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 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 Sing Lee Software (Group) Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") 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 Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 in this circular misleading.

SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

(1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 4/F, Chinachem Johnston Plaza, 178 Johnston Road, Wan Chai, Hong Kong on Wednesday, 3 June 2026 at 11:30 a.m. (the "**AGM**") is set out on pages 18 to 23 of this circular. A form of proxy for the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and return the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at www.singlee.com.cn.

* *For identification purposes only*

30 April 2026

CHARACTERISTICS OF GEM

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.

Given that 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

Page

Definitions 1

Letter from the Board 4

Appendix I — Explanatory Statement 11

Appendix II — Details of Directors Proposed to be Re-elected at the AGM 15

Notice of Annual General Meeting 18

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

"AGM"	the annual general meeting of the Company to be convened and held at 4/F, Chinachem Johnston Plaza, 178 Johnston Road, Wan Chai, Hong Kong on Wednesday, 3 June 2026 at 11:30 a.m., notice of which is set out on pages 18 to 23 of this circular
"Articles of Association"	the articles of association of the Company, and "Article" shall mean an article thereof
"Board"	the board of Directors from time to time
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Business Day"	any day on which the Stock Exchange is open for the trading of securities listed thereon
"Bye-laws"	the bye-laws of the Company adopted on 27 August 2001 and may be amended from time to time
"close associate"	has the same meaning ascribed to it under the GEM Listing Rules
"Company"	Sing Lee Software (Group) Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on GEM
"connected person(s)"	has the same meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company from time to time
"GEM"	the GEM of the Stock Exchange
"GEM Listing Committee"	the GEM listing committee of the board of the directors of the Stock Exchange elected or appointed in accordance with the Articles of Association of the Stock Exchange and, where the context so permits, any committee or sub-committee thereof

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and all its subsidiaries from time to time
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	party(ies) who is/are independent of the Company and its connected person(s)
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution at the AGM
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"PRC"	the People's Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution at the AGM
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)

"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Shares from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
"Treasury Shares(s)"	Shares repurchased and held by the Company in treasury (if any), as authorised by the laws of Bermuda which, for the purpose of the GEM Listing Rules, includes Shares repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by HKSCC for sale on the Stock Exchange
"%"	per cent.

SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

Board of Directors
Executive Directors:
Lin Xue Xin *(Chairman)*
Hung Ying *(Vice Chairman)*
Zang Jingjing
Li Dong
Cai Jin

Independent non-executive Directors:
Pao Ping Wing
Chan Tsang Mo
Chen Xinai

Head Office and Principal Place of Business in Hong Kong:
Room 907,
9/F, Kenbo Commercial Building
335-339 Queen's Road West
Hong Kong

Head Office and Principal Place of Business in the PRC:
16th Floor, Building 9
West City Best Space
No. 158, Zixuan Road
Sandun, Xihu District
Hangzhou, China

Registered Office:
Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

30 April 2026

To the shareholders

Dear Sir or Madam,

(1) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

* *For identification purposes only*

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to:

(a) the granting of the Issue Mandate to issue Shares;

(b) the granting of the Repurchase Mandate to repurchase Shares;

(c) the granting of the extension mandate to extend the Issue Mandate by an amount representing the aggregate number of any Shares repurchased under the Repurchase Mandate;

(d) the re-election of Directors; and

(e) the re-appointment of auditor.

BACKGROUND

On 30 June 2025, resolutions were passed by the Shareholders granting general unconditional mandates to the Directors to exercise the powers of the Company to:

(a) allot, issue and deal with share capital of the Company not exceeding 20% of the total number of issued Shares on 30 June 2025;

(b) repurchase Shares not exceeding 10% of the total number of issued Shares on 30 June 2025; and

(c) add to the general mandate for issuing Shares set out in paragraph (a) above the number of Shares purchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the forthcoming AGM and the purpose of this circular is to seek your support, at the forthcoming AGM, to approve the general mandates as referred to below.

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, details of which are set out in ordinary resolution numbered 4(A) of the notice of AGM. The new Shares (including any sale or transfer of Treasury Shares out of treasury) which may be allotted and issued pursuant to the Issue Mandate are limited to a maximum of 20% of the total number of issued Shares (excluding any Treasury Shares) at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,317,240,000 Shares. Assuming there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares (excluding any Treasury Shares) which may be allotted and issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 263,448,000 Shares.

The Issue Mandate will continue in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws; or (3) the date upon which such authority is revoked or varied by ordinary resolution of the company in general meeting.

Subject to the passing of the ordinary resolution regarding the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to issue new Shares (including any sale or transfer of Treasury Shares out of treasury) in an amount not exceeding the aggregate total number of the Shares repurchased pursuant to the Repurchase Mandate, details of which are set out in ordinary resolution numbered 4(C) of the notice of AGM.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution numbered 4(B) of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 10% of the total number of issued Shares (excluding any Treasury Shares) at the date of passing the resolution approving the Repurchase Mandate.

The Repurchase Mandate will continue in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws; or (3) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,317,240,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 131,724,000 Shares.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF DIRECTORS

Pursuant to bye-law 86 (2) of the Bye-laws, 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.

Pursuant to bye-law 87 (1) of the Bye-laws, at every annual general meeting of the Company, 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 by rotation at least once every three years.

Pursuant to bye-law 87 (2) of the Bye-laws, 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 by the Board pursuant to bye-law 86 (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 bye-law 87 (1) of the Bye-laws, Mr. Hung Ying, Mr. Li Dong and Ms. Chen Xinai will retire from office as Directors and being eligible, have offered themselves for re-election as Directors 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 directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee of the Board (the "**Nomination Committee**"), having reviewed the composition of the Board, nominated Mr. Hung Ying, Mr. Li Dong and Ms. Chen Xinai to the Board for it to recommend to Shareholders for re-election at the AGM. Ms. Chen Xinai is the member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when their respective nomination were being considered. The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the 2025 annual report of the Company.

The Nomination Committee had also taken into account of the respective contributions of Mr. Hung Ying, Mr. Li Dong and Ms. Chen Xinai to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Ms. Chen Xinai, having regard to the independence criteria as set out in Rule 5.07 of the GEM Listing Rules.

Mr. Hung Ying, Mr. Li Dong, who are proposed to be re-elected as an executive Director and Ms. Chen Xinai, who are proposed to be re-elected as an independent non-executive Director of the Company, confirmed to the Company that he/she did not, as at the Latest Practicable Date, hold six or more directorships in any other listed companies. The biographical details of Mr. Hung Ying, Mr. Li Dong and Ms. Chen Xinai is more particularly set out in Appendix II of this circular. The Board accepted Nomination Committee's nominations and recommended Mr. Hung Ying, Mr. Li Dong to stand for re-election as executive Directors and Ms. Chen Xinai to stand for re-election as an independent non-executive Director by Shareholders at the AGM. The Board considers that the re-election of Mr. Hung Ying, Mr. Li Dong and Ms. Chen Xinai as Directors is in the best interest of the Company and Shareholders as a whole. Each of the retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations. Further information about the Board's composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors' attendance record at Board meetings and Board committee meetings has been disclosed in the corporate governance report in the 2025 annual report of the Company. Save for disclosed above and in Appendix II in relation to the re-election of Directors, there is no other matters which needs to be brought to the attention of the Shareholders.

RE-APPOINTMENT OF AUDITOR

Deloitte Touche Tohmatsu will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. Upon the recommendation of the audit committee of the Company and in accordance with Rule 13.88 of the Listing Rules, the Board proposed to pass an ordinary resolution to re-appoint Deloitte Touche Tohmatsu as the independent auditors of the Company and to hold office from the conclusion of the AGM until the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending 31 December 2026.

The estimated audit fee for the upcoming reporting period is expected to be in the range of RMB800,000 to RMB1,000,000, based on the 2025 annual audit fee of RMB900,000. This estimate is based on discussions between the Company and Deloitte Touche Tohmatsu, taking into account the current audit fee, and the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the auditors' resources required to perform the audit, which are expected to be similar to those in the 2025 reporting year. The estimated fee is a fair and reasonable assessment based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only; it may be subject to adjustment prior to the final determination of the audit fee.

ANNUAL GENERAL MEETING

The Company will convene the AGM at 11:30 a.m. on Wednesday, 3 June 2026 at 4/F, Chinachem Johnston Plaza, 178 Johnston Road, Wan Chai, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular. The notice of the AGM is set out on pages 18 to 23 to this circular.

PROXY ARRANGEMENT

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and in any event by not later than 48 hours before the time appointed for the holding of the AGM (or any adjourned meeting thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, 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. In addition, holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement and voting at the AGM, the register of members of the Company for the AGM will be closed from Thursday, 28 May 2026 to Wednesday, 3 June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers documents by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 27 May 2026.

RECOMMENDATIONS

The Directors believe that the ordinary resolutions proposed to be considered at the AGM in relation to the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors, the Company's financial statements, the remuneration of Directors, and the re-appointment of auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors, controlling Shareholders or substantial Shareholders or any of their respective close associates has any interest in business which competes with or may compete with the business of the Group or has any other conflict of interests which any person has or may have with the Group.

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.

Yours faithfully,
For and on behalf of the Board of
Sing Lee Software (Group) Limited
Lin Xue Xin
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,317,240,000 shares of HK$0.01 each.

Subject to the passing of the ordinary resolution numbered 4(B) in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 131,724,000 shares (being 10% of the total number of issued Shares (excluding any Treasury Shares) as at the Latest Practicable Date) during the period from the date of passing of the ordinary resolution numbered 4(B) as set out in the notice of AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or (iii) the revocation or variation or renewal of the Repurchase Mandate by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first. As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing the Shares, they believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws and regulations.

Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the share premium account of the Company before or at the time the Shares are repurchased. The Company may not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 consolidated financial statements contained in the 2025 annual report 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 an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same way be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws.

6. DIRECTORS AND CORE CONNECTED PERSONS

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

No core connected person (as defined in the GEM Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to sell the Shares to the Company, in the event of Repurchase Mandate is approved by the Shareholders.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed Repurchase Mandate has any unusual features.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares Price	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	0.021	0.018
June	0.028	0.018
July	0.031	0.022
August	0.029	0.024
September	0.035	0.028
October	0.035	0.027
November	0.035	0.028
December	0.045	0.024
2026		
January	0.055	0.034
February	0.039	0.026
March	0.029	0.025
April (up to the Latest Practicable Date)	0.028	0.022

8. EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, Goldcorp Industrial Limited, who is a Shareholder, is deemed to be interested in an aggregate of 136,307,500 Shares, representing approximately 10.35% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of Goldcorp Industrial Limited in the issued share capital of the Company would be increased to approximately 11.50%. Such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. Further, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

9. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

Mr. Hung Ying, Executive Director

Mr. Hung Ying, aged 56, a Director and Vice Chairman of our Group. He had been the deputy general manager of Hangzhou Singlee Technology Co., Ltd. and Hangzhou Singlee Software Co., Ltd of the Group from April 2007 to April 2011. Prior to joining the Group, he had worked as the marketing director and general manager in Beijing San Ding Ti Lian Network Technology Company Limited from May 2001 to December 2005. Mr. Hung graduated in information, social and management sciences (majoring in business administration) from University of Paisley and obtained an EMBA from Peking University. Mr. Hung has several years of experiences in management, and is specialised in market planning and sales

As at the Latest Practicable Date, save that Mr. Hung Ying is beneficially owned 14,547,500 Shares and 1,567,698 Share options of the Company, representing approximately 1.22% of the issued share capital of the Company. Save as disclosed herein, Mr. Hung Ying does not have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Hung Ying is the son of Mr. Hung Yung Lai, the shareholder of the Company. As far as the director of the Company are aware and disclosed above, Mr. Hung Ying does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company. Mr. Hung Ying entered into a service contract with the Company for a term of two years which commenced on 30 June 2025 and will continue thereafter for further successive periods of one year, provided that either party may terminate this appointment at any time after by giving one month's written notice. Pursuant to the service contract between the Company and Mr. Hung Ying, he is entitled to receive a fixed director's salary of RMB298,000 and HK$126,000 per annum. The remuneration of the Directors are determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to the Director's contributions, experience, and relevant duties and responsibilities within the Company and the Company's remuneration policy and are subject to review by the Board from time to time. He is subject to retirement by rotation and re-election in accordance with the Bye-laws.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hung Ying has confirmed that he (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; and (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

In relation to the appointment of Mr. Hung Ying as an executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50 (2)(h) to (v) of GEM Listing Rules.

Mr. Li Dong, Executive Director

Mr. Li Dong, aged 51, a Director and deputy general manager of our Group. He has 24 years of experience in the field of computer technology. He obtained his bachelor degree of Electric System and Automation from the Hefei University of Technology in 1997. Mr. Li joined the Group since 2001 and served in a number of positions including project manager, technology deputy director, customer service director and subsequently promoted as deputy general manager of Hangzhou Singlee in May 2011.

Mr. Li Dong has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2025. Mr. Li Dong is entitled to receive an annual remuneration of HK$96,000 and RMB597,000 for his position as an executive Director and deputy general manager of Singlee Technology. The remuneration of the Directors are determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to the Director's contributions, experience, and relevant duties and responsibilities within the Company and the Company's remuneration policy and are subject to review by the Board from time to time. He is subject to retirement by rotation and re-election in accordance with the Bye-laws.

As at the Latest Practicable Date, save that Mr. Li Dong is beneficially owned 65,860,000 Shares of the Company and 3,549,300 share options of the Company, representing approximately 5.27% of the issued share capital of the Company. Save as disclosed herein, Mr. Li Dong does not have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li Dong has confirmed that he (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; and (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

In relation to the appointment of Mr. Li Dong as an executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of GEM Listing Rules.

Ms. Chen Xinai, Independent Non-executive Director

Ms. Chen Xinai, aged 52, an associate researcher and a master's supervisor, was appointed as an independent non-executive Director in March 2024. She has more than 10 years of experience in the mining and functional research of functional genes in plants and microorganisms (fungi), the development of bioactive secondary metabolites and molecular biology research of biosynthetic regulation. She obtained a professional degree in tea science from Zhejiang Agricultural University in 1996 and a master's degree in food science from the Zhejiang University in 1999. Ms. Chen obtained a doctorate degree in biochemical engineering from Zhejiang University in 2003. From 2002 to 2006, she worked as an assistant researcher in the School of Life Sciences, Zhejiang University, and then served as a postdoctoral fellow at the University of Tokyo in Japan from 2006 to 2008. She then worked as an assistant researcher in the College of Life Sciences, Zhejiang University from 2008 to 2010, and then as an associate researcher in the College of Life Sciences, Zhejiang University from 2011 to 2017. In 2017, she was an associate researcher at Zhejiang University School of Medicine.

Ms. Chen graduated from Zhejiang University with a doctorate degree in engineering in biochemical engineering in March 2003.

Ms. Chen entered into a service contract with the Company for a term of two years which commenced on 1 April 2026 and will continue thereafter for further successive periods of one year, provided that either party may terminate this appointment at any time after by giving one month's written notice. Ms. Chen is currently entitled to an annual remuneration of HK$60,000 or such other sum as the Company may from time to time decide and this was determined based on prevailing market practice, her duties, responsibilities, contribution to the Company and the remuneration of other independent non-executive directors of the Company at the time the agreement was entered into. She is subject to retirement by rotation and re-election in accordance with the Bye- laws.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chen Xinai has confirmed that he (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In relation to the appointment of Ms. Chen Xinai as an Independent Non-executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of GEM Listing Rules.

SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of the members of Sing Lee Software (Group) Limited (the "**Company**") will be held at 4/F, Chinachem Johnston Plaza, 178 Johnston Road, Wan Chai, Hong Kong on Wednesday, 3 June 2026 at 11:30 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company, the reports of the directors and the independent auditors' report for the financial year ended 31 December 2025;

2. (a) To re-elect Mr. Hung Ying as an executive director of the Company;

   (b) To re-elect Mr. Li Dong as an executive director of the Company;

   (c) To re-elect Ms. Chen Xinai as an independent non-executive director of the Company; and

   (d) To authorise the board (the "**Board**") of directors (the "**Directors**") to fix the remuneration of the Directors;

3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration;

* *For identification purposes only*

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

(A) "**THAT**:

(a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval of paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers during or after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend 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 in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law of the Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"**Rights Issue**" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company); and

(e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company (excluding any treasury shares) at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, or any applicable law to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

(C) "**THAT**:

conditional upon resolutions numbered 4(A) and numbered 4(B) above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution numbered 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) above, provided that such amount shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company at the date of the passing of the said resolution."

By Order of the Board
Sing Lee Software (Group) Limited
Lin Xue Xin
Chairman

Zhejiang Province, the PRC, 30 April 2026

As at the date of this notice, the Directors are as follows:

Executive Directors:
Lin Xue Xin *(Chairman)*
Hung Ying *(Vice Chairman)*
Zang Jingjing
Li Dong
Cai Jin

Independent non-executive Directors:
Pao Ping Wing
Chan Tsang Mo
Chen Xinai

Registered office:
Clarendon House
2 Church Street
Hamilton, HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 907,
9/F, Kenbo Commercial Building,
335-339 Queen's Road West
Hong Kong

Head Office and Principal Place of Business in the PRC:
16th Floor, Building 9
West City Best Space
No. 158, Zixuan Road
Sandun, Xihu District
Hangzhou, China

Notes:

1. The register of members of the Company will be closed from Thursday, 28 May 2026 to Wednesday, 3 June 2026 (both dates inclusive), during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Wednesday, 3 June 2026, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share register in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 27 May 2026.

2. Any member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

3. To be valid, a form of proxy and 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, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.

4. If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.

5. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Resolution numbered 4(B) as set out in this notice is enclosed in this circular.

6. In respect of Resolution numbered 2, details of Mr. Hung Ying, Mr. Li Dong and Ms. Chen Xinai who are proposed to be re-elected as Directors at the AGM, are set out in Appendix II to this circular.

7. A form of proxy for use at the AGM is enclosed.