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If you have sold or transferred all your shares in **Sinohope Technology Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

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

A letter from the Board is set out on pages 4 to 8 of this circular. A notice convening the AGM (as defined herein) of Sinohope Technology Holdings Limited to be held at Unit 702-3, 7/F, 100 Queen's Road Central, Central, Hong Kong on Tuesday, 18 February 2025 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for the AGM is enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy and return it to the branch share registrar of the Company (as defined herein), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). 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 and in such event, the form of proxy shall be deemed to be revoked.

24 January 2025

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit 702-3, 7/F, 100 Queen’s Road Central, Central, Hong Kong, on Tuesday, 18 February 2025, at 10:30 a.m. or any adjournment thereof
“Articles”	the memorandum and articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“close associate(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Companies Act”	the BVI Business Companies Act, 2004, as amended supplemented or otherwise modified from time to time
“Company”	Sinohope Technology Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1611)
“controlling Shareholder(s)”	shall have the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution at the AGM, which is also extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Latest Practicable Date”	20 January 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination and Corporate Governance Committee”	the nomination and corporate governance committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	any entity which falls within the meaning of the term “subsidiary” as defined in the Listing Rules and the term “subsidiaries” shall be construed accordingly
“substantial Shareholder(s)”	shall have the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

* *For identification purposes only*

In case of any discrepancy between the English version and the Chinese version of this circular, the English version shall prevail.



SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

Non-executive Director:

Mr. Li Lin (*Chairman*)

Executive Directors:

Mr. Du Jun

Ms. Zhang Li

Independent non-executive Directors:

Mr. Yu Chun Kit

Mr. Yip Wai Ming

Dr. LAM, Lee G., *BBS, JP*

*Head office and principal place of
business in Hong Kong:*

Unit 702-3, 7/F

100 Queen's Road Central

Central

Hong Kong

Registered Office:

Vistra Corporate Services Centre

Wickhams Cay II

Road Town, Tortola

BVI VG 1110

24 January 2025

To the Shareholders

Dear Sirs or Madams,

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

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the proposed grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the proposed re-election of retiring Directors; and (iii) the re-appointment of the Company's auditor and authorization of the Board to fix its remuneration.

LETTER FROM THE BOARD

2. THE ISSUE MANDATE

The Company's existing mandate to allot and issue new Shares was approved by the Shareholders at the annual general meeting of the Company held on 27 March 2024. Unless otherwise renewed, the existing mandate to allot and issue new Shares will lapse at the conclusion of the AGM.

In order to ensure flexibility when it is desirable to allot and issue or otherwise deal with additional Shares, at the AGM, ordinary resolutions will be proposed, including that the Directors be granted a general and unconditional mandate to exercise all powers of the Company (i) to allot, issue and otherwise deal with new Shares up to, in aggregate, 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution; and (ii) to increase the aggregate number of Shares which may be issued under the Issue Mandate by adding thereto the aggregate number of the Shares repurchased under the Repurchase Mandate. For further details, please refer to ordinary resolutions no. 5 and no. 7 as respectively set out in the notice of the AGM.

The Directors have no immediate plans to allot and issue any new Shares other than the Shares which may be issued under the share option scheme of the Company adopted on 27 October 2016 and as amended on 19 November 2020, 30 March 2023 and 28 July 2023.

As at the Latest Practicable Date, there was a total of 465,960,665 Shares in issue. Subject to the passing of the proposed resolution for approving the Issue Mandate to the Directors, and on the basis that no other Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 93,192,133 new Shares.

3. THE REPURCHASE MANDATE

The Company's existing mandate to repurchase the Shares was approved by the Shareholders at the annual general meeting of the Company held on 27 March 2024. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

In order to seek the approval of the Shareholders to grant the Repurchase Mandate, at the AGM, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares on the Stock Exchange, in aggregate, 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution. For further details, please refer to ordinary resolution no. 6 as set out in the notice of the AGM.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 465,960,665 issued Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 46,596,066 Shares.

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

The Issue Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Issue Mandate and the Repurchase Mandate 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 Articles or any applicable law to be held; or (iii) the revocation or variation of the Issue Mandate or the Repurchase Mandate (as the case may be) by ordinary resolutions of the Shareholders at a general meeting of the Company, whichever occurs first.

4. EXTENSION OF THE ISSUE MANDATE

In addition, an ordinary resolution will be proposed at the AGM to allow any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) to be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

5. RE-ELECTION OF DIRECTORS

In accordance with the article 14.18 of the Articles and code provision B.2.2 set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules (the “CG Code”), Ms. Zhang Li and Mr. Yip Wai Ming will retire from office as Directors at the AGM, and, being eligible, have offered themselves for re-election as Directors at the AGM. Each of the aforementioned retiring Directors shall be subject to retirement by rotation at annual general meeting of the Company at least once every three years.

The re-election of Directors has been reviewed by the Nomination and Corporate Governance Committee, which has made recommendation to the Board that the re-election be proposed for Shareholders’ approval at the forthcoming AGM.

The Nomination and Corporate Governance Committee upon reviewing the biographical details of Ms. Zhang Li and Mr. Yip Wai Ming and their respective ability to meet the nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and having considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, has taken the view that Ms. Zhang Li and Mr. Yip Wai Ming have been contributing to the Group effectively and are committed to their role as Directors. Further, considering the strong and diversified education background, extensive

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experience and professional practice of Mr. Yip Wai Ming illustrated in Appendix II to this circular, the Board considers that he as an independent non-executive Director would bring his own perspectives, skills and experience to the Board which contribute to the diversity of the Board.

The Board has accepted the recommendation by the Nomination and Corporate Governance Committee for recommending the Shareholders to re-elect Ms. Zhang Li and Mr. Yip Wai Ming as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding their nomination.

The biographical details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular.

6. PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Moore CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Moore CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. Moore CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

7. AGM

The Company will convene the AGM on Tuesday, 18 February 2025 at 10:30 a.m. to approve the ordinary resolutions to be proposed thereat in respect of, among other things, grant of general mandate to issue and repurchase Shares, the re-election of retiring Directors and the re-appointment of auditor of the Company.

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular and is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 13 February 2025 to Tuesday, 18 February 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by

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the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 12 February 2025.

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward to be voted at the AGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

11. RECOMMENDATION

The Board considers that the proposed grant of Issue Mandate and Repurchase Mandate, extension of the Issue Mandate, the re-election of retiring Directors and re-appointment of auditor of the Company, are in the best interests of the Company and the Shareholders as a whole. The necessary information for seeking the Shareholders' approval on the proposed matters is already set out herein for consideration. The Board recommends the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM. As at the Latest Practicable Date, no Shareholders are required to abstain from voting under the Listing Rules in respect of any of the ordinary resolutions to be proposed at the AGM.

12. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular and the notice of the AGM.

By Order of the Board
SINOHOPE TECHNOLOGY HOLDINGS LIMITED
Du Jun
Executive Director

This appendix I serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide you with all the information required for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000 divided into 500,000,000 Shares, among which a total of 465,960,665 Shares were issued and fully paid-up.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be authorised under the Repurchase Mandate to repurchase a maximum of 46,596,066 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; and (iii) the date of revocation or variation of the Repurchase Mandate by an ordinary resolution of Shareholders in general meeting prior to the next annual general meeting of the Company.

2. REASONS FOR REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate will provide the Company flexibility to make such repurchases when appropriate and beneficial to the Company and Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate will be financed entirely from the available cash flow or working capital facilities of the Company which shall be legally permitted to be utilised in this connection in accordance with the Articles, the applicable laws of the BVI and the Listing Rules. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with Listing Rules from time to time.

4. POSSIBLE MATERIAL ADVERSE IMPACT

There may be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full during the proposed repurchase period as compared with the position disclosed in the latest published audited accounts for the year ended 30 September 2024. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect 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 for the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, nor any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the BVI, and the Articles.

7. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders held 10% or more of the aggregate number of the issued Shares:

Name of shareholders	Number of Shares held	Approximate percentage of Shareholdings (Note 1)	Approximate percentage of Shareholdings if the Repurchase Mandate is fully exercised (Note 2)
Avenir Investment Limited	90,990,474	19.53%	21.70%
Mr. Li Lin (“ Mr. Li ”) (Note 3)	90,990,474	19.53%	21.70%
Mr. Du Jun (“ Mr. Du ”) (Note 4)	80,682,305	17.32%	19.24%
ON CHAIN Technology LIMITED	82,300,000	17.66%	19.62%
Mr. Zhong Gengfa (“ Mr. Zhong ”) (Note 5)	82,300,000	17.66%	19.62%

Notes:

- (1) The percentages were calculated based on the Company’s issued share capital of 465,960,665 Shares at the Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of AGM.
- (2) The percentages were calculated based on the Company’s issued share capital of 419,364,599 Shares after exercising the power of repurchase of the Shares pursuant to the Repurchase Mandate in full and on the assumption that there is no other change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of AGM.
- (3) Mr. Li is the non-executive Director. He indirectly held 100% interest in the total issued shares of Avenir Investment Limited. Therefore, Mr. Li was deemed to be interested in the shares held by Avenir Investment Limited for the purpose of Part XV of the SFO.
- (4) Mr. Du is the executive Director and chief executive officer of the Company. He is a beneficial owner of 80,682,305 Shares and has been granted 3,000,000 share options of the Company, which shall entitle him to subscribe for 3,000,000 Shares upon exercise of all such share options under the said share option scheme.
- (5) Mr. Zhong directly held 100% interest in the total issued shares of ON CHAIN Technology LIMITED. Therefore, Mr. Zhong was deemed to be interested in the shares held by ON CHAIN Technology Limited for the purpose of Part XV of the SFO.

In the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of the above substantial Shareholders in the issued Shares will be increased to the approximate percentage as shown in the above table. Such increase will not give rise to an obligation of any of the above substantial Shareholders to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, and the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate (whether in full or otherwise) to an extent that will trigger the obligations to make a mandatory offer under Rule 26 of the Takeovers Code, nor to an extent that results in the number of Shares held by the public being reduced to less than the prescribed minimum percentage, whether 25% or other percentage as determined by the Stock Exchange.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares had been repurchased by the Company nor any of its subsidiaries, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
January	2.72	1.85
February	3.58	2.00
March	3.97	2.75
April	3.36	2.51
May	3.18	2.41
June	2.85	2.11
July	2.36	1.81
August	2.15	1.59
September	2.25	1.69
October	2.52	1.81
November	2.72	1.86
December	2.42	1.82
2025		
January (until the Latest Practicable Date)	2.12	1.82

10. STATUS OF REPURCHASED SHARES

In the event that the Repurchase Mandate has been exercised, the Company intends to cancel the relevant repurchased Shares.

11. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The followings are particulars of the Directors who will retire from office, all of whom, being eligible, have offered themselves for re-election at the AGM:

EXECUTIVE DIRECTOR

Ms. Zhang Li (“**Ms. Zhang**”), aged 39, was appointed as the chief financial officer of the Company on 26 August 2020. Ms. Zhang was also appointed as executive Director with effect from 18 December 2021.

Ms. Zhang is currently an independent director of Nano Labs Ltd. (stock code: NA.Nasdaq), whose shares are listed on Nasdaq Stock Market. Prior to joining the Group, from December 2017 to August 2020, Ms. Zhang had been responsible for the listing of Hangzhou Canaan Creative Information Technology Co., Ltd. (stock code: CAN.Nasdaq) on Nasdaq Stock Market and had subsequently served as the vice president of that company from March 2018 to August 2020. From September 2015 to May 2019, Ms. Zhang served as a director of Ci Wen Media Co., Ltd. (stock code: 002343.SZ). From June 2014 to August 2017, Ms. Zhang served as the vice president and the secretary of the board of directors of Hangzhou Shunwang Technology Co., Ltd. (stock code: 300113.SZ), during which time Ms. Zhang was responsible for the formulation of its strategic planning, capital market communications and numerous merger and acquisition deals in the gaming industry. From December 2012 to June 2014, Ms. Zhang served as the senior manager of the acquisition and financing department of Guotai Junan Securities Co., Ltd., during which time Ms. Zhang was responsible for the mergers and acquisitions of numerous well-established companies in the technology, media and telecommunications and environmental industries. From October 2009 to September 2012, Ms. Zhang served as a senior auditor of PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)), during which time Ms. Zhang had handled audit work of numerous multinational companies.

Ms. Zhang is a non-practicing member of the Chinese Institute of Certified Public Accountants. She graduated from the Department of Automotive Engineering of Tsinghua University in 2009 holding a bachelor’s degree and a master’s degree in automotive engineering. She obtained an EMBA from Peking University in July 2019.

Ms. Zhang renewed her service contract with the Company for a term of three years commencing from 18 December 2024 and thereafter be continuous unless and until terminated by not less than three month’s prior notice in writing served by either party on the other. The term of Ms. Zhang’s appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles and the Listing Rules. Ms. Zhang is entitled to a director’s fee of HK\$100,000 per month plus a discretionary bonus as may be determined by the Board with reference to her performance and operating results of the Group. The foregoing emolument is recommended by the Remuneration Committee and approved by the Board with reference to Ms. Zhang’s background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. The remuneration of Ms. Zhang will be subject to annual review by the Remuneration Committee and the Board.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhang (i) did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders; (ii) did not hold any other directorship in public listed companies in Hong Kong or overseas three years preceding the Latest Practicable Date; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yip Wai Ming (“**Mr. Yip**”), aged 59, was appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination and Corporate Governance Committee and the Remuneration Committee on 11 October 2018.

Mr. Yip is currently an independent non-executive director of the following companies listed on the Stock Exchange: PAX Global Technology Limited (stock code: 0327.HK), Ju Teng International Holdings Limited (stock code: 3336.HK), Far East Horizon Limited (stock code: 3360.HK), and Peijia Medical Limited (stock code: 9996.HK). Mr. Yip has more than 30 years of experience in finance and accounting. Mr. Yip graduated from the University of Hong Kong with a bachelor’s degree in social sciences in 1987. He also holds a bachelor’s degree in law from the University of London. Mr. Yip is a fellow of the Association of Chartered Certified Accountants, and a member of the Hong Kong Institute of Certified Public Accountants and the Chinese Institute of Certified Public Accountants.

Mr. Yip renewed his service contract with the Company for a term of three years commencing from 11 October 2024 and thereafter be continuous unless and until terminated by not less than two month’s prior notice in writing served by either party on the other. The term of Mr. Yip’s appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles and the Listing Rules. Mr. Yip is entitled to a director’s fee of HK\$240,000 per annum plus a discretionary bonus as may be determined by the Board after considering a range of factors including the performance of Mr. Yip as an independent non-executive Director, and the operating results of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yip (i) did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders; (ii) did not hold any other directorship in public listed companies in Hong Kong or overseas three years preceding the Latest Practicable Date; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Yip has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. Considering that Mr. Yip possesses extensive knowledge and skills in his respective areas, the Board believes that his appointment as independent non-executive Directors will enhance the professional background of the Board in the area of accounting and finance.

None of the above-mentioned Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of the above-mentioned Directors.

NOTICE OF ANNUAL GENERAL MEETING



新火科技
SINOHOPE

SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Sinohope Technology Holdings Limited (the “Company”) will be held at Unit 702–3, 7/F, 100 Queen’s Road Central, Central, Hong Kong on Tuesday, 18 February 2025, at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the auditor of the Company for the financial year ended 30 September 2024.
2. To re-elect the following directors of the Company:
 - (1) Ms. Zhang Li as an executive Director; and
 - (2) Mr. Yip Wai Ming as an independent non-executive Director.
3. To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint Moore CPA Limited as the Company’s auditor and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), 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 ordinary shares of HK\$0.001 each in the share capital of the Company and to make or grant offers, agreements and options (including but not limited to bonds, warrants 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 in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the memorandum and articles of association of the Company (the **“Articles”**); or

NOTICE OF ANNUAL GENERAL MEETING

(v) a specific authority granted or to be granted by the shareholders of the Company (the “**Shareholders**”) in general meeting, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of passing this resolution and the said approval in paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 Articles or any applicable laws to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.001 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 Articles or any applicable laws to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

“**THAT** conditional upon the passing of the foregoing ordinary resolutions No. 5 and No. 6 as set out in the notice convening the AGM, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to the ordinary resolution No. 5 set out in the notice convening the AGM be and is hereby extended by the addition thereto an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution No. 6 set out in the notice convening the AGM provided that such amount shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
SINOHOPE TECHNOLOGY HOLDINGS LIMITED
Du Jun
Executive Director

Hong Kong, 24 January 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use in connection with the AGM is enclosed herewith and published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 48 hours before the time designated for holding 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 adjourned meeting should you so wish.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, a form of appointment of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for the time appointed for holding the AGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the meeting or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. For determining the entitlement to attend and vote at the AGM, the register of members will be closed from Thursday, 13 February 2025 to Tuesday, 18 February 2025, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 February 2025.
8. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above time of AGM, the AGM will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.sinohope.com) to notify the Shareholders (as defined herein) of the date, time and place of the rescheduled meeting.

As at the date of this AGM notice, the Board comprises (1) Mr. Li Lin (Chairman) as a non-executive Director; (2) Mr. Du Jun (Chief Executive Officer) and Ms. Zhang Li as executive Directors; and (3) Mr. Yu Chun Kit, Mr. Yip Wai Ming and Dr. Lam Lee G., BBS, JP as independent non-executive Directors.