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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 ADOPTION OF AMENDED AND RESTATED BYE-LAWS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sino ICT Holdings Limited (the “**Company**”) announces that in order to (i) bring the bye-laws of the Company in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules; and (iii) make other house-keeping amendments, the Board proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) by way of adopting a new set of bye-laws of the Company (the “**Amended Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The major areas of the proposed amendments (the “**Proposed Amendments**”) to the Existing Bye-laws that will be incorporated in the Amended Bye-laws are summarised below:

1. to provide that a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting to comply with the requirements of Bermuda law;
2. to delete the approval requirements on the limitation of a maximum price for a redeemable share purchased by the Company;
3. to provide that the Company must hold an annual general meeting for each financial year and such annual general meeting must be held within six (6) months after the end of the Company’s financial year;
4. to provide that notice of not less than twenty-one (21) clear days shall be given for convening an annual general meeting and not less than fourteen (14) clear days for other general meetings (including a special general meeting) in compliance with the Listing Rules;
5. to provide that all shareholders of the Company shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
6. to provide that any person appointed by the Board to fill a casual vacancy on, or, subject to authorization by the members in general meetings, as an addition to, the Board shall hold office only until the next following annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
7. to update the voting requirements of directors at board meetings under circumstances in which a Director may vote on a resolution (and be counted in the quorum) notwithstanding that the Director or any of the

- Director's close associates is materially interested therein;
8. to add a new provision for the financial year end of the Company; and
 9. to make other housekeeping amendments for the purpose of clarifying existing practice, to better align with the wording in the applicable laws of Bermuda and the Listing Rules, and to reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules.

The Proposed Amendments and the proposed adoption of the Amended Bye-laws are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 9 June 2023 (the “**Annual General Meeting**”). A circular containing, among other matters, details relating to the Proposed Amendments and the adoption of the Amended Bye-laws, together with the notice convening the Annual General Meeting will be despatched to the shareholders of the Company in due course.

By order of the Board of
Sino ICT Holdings Limited
Yuan I-Pei
Chairman

Hong Kong, 3 May 2023

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