s)" 3,633,552,000 new Shares to be issued by the Company pursuant to he

Rights Issue

"Scheme Mandate Limit" the 10% limit on grant of Options by the Company under the Share

Option Scheme and any other share option scheme(s) of the Company

"Share(s)" the ordinary shares with par value of HK\$0.01 each in the capital of the

Company

"Shareholder(s)" holder(s) of the Share(s)

"Share Options Scheme" the share option scheme of the Company adopted on 18 July 2002

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Warrants Subscription" the subscription of the 59,983,200 unlisted warrants issued by the

Company pursuant to the warrant subscription agreement dated 16 August

2007

"HK\$" Hong Kong dollar(s), the lawful currency of Hong Kong

"%" per cent.

# By order of the Board SINO TECHNOLOGY INVESTMENTS COMPANY LIMITED Xiang Xin Director

Hong Kong, 29 October 2007

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.