

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinotronics Holdings Limited (the "Company") will be held at Salon II, Mezzanine Floor, Grand Hyatt Hong Kong, No. 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 16th November 2004 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and the auditors for the year ended 30th June 2004;
2. To declare a final dividend for the year ended 30th June 2004;
3. To re-elect Directors and to authorise the Board to fix the Directors' remuneration;
4. To re-appoint auditors and to authorise the Board to fix their remuneration; and
5. As special businesses, to consider, and if thought fit, pass the following ordinary and special resolutions:

ORDINARY RESOLUTIONS

A. "THAT

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the capital of the Company ("Shares"), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the Shares in issue as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 of the Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares, or (iii) the exercise of the subscription rights under the share option scheme of the Company, or (iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or an offer of warrants, options or other securities giving right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of members of the

Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company 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 recognized regulatory body or any stock exchange in any territory applicable to the Company).”

C. “THAT

Conditional upon Ordinary Resolution nos. 5A and 5B above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Ordinary Resolution no. 5A above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Ordinary Resolution no. 5B above.”

SPECIAL RESOLUTION

D. “THAT

The articles of association of the Company be and are hereby amended as follows:

(a) Article 2(1)

- i. by inserting the following new definition after “Articles”:

““associate” shall have the meaning attributed to it in the rules of the Designated Stock Exchange.”;

- ii. by deleting the existing definition of “clearing house” in its entirety and substituting therefor the following new definition:

““clearing house” shall mean a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.”;

- iii. by inserting the following new definition after “competent regulatory authority”:

““corporate communication” shall have the meaning ascribed thereto under the rules of the Designated Stock Exchange.”;

- iv. by adding the following new definition after “head office”:

““Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China.”;

- v. by inserting the following new definition after “Law”:

“Listing Rules” shall mean such rules, regulations or codes of the Designated Stock Exchange in the Relevant Territory, as amended from time to time.”;

- vi. by inserting the existing definition of “Subsidiary and Holding Company” in its entirety and substituting therefor the following new definition:

“Subsidiary and Holding Company” shall have the meanings attributed to them in section 2 of the Hong Kong Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition under the rule 1.01 in the Listing Rules.”;

(b) Article 2

- i. by deleting paragraph (2)(e) in its entirety and substituting therefor the following:

“(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and include where the representation take the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Laws, rules and regulations;”;

- ii. by deleting the full-stop at the end of paragraph (2)(g) and replacing it with a semicolon and the word “and”, and inserting immediately thereafter the following new paragraph (2)(h):

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”;

(c) Article 44

- i. by inserting the words “or, by any electronic means in such manner” immediately after the words “any other newspapers” on the eighth line;

(d) Article 46

- i. by inserting the words “or in a form prescribed by the Designated Stock Exchange” after the words “or common form” on the second line;

(e) Article 48

- i. by deleting paragraph (2) in its entirety and substituting therefor the following:

“(2) No transfer of share, except when permitted by the Designated Stock Exchange, shall be made to an infant or to a person of unsound mind or under other legal disability.”

(f) Article 51

- i. by inserting the words “or, by any electronic means in such manner” immediately after the words “newspapers” on the third line;

(g) Article 66

- i. by deleting the word “demanded” on the twelve line and substituting therefor the following words:

“duly demanded or otherwise required under the Listing Rules. A poll may be demanded”;

(h) Article 67

- i. by inserting immediately after the words “Unless a poll is duly demanded and the demand is not withdrawn” on the first line the following:

“or unless a poll otherwise required under the Listing Rules,”;

(i) Article 76

- i. by re-numbering the existing article 76 as article 76(1) and inserting immediately thereafter the following as new article 76(2):

“(2) Where the Company has actual knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”;

(j) Article 84

- i. by deleting the existing paragraph (2) in its entirety and substituting therefor the following:

“(2) Where a Member is a clearing house (or its nominee(s) and in each case, being a corporation), it may authorise such person(s) as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such person so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.”;

(k) Article 88

- i. by deleting the existing article 88 in its entirety and substituting therefor the following:

“88. No person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting, unless Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a Notice signed by the person to be proposed of his willingness to be elected shall have been given to the Company or lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such notices are given, shall be at least seven (7) days. The period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven (7) days prior to the date of such meeting.”;

(I) Article 103

- i. by deleting the existing article 103 in its entirety and substituting therefor the following:

“103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is to the knowledge of such Director materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement or proposal concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) any concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that the Director and any of

his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associates is derived) or of the voting rights; and

- (vi) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a share option scheme, under which the director or his associate(s) may benefit; or the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.
- (2) A Company shall be deemed to be a company in which a Director and/or associate(s) has an interest of five (5) per cent. or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) is/are the holder(s) of or beneficially interested in five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director and/or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprise in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (3) Where a company in which a Director and/or his associate(s) has an interest of five (5) per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.

- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman and/or associate(s) as known to such chairman has not been fairly disclosed to the Board.
- (5) The Company may by Ordinary Resolution ratify any transaction not duly authorised by reason of a contravention of this Article provided that no Director who is or whose associate(s) is/are materially interested in such transaction, together with any of his associates, shall vote upon such Ordinary Resolution in respect of any shares in the Company in which they are interested.”;

(m) Article 152

- i. by deleting the existing article 152 in its entirety and substituting therefor the following:

"152. Subject to Article 152A, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient head and a statement of income and expenditure, together with a copy of the Auditors' report and the notice of the annual general meeting in the manner in which Notices may be served by the Company, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting, be delivered or sent by post to the registered address of every Member and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

"152A. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

"152B. The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that

person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(n) Article 153

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

"153. (1) The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an Ordinary Resolution of the Members in general meeting in which case the Members at that meeting may appoint Auditors. The Members shall, at the annual general meeting or at a subsequent extraordinary general meeting in each year, appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.";

- ii. by deleting the existing paragraph (2) in its entirety and renumbering the existing paragraph (3) as paragraph (2);

(o) Article 155

- i. by deleting the existing article 155 in its entirety and substituting therefor the following:

"155. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board.";

(p) Article 156

- i. by deleting the words “convene an extraordinary general meeting to fill the vacancy” and substituting therefor the following:

“to fill the vacancy and fix the remuneration of the Auditor so appointed”;

(q) Article 159

- i. by deleting the existing article 159 in its entirety and substituting therefor the following:

“159. Any Notice or document (including any corporate communication) to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Listing Rules or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”;

(r) Article 160

- i. by deleting the word “and” at the end of paragraph (a);
- ii. by deleting the existing paragraph in its entirety and substituting therefor the following:
 - (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”;
- iii. by inserting immediately after paragraph (b) the following new paragraph (c):
 - (c) If served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of relevant dispatch, publication or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, dispatch, publication or transmission shall be conclusive evidence thereof; and”;
- iv. by inserting the following new paragraph (d):
 - (d) may be given to a Member in the English language only, or in the Chinese language only, or in both the English language and the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules.”; and

(s) Article 162

- i. by inserting immediately after the words “a cable or telex or facsimile” on the first line the words “or electronic”.

On behalf of the Board
Lin Wan Qaing
Chairman

Hong Kong, 8th October 2004

Principal Office:

Room 1805, 18th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A Member entitled to attend and vote at the above meeting may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be completed and deposited at the Company's Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited of Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.
- (2) The Register of Members of the Company will be closed from 10th November 2004 to 16th November 2004, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for receiving the final dividends and attending the forthcoming Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited of Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 9th November 2004.