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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)

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.”

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 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