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If you have sold or transferred all your shares in **Sino ICT Holdings Limited**, 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 the transferee.

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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 OF THE COMPANY AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of Sino ICT Holdings Limited to be held at 9:30 a.m. on Friday, 24 September 2021 at Unit 02-03, 69/F, International Commerce Centre, 1 Austin Road West, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 6 to 7 of this circular.

PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

Under the current circumstance of the outbreak of the coronavirus (COVID-19), certain special measure will be implemented by the Company at the special general meeting (the "SGM") in order to reduce the risk of infection, including:

1. Compulsory body temperature check and health declarations
2. Recommended wearing of a surgical face mask by each attendee
3. No distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine measures may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the Chairman of the SGM as their proxy to vote on the relevant resolution(s) at the SGM as an alternative to attending the meeting in person.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than forty-eight (48) hours before the time appointed for the holding of the meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.

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DEFINITIONS

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

“Board”	the board of Directors or a duly authorised committee of the board of Directors;
“Bye-laws”	the Bye-laws of the Company, as amended from time to time;
“Company”	Sino ICT Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company for the time being;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Amendment”	shall have the meaning as set out under “2. Proposed Amendment to the Bye-laws” in the Letter From the Board;
“SGM”	the special general meeting of the Company to be held at Unit 02-03, 69/F, International Commerce Centre, 1 Austin Road West, Tsim Sha Tsui, Kowloon, Hong Kong on 24 September 2021 at 9:30 a.m. (or any adjournment thereof);
“SGM Notice”	the notice convening the SGM as set out on pages 6 to 7 of this circular;
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	Holder(s) of the Shares, from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

LETTER FROM THE BOARD



SINO ICT HOLDINGS LIMITED

芯成科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

Executive Directors:

Mr. DU Yang (*Chairman*)

Mr. YUAN I-Pei

Mr. XIA Yuan (*Chief Executive Officer*)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Directors:

Mr. LI Yongjun

Mr. LI Jinxian

Principal Place of Business:

Unit 02-03, 69/F,

International Commerce Centre,

1 Austin Road West,

Tsim Sha Tsui, Kowloon,

Hong Kong

Independent Non-executive Directors:

Mr. CUI Yuzhi

Mr. BAO Yi

Mr. PING Fan

3 September 2021

To the Shareholders

Dear Sirs or Madams,

**PROPOSED AMENDMENT TO THE BYE-LAWS OF THE COMPANY
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 2 September 2021 in relation to the Proposed Amendments to the Bye-laws of the Company. The purpose of this circular is to provide the Shareholders with the SGM Notice and further information in respect of the Proposed Amendment to the Bye-laws of the Company.

2. PROPOSED AMENDMENT TO THE BYE-LAWS

To provide the Company with more flexibility to adapt to market practices, the Board proposes to amend the Bye-laws of the Company (the "Proposed Amendment"). The Proposed Amendment is subject to the approval of the Shareholders at the SGM by way of special resolutions.

LETTER FROM THE BOARD

The Proposed Amendment is set out below:

Original provision	To be amended as
<p>61. (2) 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>61. (2) 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> (or in the case of a Member being a corporation) by its duly authorised representative) <u>or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative</u> <u>or proxy</u> shall form a quorum for all purposes.</p>
<p>86. (2) 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.</p> <p>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>86. (2) 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.</p> <p>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>

The effect of the Proposed Amendment is 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, and is in the best interests of the Company and the Shareholders as a whole.

The legal advisors to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendment conforms with the requirements of the Listing Rules and does not contravene the applicable laws of the Bermuda. The Company confirms there is nothing unusual about the Proposed Amendment for a company listed in Hong Kong.

LETTER FROM THE BOARD

3. SGM

The SGM Notice convening the SGM to be held on 24 September 2021 at 9:30 a.m. (or any adjournment thereof) at Unit 02-03, 69/F, International Commerce Centre, 1 Austin Road West, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 6 to 7 of this circular.

A form of proxy for the SGM is enclosed herewith. Whether or not you are able to attend the SGM, Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than forty-eight (48) hours before the time appointed for the holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM (or any adjournment thereof) should he/she so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except purely on those procedural or administrative matters. Each of the resolutions to be proposed and put to a vote at the SGM will be decided by way of a poll at the SGM pursuant to Bye-law 66 of the Bye-laws. The results of the poll will be published on the websites of the Stock Exchange and the Company after the SGM in the manner prescribed under Rules 13.39(5) of the Listing Rules.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 20 September 2021 to Friday, 24 September 2021 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the SGM. No transfer of Shares and/or exercise of the outstanding share options and/or the conversion of the outstanding convertible bonds will be registered during this period. Shareholders whose name appear on the register of members of the Company on Friday, 24 September 2021 shall be entitled to attend and vote at the SGM. In order to be eligible to attend and vote at the SGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 17 September 2021.

5. RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. For the reasons stated above, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

Yours faithfully,
For and on behalf of the Board
Du Yang
Chairman

NOTICE OF SPECIAL GENERAL MEETING



SINO ICT HOLDINGS LIMITED

芯成科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sino ICT Holdings Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, 24 September 2021 at Unit 02-03, 69/F, International Commerce Centre, 1 Austin Road West, Tsim Sha Tsui, Kowloon, Hong Kong (or any adjournment thereof), for the purpose of considering, if thought fit, passing the following resolutions as special resolutions of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as in the circular of the Company dated 3 September 2021 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. **“THAT** the bye-laws of the Company be amended by deleting bye-law number 61. (2) and substituting the following new bye-law:—

61. (2) 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 or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.”

2. **“THAT** the bye-laws of the Company be amended by deleting bye-law number 86. (2) and substituting the following new bye-law:—

86. (2) 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 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.”

NOTICE OF SPECIAL GENERAL MEETING

Yours faithfully,
On behalf of the Board
Sino ICT Holdings Limited
Du Yang
Chairman

Hong Kong, 3 September 2021

Notes:

- (1) Under the current circumstance of the outbreak of the coronavirus (COVID-19), certain special measure will be implemented by the Company at the special general meeting (the “SGM”) in order to reduce the risk of infection, including: (i) compulsory body temperature check and health declarations; (ii) recommended wearing of a surgical face masks by each attendee; and (iii) no distribution of corporate gift or refreshment. **For the health and safety of Shareholders, it is highly recommended that Shareholders exercise their voting rights at the SGM by appointing the Chairman of the SGM as their proxy and return their proxy forms by the time specified below, instead of physical attending in person at the SGM.**
- (2) A Shareholder of the Company entitled to attend and vote at the SGM of the Company is entitled to appoint another person as his proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote on his behalf. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a Shareholder of the Company.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointer is a corporation, then the instrument shall be signed under seal or under hand of an officer, attorney or other person authorised in writing.
- (4) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the special general meeting or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person should he so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (5) For the purposes of determining the entitlements of the shareholders of the Company to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 20 September 2021 to Friday, 24 September, 2021 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for the aforesaid entitlements, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 17 September 2021.
- (6) As at the date hereof, the Board comprises:

Executive Directors:

Mr. Du Yang
(Chairman)
Mr. Yuan I-Pei
Mr. Xia Yuan
(Chief Executive Officer)

Non-executive Directors:

Mr. Li Yongjun
Mr. Li Jinxian

Independent Non-executive Directors:

Mr. Cui Yuzhi
Mr. Bao Yi
Mr. Ping Fan