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**SINO ICT HOLDINGS LIMITED**

芯成科技控股有限公司  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00365)**

**PROPOSED AMENDMENT TO THE BYE-LAWS**

This announcement is made by Sino ICT Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In order to provide more flexibility to the formation of a quorum at general meetings of the Company and to appoint additional director(s) to the existing Board, the board of the directors (the “**Board**”) of the Company proposes to amend the Bye-Laws of the Company (the “**Proposed Amendment**”). The Proposed Amendment is subject to the approval of the members of the Company by way of a special resolution at the special general meeting (the “**SGM**”) to be convened by the Company. The Proposed Amendments are set out below:

<b>Original provisions under the Bye-Laws of the Company</b>	<b>Proposed amended provisions under the Bye-Laws of the Company</b>
<p><b>61. (2)</b> No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy shall form a quorum for all purposes.</p>	<p><b>61. (2)</b> No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person <u>or</u> (<del>or</del> in the case of a Member being a corporation) by its duly authorised representative) or by proxy <u>or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</u> shall form a quorum for all purposes.</p>

Original provisions under the Bye-Laws of the Company	Proposed amended provisions under the Bye-Laws of the Company
<p><b>86. (2)</b> 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.</p>	<p><b>86. (2)</b> 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, <del>subject to authorisation by the Members in general meeting,</del> 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.</p>

Notwithstanding the Proposed Amendments, the other contents of the Bye-Laws of the Company shall remain unchanged. A circular containing, among others, further details of the Proposed Amendment together with a notice convening the SGM will be despatched to the members as soon as practicable.

By order of the Board of  
**Sino ICT Holdings Limited**  
**Du Yang**  
*Chairman*

Hong Kong, 2 September 2021

*As at the date of this announcement, the directors are Mr. Du Yang, Mr. Yuan I-Pei and Mr. Xia Yuan as executive directors; Mr. Li Yongjun and Mr. Li Jinxian as non-executive directors; and Mr. Cui Yuzhi, Mr. Bao Yi and Mr. Ping Fan as independent non-executive directors.*