
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sino Vision Worldwide Holdings Limited (the “Company”), 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.



Sino Vision Worldwide Holdings Limited 新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8086)

PROPOSED GRANTING OF GENERAL MANDATES TO BUY-BACK SHARES AND TO ISSUE NEW SHARES, PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS, PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF THE ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE AGM

Please see page iii of this circular for measures being taken in the attempt to prevent and control the spread of the novel coronavirus (“COVID-19”) at the AGM, including:

- compulsory body temperature checks and health declarations;
- each attendee is required to wear a surgical face mask throughout the AGM;
- any person who has travelled outside Hong Kong in the 14-day period prior to the AGM will not be permitted to attend the AGM; and
- no corporate gift will be distributed and no refreshment will be served at the AGM.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations. In light of the epidemic situation of COVID-19, the Company wishes to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy.

A notice convening the annual general meeting (the “AGM”) of Sino Vision Worldwide Holdings Limited to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 30 December 2022 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sinovisionworldwide.com).

Whether or not you are able to attend the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

This circular will remain on the Stock Exchange website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of posting and on the website of the Company at www.sinovisionworldwide.com.

8 December 2022

CHARACTERISTICS OF THE GEM

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE AGM	iii
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	4
2. Proposed granting of the Buy-back and Issuance Mandates	5
3. Proposed re-election of the Retiring Directors	6
4. Nomination policy of Directors	7
5. Recommendations of the Nomination Committee with respect to the Independent Non-executive Director subject to re-election at the AGM	7
6. Proposed Refreshment of Scheme Mandate Limit	8
7. AGM and Proxy Arrangement	12
8. Responsibility Statement	13
9. Recommendation	14
10. General Information	14
APPENDIX I – EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE	15
APPENDIX II – DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	18
NOTICE OF THE AGM	AGM-1

PRECAUTIONARY MEASURES FOR THE AGM

In view of the epidemic situation of novel coronavirus (“COVID-19”) situation, the Company will take the following precautionary measures at the AGM in the attempt to prevent and control the spread of COVID-19 at the AGM:

- Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms, may be denied entry into or be required to leave the venue of the AGM at the Company’s discretion, to the extent permitted by the applicable laws and regulations.
- Each attendee is required to wear a surgical face mask throughout the AGM and inside the meeting venue, and to maintain a safe distance from other attendees.
- Any person attending the AGM will be required to make a declaration as to whether they have travelled outside Hong Kong in the 14-day period prior to the AGM, and those who has travelled outside Hong Kong in the 14-day period prior to the AGM will not be permitted to attend the AGM.
- No corporate gift will be distributed and no refreshment will be served at the AGM.

In light of the epidemic situation of COVID-19, **the Company wishes to encourage the Shareholders to exercise their right to vote at the AGM by appointing chairman of the AGM as their proxy as an alternative to attending the AGM in person, by completing and return the proxy form attached to this circular.**

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at ir@svwholdings.com.

If any Shareholder has any question relating to the AGM, please contact Tricor Tengis Limited, the Company’s branch share registrar as follows:

Tricor Tengis Limited
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Tel: +852 2980 1333
Fax: +852 2810 8185
Email: is-enquiries@hk.tricorglobal.com

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the AGM as appropriate at short notice in order to minimise any risk to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government agencies from time to time.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 30 December 2022 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof;
“AGM Notice”	the notice convening the AGM which is set out on pages AGM-1 to AGM-5 of this circular;
“associates”	having the meaning ascribed thereto under the GEM Listing Rules;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Buy-back Mandate”	as defined in paragraph 2(a) of the letter from the Board in this circular;
“Bye-Laws”	the bye-laws of the Company currently in force;
“Company”	Sino Vision Worldwide Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange with stock code: 8086;
“connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“Existing Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme, which was last refreshed at the annual general meeting of the Company held on 31 December 2021, being 10% of the number of the Shares issued as at 31 December 2021;

DEFINITIONS

“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the letter from the Board in this circular;
“Latest Practicable Date”	1 December 2022, being the latest practicable date prior to the printing of this circular for ascertaining the information in this circular;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Proposed Refreshment”	the Scheme Mandate Limit proposed to be refreshed by the Shareholders at the AGM;
“Remuneration Committee”	the remuneration committee of the Company;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme as permitted under the GEM Listing Rules;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;

DEFINITIONS

“Share Option Scheme”	the share option scheme approved and adopted by the Company at the Shareholders’ meeting of the Company on 1 November 2016;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong, as amended from time to time;
“%”	per cent;
“*”	for identification purposes only.

LETTER FROM THE BOARD



Sino Vision Worldwide Holdings Limited 新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8086)

Executive Directors:

Mr. Bai Long
Mr. Huang Qing
Mr. Lai Kin Kong Nelson
Ms. Han Limei
Ms. Han Xiumei
Mr. Wang Shuhang

Independent non-executive Directors:

Mr. Chiam Tat Yiu
Ms. Xu Yilei
Ms. Dong Qihong
Mr. Lu Qi

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Flat B-32, 4/F,
Park Fook Industrial Building,
615-617 Tai Nan West Street,
Cheung Sha Wan,
Kowloon

8 December 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO BUY-BACK SHARES AND TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Buy-back Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding the number of Shares bought-back by the Company under the Buy-back Mandate; (iv) the re-election of the retiring Directors; and (v) the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

This circular contains the explanatory statement and gives all the information reasonable necessary to enable you to make a decision on whether to vote for or against the resolutions proposed at the AGM.

2. PROPOSED GRANTING OF THE BUY-BACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 31 December 2021, general mandates were given to the Directors to exercise the powers of the Company to buy-back Shares and to issue new Shares, respectively. Such mandates, to the extent not utilized by the date of the AGM, will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to buy-back Shares of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (the “**Buy-back Mandate**”);
- (b) to allot, issue or deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (the “**Issuance Mandate**”); and
- (c) to extend the number of Shares to be issued and allotted or agreed conditionally or unconditionally to be allotted under the Issuance Mandate by adding the number of Shares bought-back by the Company pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the authority given under the relevant resolution(s) by ordinary resolution(s) passed by the Shareholders in a general meeting; and (iii) the expiration of the period within which the next general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.

On the basis of 56,474,704 Shares in issue as at the Latest Practicable Date and assuming that (i) the resolutions approving the Issuance Mandate and the Buy-back Mandate are passed at the AGM and (ii) no further Shares are issued or bought-back between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot and issue a maximum of 11,294,541 Shares under the Issuance Mandate and buy-back a maximum of 5,647,270 Shares under the Buy-back Mandate.

The explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to the granting of the Buy-back Mandate at the AGM is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Bye-Law 83(2) states that: *“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”*

Bye-Law 84(1) states that: *“Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”*

Bye-Law 84(2) states that: *“A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye law 83(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.”*

Pursuant to the relevant provisions in the Bye-Laws, Mr. Bai Long, Mr. Huang Qing, Mr. Lai Kin Kong Nelson, Ms. Han Limei, Ms. Han Xiumei, Mr. Wang Shuhang, Ms. Xu Yilei, Ms. Dong Qihong and Mr. Lu Qi will retire at the AGM and be eligible for re-election at the AGM. The Board was notified by each of the retiring Directors that he will offer himself or herself for re-election at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of the above retiring Directors which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. NOMINATION POLICY OF DIRECTORS

The Company recognises and embraces the benefits of a Board with a balance of skills, experience and diversity of perspectives. In assessing the suitability of a proposed candidate as a Director, the Nomination Committee shall consider the criteria that include professional knowledge and industrial experience, personal ethics, integrity, time commitment and diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and whether such candidate would facilitate or assist the development of the existing or future business of the Company.

After reviewing the qualifications of the candidate on the criteria for a Director, the Nomination Committee then made recommendation to the Board regarding the candidate as director of the Company and submitted the relevant information to the Board prior to the appointment of new Director.

5. RECOMMENDATIONS OF THE NOMINATION COMMITTEE WITH RESPECT TO THE INDEPENDENT NON-EXECUTIVE DIRECTOR SUBJECT TO RE-ELECTION AT THE AGM

In regards to the independence of Ms. Xu Yilei, Ms. Dong Qihong and Mr. Lu Qi, each of them does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies so his independent judgment would not be interfered. Ms. Xu Yilei, Ms. Dong Qihong and Mr. Lu Qi had provided a written confirmation based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, and the Nomination Committee is satisfied that they meet the independence criteria set out in Rule 5.09 of the GEM Listing Rules and is independent. In addition, the Nomination Committee had evaluated their respective performance and is of the view that they have provided valuable contributions to the Company and have demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee has assessed the re-election of Ms. Xu Yilei, Ms. Dong Qihong and Mr. Lu Qi based on the board diversity policy of the Company, and is of the view that:

- (a) the re-election of Ms. Xu Yilei as an independent non-executive Director may contribute to the diversity of the Board, in particular by virtue of her extensive experience in the media industry;
- (b) the re-election of Ms. Dong Qihong as an independent non-executive Director may contribute to the diversity of the Board, in particular by virtue of her extensive experience in the finance industry; and

LETTER FROM THE BOARD

- (c) the re-election of Mr. Lu Qi as an independent non-executive Director may contribute to the diversity of the Board, in particular by virtue of his extensive experience in the investment, financing and capital management field.

In view of the above, the Board, with the recommendation of the Nomination Committee, has nominated Ms. Xu Yilei, Ms. Dong Qihong and Mr. Lu Qi to be re-elected as an independent non-executive Director by the Shareholders at the AGM.

6. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

Background of the Share Option Scheme

The Share Option Scheme was approved and adopted by the Shareholders at the annual general meeting held on 1 November 2016. The purpose of the Share Option Scheme is to enable the Company to grant options (the “Options”) to eligible participants as incentives and rewards for their contributions made to the Group and to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest. Other than the Share Option Scheme, the Company has no other share option scheme currently in force.

The subscription price for Shares under the Share Option Scheme will be a price determined by the Directors, but will be no less than the highest of (i) the closing price of the Shares on the GEM as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the Option, which must be a business day; (ii) the average closing price of the Shares on the GEM as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

The Existing Scheme Mandate Limit

Pursuant to the Share Option Scheme and Chapter 23 of the GEM Listing Rules, the total number of Shares which may be allotted and issued upon exercise of all Options to be granted by the Company under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme.

The Scheme Mandate Limit may be refreshed by approval of the Shareholders in general meeting provided that the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at such date of approval. The Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

LETTER FROM THE BOARD

The GEM Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

At the 2021 AGM, an ordinary resolution was passed by the Shareholders approving the refreshment of the Scheme Mandate Limit and the Company was allowed to grant up to 5,385,870 Options, representing approximately 10% of the aggregate number of the issued Shares as at the date of the 2021 AGM.

Subsequent to the 2021 AGM and up to the Latest Practicable Date, the Company does not grant any Options under the Share Option Scheme.

As at the Latest Practicable Date, a total of 1,512,700 Options, representing approximately 2.68% of the issued share capital of the Company, remain outstanding under the Share Option Scheme. Details of all outstanding Options are as follows: –

Name or categories	Date of grant	Exercisable period	Number of Shares to be issued upon full exercise of the outstanding Options	Exercise price per Share (HK\$)*
Mr. Bai Long	8 July 2021	8 July 2021 to 7 July 2031	537,600	1
Mr. Tam Alfred On Yu	8 July 2021	8 July 2021 to 7 July 2031	537,600	1
Employees (b) and (d)	4 December 2019	4 December 2019 to 3 September 2023	437,500	15
		Total	<u>1,512,700</u>	

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, share consolidation or other similar changes in the Company's share capital.

LETTER FROM THE BOARD

The Share Option Scheme was lastly refreshed and approved by the Shareholders in the 2021 AGM. After the 2021 AGM, the Company was allowed to grant up to 5,385,870 Options under the Share Option Scheme for subscription of up to a total of 5,385,870 Shares, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the 2021 AGM). After the 2021 AGM and following the adjustment arising from the completion of subscription of Shares effective on 22 December 2021 and as at the Latest Practicable Date, the Company is permitted to grant further Options to subscribe for up to 5,385,870 Shares under the Existing Scheme Mandate Limit to the eligible participants, which represent only approximately 9.54% of the total number of Shares in issue. The Directors consider that it is important for the Company to retain the flexibility to grant further Options under the Share Option Scheme to provide incentives and rewards to the eligible participants for their contribution or potential contribution to the Group in a timely manner. As such, the Board proposes to seek the approval of the Shareholders to refresh the Scheme Mandate Limit to 10% of the total number of Shares in issue in order to increase the total number of Options that the Directors may grant under the Share Option Scheme. The refreshed Scheme Mandate Limit will provide the Company with greater flexibility in recruiting and retaining high calibre employees and attracting human resources that are valuable to the Group and providing incentives or rewards to eligible persons for their contributions made to the Group. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interest of the Company and Shareholders as a whole as it enables the Company to reward appropriately and motivate the eligible participants.

The Board may grant Options to non-employees such as consultant or professional advisor to the Company for the operation of the Group from time to time. The Directors are of the view that the Share Option Scheme could align the interest of these external parties with the Company together with the Shareholders and motivate these external parties to contribute towards the development of the Group without affecting the operating cost of the Company. In determining the number of the Options to be granted, the Company would consider, including but not limited to, the individual performance of the eligible participants and their contribution to the profits or business development of the Group.

LETTER FROM THE BOARD

Proposed Refreshment

If the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the AGM, based on the aggregate number of 56,474,704 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed to grant further Options under the Share Option Scheme for subscription of up to a total of 5,647,470 Shares, representing 10% of the Shares in issue as at the date of passing the resolution (i.e. the date of the AGM).

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the Shares in issue. Assuming the refreshment of the Scheme Mandate Limit is approved at the AGM and no further Shares are issued and/or repurchased by the Company from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed to allot and issue a maximum of 7,160,170 Shares under the Share Option Scheme (comprising 5,647,470 Shares upon exercise of the Options that may be granted under the refreshed Scheme Mandate Limit and 1,512,700 Shares upon full exercise of the outstanding Options), representing approximately 12.68% of the issued Share capital of the Company as at the Latest Practicable Date, which will not exceed the overall limit of 30% of the Shares in issue from time to time as required under the GEM Listing Rules. The Board undertakes that no Option shall be granted under the Share Option Scheme or any scheme(s) of the Group if this will result in the 30% limit being exceeded.

At the AGM, an ordinary resolution will be proposed to the Shareholders to approve the proposed refreshment of Scheme Mandate Limit so as to allow the Company to grant further Options under the Share Option Scheme for subscription of up to a total of 5,647,470 Shares, representing 10% of the Shares in issue as at the date of passing the resolution.

As at the Latest Practicable Date, the Company currently does not have any concrete plan to grant further Options under the existing Scheme Mandate Limit before the AGM or under the refreshed Scheme Mandate Limit upon the refreshment of the Scheme Mandate Limit. The Board may however from time to time consider whether to grant any Options in order to provide incentives to the eligible participants. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

LETTER FROM THE BOARD

Conditions of the Proposed Refreshment

The Proposed Refreshment is conditional upon:

- (i) the passing of the relevant resolution by the Shareholders at the AGM to approve the proposed refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Listing Application

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

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the proposed refreshment of the Scheme Mandate Limit and no Shareholder will be required to abstain from voting on the relevant resolution to be proposed at the AGM.

7. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the number of Shares bought-back by the Company pursuant to the Buy-back Mandate, the re-election of the retiring Directors and the refreshment of the Scheme Mandate Limit.

Pursuant to the GEM Listing Rules and Bye-Law 66, any vote of shareholders at the general meeting must be taken by poll (except where the chairman of the meeting in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Accordingly, the chairman of the meeting will demand a poll for every proposed resolutions put to vote at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange website (www.hkexnews.hk) and the Company's website (www.sinovisionworldwide.com), respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 23 December 2022 to Friday, 30 December 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited (at its address shown above) for registration no later than 4:30 p.m. on Thursday, 22 December 2022.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the granting of the Buy-back Mandate, the granting of the Issuance Mandate, the extension of the Issuance Mandate, the re-election of the retiring Directors and the refreshment of the Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) to this circular.

Yours faithfully,
On behalf of the Board
Sino Vision Worldwide Holdings Limited
Bai Long
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

1. REASONS FOR BUY-BACK OF SHARES

The Directors believe that the proposed granting of the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole.

Buy-backs of Share(s) may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought-back on any occasion and the price and other terms upon which the same are bought-back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 56,474,704 Shares. Subject to the passing of the relevant ordinary resolution to approve the granting of the Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged and no further Shares are issued or bought-back prior to the AGM, the Directors would be authorised under the Buy-back Mandate to buy-back, during the period in which the Buy-back Mandate remains in force, a total number of 5,647,470 Shares, which represents 10% of the total number of issued Shares as at the date of the AGM.

3. FUNDING OF BUY-BACKS

Buy-backs of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with its Memorandum of Continuance and the Bye-Laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF BUY-BACKS

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2022) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buy-back 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.

5. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

In the event that any exercise of the Buy-back Mandate would, to the knowledge of the Directors, have such consequence, the Directors have no present intention to exercise the Buy-back Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

Besides, the Directors have no present intention to exercise the Buy-Back Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than the prescribed minimum percentage of Shares in public hands under the GEM Listing Rules.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

7. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the six months prior to the Latest Practicable Date, whether on the GEM or otherwise.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2021		
November	0.45	0.06
December	1.69	0.39
2022		
January	1.64	0.5
February*	0.93	0.53
March*	0.65	0.65
April*	0.65	0.65
May*	0.65	0.65
June*	0.65	0.65
July*	0.65	0.65
August*	0.65	0.65
September*	0.65	0.65
October*	0.65	0.65
November*	0.65	0.65
December* (<i>Up to 2 December 2022</i>)	0.65	0.65

Note: At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 14 February 2022.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Pursuant to the GEM Listing Rules, the details of the Directors who will retire and offer themselves for re-election at the AGM according to the Bye-Laws are provided below.

(1) Mr. Bai Long, aged 32

Position & experience

Mr. Bai Long (“**Mr. Bai**”) has over 13 years of experience in sales and marketing. After graduating from secondary school, Mr. Bai has been working as a marketing manager and marketing director in Guangzhou, the PRC, focusing on network terminal design and network management. Mr. Bai has experience in managing the network terminal data, operating and managing the network platform, participating in setting up the marketing strategy on the internet network, promoting sales on the internet network, operating B2B platform and training staff. Mr. Bai has also been responsible for conducting market research in the PRC market.

Save and except disclosed above, Mr. Bai did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Mr. Bai entered into a service contract with the Company on 14 July 2020 for a term of two years, and such term had been renewed for another two years starting from 14 July 2022. Mr. Bai’s service contract is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

Interests in shares

As at the Latest Practicable Date, Mr. Bai was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Bai does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Director's emoluments

Pursuant to the service contract between Mr. Bai and the Company, Mr. Bai is entitled to receive a monthly director's fee of HK\$40,000, which is determined by the Board and the Remuneration Committee with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions and will be reviewed annually by the Remuneration Committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Bai to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Bai that need to be brought to the attention of the Shareholders.

(2) **Mr. Huang Qing, aged 40**

Position & experience

Mr. Huang Qing ("**Mr. Huang**") is an executive Director. Mr. Huang graduated from Shanghai Lixin Higher College of Accounting* (上海立信會計高等專科學校)(now known as Shanghai Lixin University of Accounting and Finance* (上海立信會計金融學院)) in 2003. Mr. Huang has over six years of experience in product and sales management in the information technology industry in the PRC. From 2017 to 2019, Mr. Huang occupied managerial role in a company principally engaged in information technology and software development business in the PRC.

During the period from 14 March 2019 to 10 September 2019, Mr. Huang served as an executive director of Shenzhen Mingwah Aohan High Technology Corporation Limited* (深圳市明華澳漢科技股份有限公司), a joint stock limited company incorporated in the PRC and the issued H Shares of which is listed on GEM of the Stock Exchange with stock code 8301. Save as disclosed above, Mr. Huang did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the letter of appointment made between Mr. Huang and the Company, Mr. Huang has been appointed for a term of two years commencing from 20 December 2019 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Interests in shares

As at the Latest Practicable Date, Mr. Huang was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Huang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the letter of appointment made between Mr. Huang and the Company, Mr. Huang is entitled to receive a monthly director's fee of HK\$30,000, which is determined by the Board and the Remuneration Committee with reference to his background, responsibilities and the prevailing market conditions, and will be reviewed annually by the Remuneration Committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Huang to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

(3) Mr. Lai Kin Kong Nelson, aged 46

Position & experience

Mr. Lai Kin Kong Nelson (“**Mr. Lai**”) finished his secondary education at Solomon College (formerly known as Solomon Institute), Edmonton A.B. Canada in 1998. He started his career as a RFID mesh structuring specialist in the information technology sector. Then he develops his career in a board range of industries in sales and management. Prior to joining Zenecom, he also gained management experience in other listed company at subsidiary level. Mr. Lai has extensive experience in the sales, management and strategic planning role for over 19 years. He joined Zenecom in April 2021 as a director, and he is responsible for the daily management of the subsidiary. Between November 2017 and March 2021, he worked for Zuverlassig (PRC) Enterprises Ltd (信唯動力企業有限公司) in the capacity of Chief Strategy Officer, and was mainly responsible for strategic planning and development of corporate visions. Between May 2014 and June 2016, he worked for Global Mining Engineer Inc. (環球礦業工程有限公司) in the capacity of Sale and Marketing Manager and was mainly responsible for the sale and marketing business. Between November 2012 to May 2014, he worked for World Grace Enterprises Ltd (世悦企業有限公司), and was mainly responsible for strategic planning and development of corporate visions.

Save and except disclosed above, Mr. Lai did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Mr. Lai entered into a service contract with the Company on 28 January 2022 for a term of two years. Mr. Lai’s service contract is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

Interests in shares

As at the Latest Practicable Date, Mr. Lai was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Lai does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the service contract between Mr. Lai and the Company, Mr. Lai is entitled to receive a monthly director's fee of HK\$80,000, which is determined by the Board and the Remuneration Committee with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions and will be reviewed annually by the Remuneration Committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Lai to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

(4) Ms. Han Limei, aged 53***Position & experience***

Ms. Han Limei is the executive director and general manager of Shenzhen Shengying Technology Company Limited* (深圳盛盈利科技有限公司). Ms. Han Limei has over ten years' experience in corporate management and risk management. Ms. Han Limei is the sister of Ms. Han Xiumei, an executive Director of the Company.

Save and except disclosed above, Ms. Han Limei did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Ms. Han Limei entered into a service agreement with the Company on 20 April 2022 for a term of one year. Ms. Han Limei's service agreement is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Interests in shares

As at the Latest Practicable Date, Ms. Han Limei was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, save as disclosed above, Ms. Han Limei does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the service contract between Ms. Han Limei and the Company, Ms. Han Limei is entitled to receive an annual director's fee of HK\$10,000, which is determined by the Board and the Remuneration Committee with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions and will be reviewed annually by the Remuneration Committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Han Limei to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Han Limei that need to be brought to the attention of the Shareholders.

(5) Ms. Han Xiumei, aged 54***Position & experience***

Ms. Han Xiumei was the legal representative and the general manager of Guangdong Juxing Biotechnology Co., Ltd.* (廣東聚星生物科技股份有限公司)(a company deregistered since 15 September 2020) from June 2017 to September 2020. Ms. Han Xiumei was graduated from Lishu County First Middle School* (梨樹縣第一中學) in July 1986. She has extensive experience in human resources management. Ms. Han Xiumei is the sister of Ms. Han Limei, an executive Director of the Company.

Save and except disclosed above, Ms. Han Xiumei did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Length of service

Ms. Han Xiumei entered into a service contract with the Company on 29 March 2022 for a term of one year. Ms. Han Xiumei's service contract is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

Interests in shares

As at the Latest Practicable Date, Ms. Han Xiumei was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, save as disclosed above, Ms. Han Xiumei does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director's emoluments

Pursuant to the service contract between Ms. Han Xiumei and the Company, Ms. Han Xiumei is entitled to receive a monthly director's fee of HK\$10,000, which is determined by the Board and the Remuneration Committee with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions and will be reviewed annually by the Remuneration Committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Han Xiumei to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Ms. Han Xiumei that need to be brought to the attention of the Shareholders.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

(6) Mr. Wang Shuhang, aged 37

Position & experience

Mr. Wang Shuhang (“**Mr. Wang**”) has been the general manager of Hangzhou Gaoying Technology Company Limited* (杭州高挹科技有限公司). Mr. Wang completed his undergraduate degree in International Trade in Jiangxi Economics and Management College* (江西經濟管理專修學院) and has over 15 years of experience in e-commerce business.

Save and except disclosed above, Mr. Wang did not hold other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Mr. Wang entered into a service contract with the Company on 26 October 2022 for a term of one year. Mr. Wang’s service contract is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

Interests in shares

As at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. Wang does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules) of the Company.

Director’s emoluments

Pursuant to the service contract between Mr. Wang and the Company, Mr. Wang is entitled to receive a annual director’s fee of HK\$10,000, which is determined by the Board and the Remuneration Committee with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions and will be reviewed annually by the Remuneration Committee.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Wang to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(7) Ms. Xu Yilei, aged 44

Position & experience

Ms. Xu Yilei (“**Ms. Xu**”) has over 9 years of experience in the media industry. Ms. Xu has been a vice president of Shanghai Xiyue Media Technology Company Limited since June 2012. Ms. Xu graduated from Changzhou Technical Teachers College (now known as Jiangsu University of Technology) with a bachelor degree in computer science and technology in June 2001.

Save and except disclosed above, Ms. Xu has not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the appointment letter entered into between Ms. Xu and the Company, Ms. Xu has been appointed for a term of two years commencing from 6 November 2020 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

Interests in shares

As at the Latest Practicable Date, Ms. Xu was not interested or deemed to be interested in the Shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Ms. Xu does not have any relationships with any other Directors, senior management, management Shareholders (as defined in the GEM Listing Rules), substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules).

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Director's emoluments

Pursuant to the appointment letter entered into between Ms. Xu and the Company, Ms. Xu is entitled to receive a monthly director's fee of HK\$12,000 which is determined by the Board and the Remuneration Committee with reference to her past experience and responsibilities in the Company, and will be reviewed annually by the remuneration committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, save as disclosed above, there is no other information relating to Ms. Xu which is required to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. There are no other matters concerning Ms. Xu that need to be brought to the attention of the Shareholders.

(8) Ms. Dong Qiuhong, aged 24

Position & experience

Ms. Dong Qiuhong (“**Ms. Dong**”) has been the legal representative and the general manager of Datong Jinsenkai Financing Guarantee Co., Ltd.* (大同市金森凱融資擔保有限公司) since August 2019. Ms. Dong was graduated from Changchun No. 19 Middle School in June 2016.

Save and except disclosed above, Ms. Dong has not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the appointment letter entered into between Ms. Dong and the Company, Ms. Dong has been appointed for a term of one year commencing from 29 March 2022 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

Interests in shares

As at the Latest Practicable Date, Ms. Dong was not interested or deemed to be interested in the Shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Relationships

As far as the Directors are aware, Ms. Dong does not have any relationships with any other Directors, senior management, management Shareholders (as defined in the GEM Listing Rules), substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules).

Director's emoluments

Pursuant to the appointment letter entered into between Ms. Dong and the Company, Ms. Dong is entitled to receive an annual director's fee of HK\$100,000 which is determined by the Board and the Remuneration Committee with reference to her past experience and responsibilities in the Company, and will be reviewed annually by the remuneration committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, save as disclosed above, there is no other information relating to Ms. Dong which is required to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. There are no other matters concerning Ms. Dong that need to be brought to the attention of the Shareholders.

(9) Mr. Lu Qi, aged 60

Position & experience

Mr. Lu Qi ("Mr. Lu") completed his MBA degree in the United States. Mr. Lu has over 25 years of experience in investment, financing and capital management.

Save and except disclosed above, Mr. Lu has not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service

Pursuant to the service agreement entered into between Mr. Lu and the Company, Mr. Lu has been appointed for a term of one year commencing from 20 April 2022 and is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-Laws and the GEM Listing Rules.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

Interests in shares

As at the Latest Practicable Date, Mr. Lu was not interested or deemed to be interested in the Shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Lu does not have any relationships with any other Directors, senior management, management Shareholders (as defined in the GEM Listing Rules), substantial Shareholders (as defined in the GEM Listing Rules), or controlling Shareholders (as defined in the GEM Listing Rules).

Director's emoluments

Pursuant to the service agreement entered into between Mr. Lu and the Company, Mr. Lu is entitled to receive an annual director's fee of HK\$10,000 which is determined by the Board and the Remuneration Committee with reference to his past experience and responsibilities in the Company, and will be reviewed annually by the remuneration committee.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

As far as the Directors are aware, save as disclosed above, there is no other information relating to Mr. Lu which is required to be disclosed pursuant to any of the requirements under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. There are no other matters concerning Mr. Lu that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



Sino Vision Worldwide Holdings Limited 新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8086)

NOTICE IS HEREBY GIVEN that an annual general meeting of Sino Vision Worldwide Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong, on Friday, 30 December 2022 at 10:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company for the year ended 30 June 2022;
2. To re-elect Mr. Bai Long as an executive Director;
3. To re-elect Mr. Huang Qing as an executive Director;
4. To re-elect Mr. Lai Kin Kong Nelson as an executive Director;
5. To re-elect Ms. Han Limei as an executive Director;
6. To re-elect Ms. Han Xiumei as an executive Director;
7. To re-elect Mr. Wang Shuhang as an executive Director;
8. To re-elect Ms. Xu Yilei as an independent non-executive Director;
9. To re-elect Ms. Dong Qihong as an independent non-executive Director;
10. To re-elect Mr. Lu Qi as an independent non-executive Director;
11. To authorise the Board of Directors to fix remuneration of Directors;
12. To re-appoint Elite Partners CPA Limited as the auditors of the Company and to authorise the Board to fix auditors’ remuneration;

NOTICE OF THE AGM

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

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereafter defined) of all the powers of the Company to buy-back its shares on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be bought-back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE AGM

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as hereafter defined);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of the 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”; and

NOTICE OF THE AGM

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

“**THAT** conditional upon the passing of resolutions set out in items 13 and 14 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in resolution set out in item 14 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares bought-back by the Company pursuant to the general mandate referred to in resolution set out in item 13 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

16. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the additional shares of HK\$0.01 each in the share capital of the Company to be issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 1 November 2016 (the “**Share Option Scheme**”), the refreshment of the limit in respect of the granting of options to subscribe for shares of the Company under the Share Option Scheme be and is hereby approved, provided that:

- (a) the total number of shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”);
- (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Limit;
- (c) the Directors be and are hereby unconditionally authorised to offer or grant options pursuant to the Share Option Scheme to subscribe for shares up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the shares upon the exercise of such options; and
- (d) such increase in the Refreshed Limit shall in no event result in the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the shares in issue from time to time.”

On behalf of the Board
Sino Vision Worldwide Holdings Limited
Bai Long
Chairman

Hong Kong, 8 December 2022

NOTICE OF THE AGM

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (c) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 23 December 2022 to Friday, 30 December 2022, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited (at its address shown above) for registration no later than 4:30 p.m. on Thursday, 22 December 2022.
- (d) References to time and dates in this Notice are to Hong Kong time and dates.