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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any 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 International Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**SiS INTERNATIONAL HOLDINGS LIMITED**

**新龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00529)**

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

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A notice convening the annual general meeting (the “**AGM**”) of SiS International Holdings Limited (the “**Company**”) to be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on 5 June 2026 (Friday) 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 and return the accompanying form of proxy in accordance with the instructions printed thereon to 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*

28 April 2026



**SiS INTERNATIONAL HOLDINGS LIMITED**

**新龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00529)**

*Executive Directors:*

Mr. Lim Kiah Meng

*(Chairman and Chief Executive Officer)*

Mr. Lim Hwee Hai

Madam Lim Hwee Noi

Mr. Lim Ee Ray

Mr. Lim Yi Alex

*Independent Non-executive Directors:*

Ms. Ng See Wai Rowena

Ms. Doe Julianne Pearl

Ms. Chu Chung Yi

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Principal place of business*

*in Hong Kong:*

803

Nine Queen's Road Central

Hong Kong

28 April 2026

*To the Shareholders*

Dear Sir or Madam,

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

**I. INTRODUCTION**

SiS International Holdings Limited (the “**Company**”) will propose at forthcoming annual general meeting (“**the AGM**”) to be held at 2:30 p.m. on 5 June 2026 (Friday) resolutions to, inter alia, re-elect the Directors who are due to retire at the AGM (the “**Retiring Directors**”), grant to the Directors the general mandates to issue and repurchase shares of HK\$0.10 each of the Company (the “**Share**”) upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the annual general meeting held on 13 June 2025.

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you the notice of AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

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## LETTER FROM THE BOARD

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### II. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Company's Bye-laws 99(B), Mr. Lim Hwee Hai, Mr. Lim Ee Ray and Ms. Ng See Wai Rowena will retire by rotation at the AGM, and being eligible, offer themselves for re-election at the AGM.

Information on such Retiring Directors as required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") is set out in Appendix I to this circular.

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 803 Nine Queen's Road Central, Hong Kong within the period from 30 April 2026 (Thursday) to 14 May 2026 (Thursday), both days inclusive, (i) his/her written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her 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 proposed a person for election as director of the Company is disclosed in the "Constitutional Document" section in the Company's website [www.sisinternational.com.hk](http://www.sisinternational.com.hk).

### III. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

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, issue and deal with the Shares (including any sale or transfer of treasury shares (if any)); repurchase issued and fully paid Shares, and add back such repurchased Shares (if any) to the general mandate to allot and issue. 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 (excluding treasury shares, if any) that the Company is authorised to repurchase on 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 21 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 55,593,333 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 Listing Rules in connection with the repurchase mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 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 held in June 2026. The board of directors of the Company (the “**Board**”) proposed to appoint Ernst & Young (“**EY Hong Kong**”) as the new auditor of the Company following the retirement of Deloitte.

The Board has considered that EY Office Limited (“**EY Thailand**”) has been acting as the auditor of SiS Distribution (Thailand) Public Company Limited (“**SiS Thai**”), the Company’s indirectly non-wholly owned major subsidiary and a major contributor to the Group’s results, for several years. As such, the Board and the audit committee of the Company (the “**Audit Committee**”) considered that appointing the same group auditor for both the Company and SiS Thai, its major subsidiary, would enhance the efficiency and effectiveness of audit services for the Group which would be in the best interest of the Company as well as its shareholders as a whole.

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 Hong Kong as the auditor of the Company, 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 Hong Kong; (ii) impact of additional works involved in changing auditors; (iii) fee proposal from EY Hong Kong; and (iv) a good corporate governance measure to change long servicing auditor, and recommended the appointment of EY Hong Kong as the auditor of the Company is in the interest of the Company and the shareholders as a whole. The estimated audit fee which has been agreed between the Company and EY Hong Kong for the audit services for the financial year ending 31 December 2026 (the “**Reporting Period**”) is approximately HK\$4,220,000. The estimated audit fee was determined following discussions between the Company and EY Hong Kong, 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, 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.

After due discussion, the Board adopted the recommendations from the Audit Committee in appointing EY Hong Kong as the auditor of the Company for the financial year ending 31 December 2026 following the retirement of Deloitte, subject to the shareholders’ approval at the AGM. The appointment of EY Hong Kong 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 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.

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## LETTER FROM THE BOARD

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### V. ANNUAL GENERAL MEETING

The notice of AGM is set out in Appendix III to this circular. A form of proxy is enclosed for use by shareholders at the AGM. Shareholders are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong as soon as possible, but in any event not less than 48 hours before (exclusive of any part of a day that is a public holiday) the scheduled time of the AGM. The lodging of the form of proxy will not preclude the shareholder from attending the AGM and voting in person should he so wish.

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. VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

The poll results will be published on the Company's website at [www.sisinternational.com.hk](http://www.sisinternational.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) after the conclusion of the AGM.

### VII. RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM, including (a) re-election of the Retiring Directors; (b) 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; 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.

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 International Holdings Limited**  
**Lim Kiah Meng**  
*Chairman*

\* *For identification purposes only*

*The following is the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the AGM.*

### **Executive Director**

**LIM Hwee Hai**, aged 76, the spouse of Madam Lim Hwee Noi, and brother-in-law of Mr. Lim Kiah Meng, father of Mr. Lim Ee Ray and uncle of Mr. Lim Yi Alex, is one of the co-founders of the Company and its subsidiaries (the “**Group**”). Mr. Lim holds a Bachelor’s Degree in Commerce from Nanyang University, Singapore and a Master’s Degree in Business Administration from the National University of Singapore. Prior to joining the Group, Mr. Lim had six years’ experience in finance and banking. He has over forty years’ experience in the I.T. industry and is responsible for the Group’s operations in Thailand and the Asia-Pacific region. Mr. Lim is also a non-executive director of SiS Mobile Holdings Limited (“**SiS Mobile**”), a company whose shares are listed on Stock Exchange of Hong Kong on 15 January 2015 (HK stock code: 1362). Since 2004, he has been a non-executive director of SiS Distribution (Thailand) Public Co., Ltd. (“**SiS Thai**”), a company whose shares are listed on the Stock Exchange of Thailand (BKK stock code: SIS). Mr. Lim is also a director of IT Consultants PLC (“**ITCL**”), a company whose shares are listed on The Dhaka Stock Exchange and The Chittagong Stock Exchange on 10 January 2016 (DSE stock code: ITC, CSE stock code: ITC). From September 2013 to May 2018, Mr. Lim was an independent non-executive director of Valuemax Group Limited, a company whose shares are listed on the Stock Exchange of Singapore (SG stock code: T6I).

As at the Latest Practicable Date, Mr. Lim had personal and family interests in 9,296,358 Shares in the Company. He also had personal and family interests in 2,211,314 Shares in an associated corporation within the meaning of Part XV of the SFO. He is also a director of Gold Sceptre Limited which holds approximately 51 per cent shareholding in the Company as at the Latest Practicable Date. Mr. Lim received a director’s fee and emoluments of HK\$4,042,000 for the year ended 31 December 2025.

**LIM Ee Ray**, aged 40, has been appointed as an executive director of the Company, with effect from 1 October 2024. Mr. Ray Lim is the son of Mr. Lim Hwee Hai and Madam Lim Hwee Noi, nephew of Mr. Lim Kiah Meng (a substantial shareholder of the Company within the meaning of Part XV of the SFO), and cousin of Mr. Lim Yi Alex, joined the Group in 2023 as Business Director and is tasked with developing and executing strategies to drive growth of the Group. Prior to joining the Group, Mr. Ray Lim was the Business Development Director of a Singapore MedTech Startup from 2017 to 2023. From 2011 to 2017, he was involved in various roles at ExxonMobil Asia Pacific Pte. Ltd., from Business Analyst to Sales and Management to Strategic Initiatives Advisor. Mr. Ray Lim has been appointed as a non-executive director of SiS Mobile with effect from 1 October 2024, and a director of ITCL since 24 October 2024. Mr. Ray Lim obtained a Double Bachelor’s Degree in Chemical Engineering and Business Administration from the National University of Singapore in February 2011. He has been a Professional Member of the Singapore Computer Society since July 2024.

Mr. Ray Lim has a service contract with the Company commencing from 1 October 2024 for two years and is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws of the Company. As at the Latest Practicable Date, Mr. Ray Lim has a personal interest in 100,000 shares in the Company and 158,000 shares in an associated corporation within the meaning of Part XV of the SFO. Mr. Ray Lim received a director’s fee and emoluments of HK\$1,698,000 for the year ended 31 December 2025.

**Independent Non-executive Director**

**NG See Wai Rowena**, aged 63, was appointed as an independent non-executive director since 31 March 2023, has over twenty years of experience in corporate finance and investment banking. From July 1999 to May 2001, Ms. Ng served as an executive director of Lai Fung Holdings Limited, a company listed in Hong Kong (HK stock code: 1125). From June 2001 to April 2004, Ms. Ng worked at BOCI Asia Limited where she served as a managing director of the corporate finance department. From May 2004 to January 2007, Ms. Ng acted as a director in Cazenove Asia Limited, responsible for deal organization and transaction execution. From August 2011 to December 2013, Ms. Ng served as an executive director and deputy CEO of China Nickel Resources Holdings Co., Ltd., a company listed in Hong Kong (HK stock code: 2899). From February 2014 to February 2015, Ms. Ng was an independent non-executive director of Greater China Professional Services Ltd., a company listed in Hong Kong (HK stock code: 8193). From August 2015 to February 2023, Ms. Ng was a managing director and the head of Financial Solution Specialists Team of BOCI Asia Limited. She was an independent non-executive director of SiS Mobile from 16 December 2014 to 31 December 2022. Ms. Ng has been an ordinary member of the Hong Kong Securities and Investment Institute since 1999. She obtained a bachelor's degree in science from the Victoria University of Manchester, U.K. in July 1984 and a master's degree in Investment & Finance from the University of Hull, U.K. in July 1998.

Ms. Ng has a letter of appointment with the Company commencing from 1 April 2025 for two years and is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-Laws of the Company. As at the Latest Practicable Date, Ms. Ng had no interests in the Company or associate corporations within the meaning of Part XV of the SFO. She received a director's fee of HK\$200,000 for the year ended 31 December 2025.

Save as disclosed above, none of the above Directors have service contracts for a specified term with the Company or its subsidiaries, did not hold any directorships in other listed companies in the last three years, and have no other relationship with any Director, senior management or substantial or controlling shareholders of the Company. The emoluments are determined by reference to their duties, responsibilities, performance, the Group's results and the prevailing market conditions. Such emoluments were reviewed and approved by Remuneration Committee.

The above independent non-executive Director eligible for re-election at the AGM, has made confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that they meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Save as disclosed above, the Board is not aware of any other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. The Retiring Directors have further confirmed to the Board that save as disclosed above, there is no other matter that needs to be brought to the shareholders' attention in relation to their re-election as Directors.

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## APPENDIX II EXPLANATORY STATEMENT FOR PURCHASE OF SHARES

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to shareholders for their consideration of the repurchase mandate.*

### 1. SHARE CAPITAL

As at the Latest Practicable Date, there were 277,966,666 Shares in issue. The Company does not hold any treasury shares, nor has deposited any treasury shares in CCASS for sale on the Stock Exchange.

The exercise of the mandates in full, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to (i) 55,593,333 Shares being allotted and issued; and (ii) 27,796,666 Shares being repurchased by the Company.

### 2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may enhance the net assets value of the Company and its assets and/or its earnings per Share.

Shares repurchased by the Company may be cancelled and/or held as treasury shares (to the extent permitted under Bermuda laws), 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 applicable laws and regulations of the Bermuda and the memorandum of association of the Company and the Bye-laws.

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 Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws and the applicable laws of Bermuda. The Company is empowered under its Memorandum of Association to repurchase Shares pursuant to and in accordance with Section 42A of The Companies Act 1981 of Bermuda, as amended. The Bye-laws supplement the Company's Memorandum of Association by providing that this power is exercisable by the Directors upon such terms and subject to such conditions as they think fit. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant repurchased shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium or contributed surplus accounts of the Company. Under Bermuda law, a company's repurchased Shares shall be treated as cancelled upon purchase and the

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**APPENDIX II EXPLANATORY STATEMENT FOR PURCHASE OF SHARES**

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company's issued share capital (excluding treasury shares, if any) diminished by the nominal value of those shares accordingly (but such repurchase is not to be taken as reducing the amount of the company's authorised share capital).

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

#### **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 to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2025	2.00	1.80
May 2025	1.86	1.75
June 2025	1.76	1.65
July 2025	1.85	1.60
August 2025	2.72	1.72
September 2025	1.98	1.70
October 2025	1.97	1.76
November 2025	2.15	1.85
December 2025	2.17	2.00
January 2026	2.17	2.10
February 2026	2.44	2.08
March 2026	2.42	1.87
April 2026 (up to the Latest Practicable Date)	1.91	1.86

#### **5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor to the best of their knowledge and belief having made all reasonable enquires, none of their respective close associates (as defined in the Listing Rules) have any present intention, in the event that the mandate is approved by shareholders, to sell the Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell the Shares to the Company nor has he/she undertaken not to do so in the event that the Company is authorised to make purchase of the Shares.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the propose resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in Memorandum of Association and the Bye-laws of the Company. Neither this explanatory statement nor Share repurchase has any unusual features.

**7. TAKEOVERS CODE**

A repurchase of Shares by the Company may result in any increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 and 32 of the Hong Kong Code on Takeovers and Merger (the “**Takeovers Code**”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gold Sceptre Limited held approximately 51 per cent of the issued share capital (excluding treasury shares, if any) 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 Gold Sceptre Limited in the Company would be increased to approximately 56 per cent of the issued share capital (excluding treasury shares, if any) of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**8. SHARE REPURCHASES MADE BY THE COMPANY**

The Company did not purchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**SiS INTERNATIONAL HOLDINGS LIMITED****新龍國際集團有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 00529)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of the shareholders of SiS International Holdings Limited (the “**Company**”) will be held at 27/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on 5 June 2026 (Friday) 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 the final dividend for the year ended 31 December 2025.
3.
  - (a) To re-elect Mr. Lim Hwee Hai as a Director.
  - (b) To re-elect Mr. Lim Ee Ray as a Director.
  - (c) To re-elect Ms. Ng See Wai Rowena as a Director.
  - (d) To authorise the Board to fix the remuneration of the Directors.
4. To appoint Ernst & Young as 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;
  - (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 transferred) 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 Bye-laws 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 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 any applicable laws or the Company’s Bye-laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company 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 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 International Holdings Limited**  
**Chiu Lai Chun, Rhoda**  
*Company Secretary*

Hong Kong, 28 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 form of proxy, 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 Branch Share Registrar in Hong Kong, 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 a 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 2 June 2026 to 5 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 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 1 June 2026.

6. The Register of Members will be closed on 6 July 2026 and 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. Lim Hwee Hai, Madam Lim Hwee Noi, Mr. Lim Ee Ray and Mr. Lim Yi Alex. The independent non-executive directors are Ms. Ng See Wai Rowena, Ms. Doe Julianne Pearl and Ms. Chu Chung Yi.*

\* *For identification purposes only*