

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in SiS Mobile Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SiS Mobile Holdings Limited

新龍移動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1362)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of SiS Mobile Holdings Limited (the “Company”) to be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on 4 June 2026 (Thursday) at 2:30 p.m. is set out in Appendix III to this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

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SiS Mobile Holdings Limited

新龍移動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1362)

Executive Directors:

Mr. Lim Kiah Meng (*Chairman*)
Mr. Fong Po Kiu
Ms. Wong Yi Ting

Non-executive Directors:

Mr. Lim Hwee Hai
Mr. Lim Ee Ray
Mr. Lim Yi Alex

Independent Non-executive Directors:

Ms. Chu Chung Yi
Mr. Cheng Tak Chung
Mr. Ma Shiu Sun Michael

Registered office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*

3118 No. 1 Hung To Road
Kwun Tong
Kowloon, Hong Kong

27 April 2026

Dear Shareholders,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including the general mandates to issue and repurchase shares of HK\$0.10 each of the Company (the “Shares”) granted to the directors of the Company (the “Directors”), and the proposed re-election of the retiring Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

II. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing general mandates to issue Shares was approved by the shareholders at the annual general meeting of the Company held on 12 June 2025. Unless otherwise renewed, the existing general mandates to issue Shares will lapse at the conclusion of the AGM in 2026.

At the AGM, ordinary resolutions will be proposed for the renewal of the general mandates given to the Directors to exercise all powers of the Company to allot and issue new Shares; repurchase issued and fully paid Shares, and add back such repurchased Shares (if any) to the general mandate to allot, issue and dealt with the additional Shares (including any sale or transfer of treasury shares (if any)). The existing general mandates will expire at the AGM. Under such mandates (i) the number to allot and issue Shares may not exceed 20 per cent. of the issued share capital (excluding treasury shares, if any) of the Company as at the date of the resolution granting the general mandate; (ii) the number of issued Shares that the Company is authorised to repurchase on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") may not exceed 10 per cent. of the issued share capital (excluding treasury shares, if any) of the Company as at the date of the resolution granting the general mandate; and (iii) the Directors may add such repurchase Shares under (ii) above to the 20 per cent. general mandate under (i) above. These general mandates will be effective during the relevant period which is fully defined in the notice of the AGM.

Assuming that there is no change in the issued share capital (excluding treasury shares, if any) between the period from 20 April 2026, being the latest practicable date prior to the printing of the circular (the "Latest Practicable Date") and the date of the AGM, the number of Shares that may be issued pursuant to the general mandate to be given to the Directors to exercise all powers of the Company to allot and issue new Shares will be 56,000,000 Shares, being 20 per cent. of the issued share capital (excluding treasury shares, if any) of Company as at the Latest Practicable Date.

An explanatory statement as required by the rules governing the listing of securities on the Stock Exchange (the "Listing Rules") in connection with the repurchase mandate is set out in Appendix I to this circular.

III. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108(a) of the memorandum and articles of association of the Company (the "Articles"), Mr. Lim Hwee Hai, Mr. Fong Po Kiu and Ms. Chu Chung Yi shall retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election at the AGM.

The biographical details of retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

In considering the re-elections of the retiring Directors, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, background, length of service, and the professional experience, skills and expertise that a Director can provide. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors to retire at the AGM.

Any shareholder who wishes to nominate a person to stand for election as a director of the Company at the AGM must lodge with the Company's principal place of business at 3118, No. 1 Hung To Road, Kwun Tong, Kowloon, Hong Kong within the period from 28 April 2026 to 12 May 2026, both days inclusive, (i) his/her written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company. Detail procedures for shareholders to propose a person for election as director is in the "Corporate Governance" section in the Company's website www.sismobile.com.hk for perusal.

IV. PROPOSED CHANGE OF AUDITOR OF THE COMPANY

The existing auditor, Deloitte Touche Tohmatsu ("Deloitte"), will retire as the auditor of the Company upon expiration of its current term of office at the conclusion of the AGM.

Taking into account that Ernst & Young ("EY") has been proposed to be appointed as the new auditor of SiS International Holdings Limited (stock code: 00529), the controlling shareholder of the Company, for the financial year ending 2026 (the "Reporting Period") in its forthcoming annual general meeting, the Board and the audit committee of the Company (the "Audit Committee") considered that alignment of auditor for both the Company and its controlling shareholder would enhance the efficiency and effectiveness of overall audit for the Group.

With reference to the relevant guidelines issued by the Accounting and Financial Reporting Council, the Audit Committee considered a number of factors in assessing the appointment of EY, including but not limited to the (i) independence, competent (industry knowledge, technical competence, extensive experience), objectivity (governance and leadership structure), audit scope and resources allocation of EY; (ii) impact of additional works involved in changing auditors; and (iii) fee proposal from EY, and recommended the appointment of EY as the auditor of the Company is in the best interest of the Company and its shareholders as a whole. The estimated audit fee which has been agreed between the Company and EY for the audit services for the Reporting Period is approximately HK\$900,000. The estimated audit fee was determined following discussions between the Company and EY, having taken into account, among other things, the existing nature and scale of the Group's current operations, the Group's projected business activities for the Reporting Period, the anticipated audit scope and timetable similar to the prior year audit, together with the level and seniority of audit resources required to carry out the audit in compliance with applicable auditing standards. The estimated audit fee is based on the assumption that there will be no significant changes to the Group's business activities, operating structure, internal control environment or applicable accounting and regulatory requirements during the Reporting Period,

LETTER FROM THE BOARD

and that the audit will be conducted in accordance with the agreed audit plan. The Audit Committee is of the view that the estimated audit fee is fair and reasonable to the Company and its shareholders as a whole.

The Board considered carefully and adopted the recommendations from the Audit Committee in appointing EY as the auditor of the Company for the Reporting Period following the retirement of Deloitte, subject to the shareholders' approval at the AGM. The appointment of EY as auditor of the Company shall take effect from the conclusion of the AGM and until the conclusion of the next following annual general meeting of the Company.

Deloitte confirmed that there are no matters connected with its retirement that need to be brought to the attention of the shareholders or creditors of the Company. The Board and the Audit Committee have also confirmed that there are no other disagreements or unresolved matters between the Company and Deloitte or other circumstances in respect of the above retirement that need to be brought to the attention of the shareholders or creditors of the Company. The Board would like to take this opportunity to express its sincere gratitude to Deloitte for providing the professional services to the Company over the years.

V. ANNUAL GENERAL MEETING

The notice of the AGM is set out in Appendix III to this circular. A proxy form for use at the AGM is enclosed with this circular. Shareholders are requested to complete the accompanying proxy form and deposit to the Company's Hong Kong branch share registrar as soon as possible but in any event not later than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the AGM shall be conducted by way of poll and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

VI. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the AGM will be closed from 1 June to 4 June 2026, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 29 May 2026.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM, including (a) the approval of the mandates to (i) issue new Shares; (ii) repurchase issued and fully paid Shares; (iii) add such repurchased Shares, if any, to the general mandate to allot and issue new Shares; (b) re-election of the retiring Directors; and (c) proposed change of auditor of the Company are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the resolutions to be proposed at the AGM.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the additional information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
SiS Mobile Holdings Limited
Lim Kiah Meng
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR REPURCHASE OF SHARES

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the repurchase mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 280,000,000 Shares. The Company does not hold any treasury shares, nor has deposited any treasury shares in CCASS for sale on the Stock Exchange.

Subject to the passing of the proposed resolution granting the repurchase mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed to (i) allot and issue 56,000,000 Shares; and (ii) repurchase a maximum of 28,000,000 Shares by exercising the mandate in full.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when and to the extent that the Directors believe that such repurchases 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 per Share and/or the earnings per Share. The Directors have no present intention to repurchase any Shares.

Shares repurchased by the Company may be cancelled and/or held as treasury shares (to the extent permitted under Listing Rules), subject to market conditions and the Company's and its subsidiaries' (together the "Group's") capital management needs at the relevant time of repurchases. Shares repurchased by the Company and held as treasury shares may be resold on the market at full market prices as a means of fund raising or used for other purposes as allowed under Listing Rules, the Articles and the applicable laws and regulations of Cayman Islands.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the applicable laws and regulations once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. The Company will continue to hold the repurchased shares as treasury shares in a segregated account in CCASS as appropriate. The Company will, upon completion of the share repurchase, give clear written instructions to its share registrar and the relevant broker to update the record to clearly identify those repurchased shares held in CCASS as treasury shares.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds of the Company legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of Cayman Islands.

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles and the applicable laws of Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange 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.

Under the Companies Law, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or the share premium account of the Company, or, if authorised by the Articles and subject to the Companies Law, out of capital.

On the basis of the current financial position of the Company as at 31 December 2025 (being the date of its latest published audited accounts), the Directors consider that, if the repurchase mandate were to be exercised in full, it might have a material adverse impact on the working capital and/or the gearing position of the Company as compared with the current position disclosed. However, the Directors do not propose to exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital position of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and the period from 1 April 2026 up to the Latest Practicable Date were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.355	0.320
May	0.375	0.340
June	0.375	0.335
July	0.380	0.350
August	0.380	0.340
September	0.470	0.355
October	0.560	0.430
November	0.495	0.475
December	0.580	0.465
2026		
January	0.550	0.510
February	0.640	0.530
March	0.740	0.540
April (up to the Latest Practicable Date)	0.820	0.620

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PARTIES

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention, in the event that the proposed repurchase mandate is granted, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or the group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the shareholder's or the group of shareholders interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, SiS International Holdings Limited held 52.30 per cent. of the issued share capital of the Company. In the event that the Directors of the Company should exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the resolution, the shareholding of SiS International Holdings Limited in the Company would be increased to approximately 58.11 per cent. of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the repurchase mandate whether in whole or in part may result in less than 25 per cent. of the Shares being held by the public. The Directors do not intend to repurchase Shares which would result in a public shareholding of less than the prescribed minimum percentage of Shares in public hands.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the repurchase mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands, and in accordance with the regulations set out in Articles of the Company. Neither this explanatory statement nor Share repurchase has any unusual features.

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Non-Executive Director

Mr. Lim Hwee Hai, aged 76, is a non-executive Director of the Company and the brother-in-law of Mr. Lim Kiah Meng, father of Mr. Lim Ee Ray and uncle of Mr. Lim Yi Alex. Mr. Lim Hwee Hai is one of the co-founders of the parent group SiS International Holdings Limited (“SiS International”) (HK stock code: 00529) and had joined SiS International since 1983. He is an executive director of SiS International. He has over forty years’ experience in the ICT industry and is responsible for the operations of SiS International in Thailand and the Asia-Pacific region.

Mr. Lim Hwee Hai has been a non-executive director of SiS Distribution (Thailand) Public Co., Ltd., a company shares listed on the Stock Exchange of Thailand (SEC: SIS). He is also a director of IT Consultants Public Limited Company, whose shares are listed on DSE and CSE (stock code: ITC). From September 2013 to May 2018, he was an independent non-executive director of Valuemax Group Limited, a company whose shares are listed on the Stock Exchange of Singapore. He obtained a bachelor’s degree in commerce from Nanyang University, Singapore in July 1973 and a master’s degree in business administration from the National University of Singapore, Singapore in July 1998.

Mr. Lim has a service contract with the Company for three years till 15 December 2027 and is subject to retirement and re-election at annual general meetings in accordance with relevant provisions of the Articles and the Listing Rules. He shall be paid an annual director’s fee of HK\$150,000.

As at the Latest Practicable Date, Mr. Lim had personal and family interests in 2,211,314 Shares in the Company and 9,244,358 shares in SiS International, an associate corporation within the meaning of Part XV of the SFO. SiS International owns 52.3% equity interest in the Company as at the Latest Practicable Date. For the year ended 31 December 2025, Mr. Lim is entitled a total director’s fee of HK\$150,000 from the Group.

Executive Director

Mr. Fong Po Kiu, aged 57, is an executive Director and Co-CEO of the Group. Mr. Fong is responsible for the general management and business operations and development of the Group. Mr. Fong has been working for Synergy Technologies (Asia) Limited since April 2004 and has over thirty years of working experience in the ICT industry in Hong Kong.

Mr. Fong is currently the Honorary President of Hong Kong Information Technology Federation (HKITF), Founding & Honorary Chairman of Hong Kong Association of Interactive Marketing (HKAIM). In addition, he serves as a member in various committees of The HKSAR Government, such as Telecommunications Regulatory Affairs Committee (TRAAC), Office of the Communications Authority (OFCA); Management Committee on Smart Fund, Transport Department (TD); and eMPF Platform Expert Group, Mandatory Provident Fund Scheme Authority (MPFA).

Mr. Fong was recognized as a Fellow of The Professional Validation Centre of Hong Kong Business Sector (PVCBS) in 2019. He has been a Hong Kong Computer Society (HKCS) Fellow in June 2004. Since August 2001, he has also held the distinguished title of Fellow Member with The Chartered Governance Institute UK & Ireland (CGIUKI) and The Hong Kong Chartered Governance Institute (HKCGI). He graduated from Hong Kong Polytechnic with a professional diploma in company secretaryship and administration in November 1990.

Mr. Fong has a service contract with the Company for one year till 15 December 2026 and is subject to retirement and re-election at annual general meetings in accordance with relevant provisions of the Articles and the Listing Rules. He shall be paid an annual director's fee of HK\$120,000.

As at the Latest Practicable Date, Mr. Fong has no other interest in the Company within the meaning of Part XV of the SFO. Mr. Fong received a director's fee and emoluments of total HK\$2,523,000 for the year ended 31 December 2025.

Independent Non-Executive Director

Ms. Chu Chung Yi, aged 59, is an independent non-executive Director ("INED") of the Company since December 2014 and SiS International with effect from 1 October 2024. She is the chairlady of Audit Committee, member of Nomination Committee and Remuneration Committee of the Company.

Ms. Chu worked for Deloitte Touche Tohmatsu from August 1991 to December 1994. From January 1995 to July 1996, Ms. Chu acted as an accounting manager in the finance and accounts department at Moulin Optical Manufactory Limited. From August 1996 to January 2005, Ms. Chu worked as the financial controller and company secretary of the SiS International. Ms. Chu has been an associate of the Chartered Association of Certified Accountants, the Hong Kong Institute of Certified Public Accountants (HKICPA), The Hong Kong Chartered Governance Institute (HKCGI), the Institute of Chartered Secretaries and Administration and a fellow of the Association of Chartered Certified Accountants (ACCA). Ms. Chu obtained a bachelor's degree in accountancy from City Polytechnic of Hong Kong in November 1991 and a master's degree in business administration from The Chinese University of Hong Kong in December 1999.

In considering Ms. Chu's re-election, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service and the professional experience, skills and expertise Ms. Chu can provide. The Board is of the view that during her tenure as an INED of the Company, Ms. Chu has made positive and valuable contributions to the Company's strategy, policies and performance over the years with her independent judgment, advice, comments and objective views from the perspective of her accounting and financial background coupled with her general understanding of the business of the Group. She also contributes to the diversity of the Board in gender and is able to devote sufficient time and attention to perform the duties as an INED. Furthermore, the Company has received a confirmation of independence from Ms. Chu in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. Other than disclosure below, Ms. Chu does not have any financial or family relationships with any other Directors, senior

management, substantial shareholders, or controlling shareholders of the company that could lead to a conflict of interest or impact her exercise of independent judgement. In view of the above, Ms. Chu's re-election is considered to be benefit to the Company.

Ms. Chu has a letter of appointment with the Company for two years till 15 December 2027 and is subject to retirement and re-election at annual general meetings in accordance with relevant provisions of the Articles and the Listing Rules. She shall be paid an annual director's fee of HK\$120,000 per annum.

As at the Latest Practicable Date, Ms. Chu had a personal interest in 1,662,000 shares in SiS International, an associated corporation within the meaning of Part XV of the SFO. She is entitled a director's fee of HK\$120,000 from the Company and HK\$200,000 from SiS International for the year ended 31 December 2025.

Save as disclosed above, all the above Directors do not have any other relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, the above Directors have not held any directorship in other public listed companies in the last three years. The emoluments are determined by reference to their duties, responsibilities, performance, the Group's results and prevailing market conditions. Such emoluments were reviewed and approved by Remuneration Committee.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring Directors.

**SiS Mobile Holdings Limited****新龍移動集團有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1362)****NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of SiS Mobile Holdings Limited (the “Company”) will be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on 4 June 2026 (Thursday) at 2:30 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2025.
2. To consider and approve final dividend.
3.
 - (a) To re-elect Mr. Lim Hwee Hai as a Director;
 - (b) To re-elect Mr. Fong Po Kiu as a Director;
 - (c) To re-elect Ms. Chu Chung Yi as a Director;
 - (d) To authorise the Board to fix the remuneration of the Directors.
4. To appoint Ernst & Young as the auditors and to authorise the Directors to fix their remuneration.

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to (c) below, a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares which shall have the meaning ascribed to it under the Listing Rules) and to make or grant offers, agreements or options which would or might require the exercise of such powers;

* *For identification purposes only*

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers 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) (including the treasury shares to be resold or transfer) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than any allotment of the shares of the Company (i) pursuant to a Rights Issue (as hereinafter defined) or; (ii) on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) on the exercise of any options granted under the share option schemes of the Company; or (iv) in lieu of the whole or part of a dividend on shares in accordance with the Articles of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing 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 earlier of:

- (i) the conclusion of Company’s next annual general meeting of the Company;
- (ii) the expiry of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; and
- (iii) when varied or revoked by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

6. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose under the Code on Share Repurchases, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” has the same meaning as defined in resolution No. 5 of the notice convening this meeting.”
7. **“THAT** conditional upon the passing of the resolution Nos. 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares, if any) pursuant to the resolution set out in No. 5 of the notice convening this meeting be and is hereby extended by the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in No. 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing this resolution.”

By Order of the Board
SiS Mobile Holdings Limited
Wong Yi Ting
Company Secretary

Hong Kong, 27 April 2026

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, in the event of poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited, at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (exclusive of any part of a day that is public holiday) before the time for holding the Meeting or adjourned Meeting.
3. If more than one of joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders.
4. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the Meeting if he/she wishes. If a member attend and vote at the Meeting, the authority of the proxy will be revoked.
5. The Register of Members will be closed from 1 June to 4 June 2026, during which period no share transfer will be effected. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 29 May 2026.
6. The Register of Members will be closed from 6 July 2026 to 7 July 2026, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 3 July 2026.

As at the date of this notice, the executive directors are Mr. Lim Kiah Meng, Mr. Fong Po Kiu and Ms. Wong Yi Ting. The non-executive directors are Mr. Lim Hwee Hai, Mr. Lim Ee Ray and Mr. Lim Yi Alex. The independent non-executive directors are Ms. Chu Chung Yi, Mr. Cheng Tak Chung and Mr. Ma Shiu Sun Michael.