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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)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Sinohope Technology Holdings Limited (“**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Unit 702–3, 7/F, 100 Queen’s Road Central, Central, Hong Kong on Monday, 31 March 2025 at 10:30 a.m. to consider, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the circular dated 14 March 2025 of the Company (the “**Circular**”).

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the resolution (with or without modification) in relation to the BVI Agreement, further details of which are set out in the Circular:

**“THAT**

- (a) the agreement entered into between the Company and BVI Vendors dated 16 August 2024 (as amended and supplemented by the supplemental deed dated 31 December 2024) (the “**BVI Agreement**”), as defined and described in the Circular, a copy of which has been produced to the EGM marked “A” and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares A (as defined and described in the Circular) at the issue price of HK\$2.18 per Consideration Share to the BVI Vendors be and are hereby approved;

- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Consideration Shares A, the Directors be and are hereby granted the specific mandate (the “**BVI Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares A, on and subject to the terms and conditions of the BVI Agreement, providing that the BVI Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
  - (d) any Director be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of, or in connection with, the implementation of and giving effect to the terms of the BVI Agreement and the transactions contemplated thereunder or in connection therewith and to agree to and make such variation, amendments or waiver of matters relating thereto or in connection therewith.”
2. To consider and approve the resolution (with or without modification) in relation to the BitTrade Agreement, further details of which are set out in the Circular:

“**THAT**

- (a) the agreement entered into between the Company and Goldenway dated 16 August 2024 (as amended and supplemented by the supplemental deed dated 31 December 2024) (the “**BitTrade Agreement**”), as defined and described in the Circular, a copy of which has been produced to the EGM marked “B” and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Consideration Shares B (as defined and described in the Circular) at the issue price of HK\$2.18 per Consideration Share to Goldenway be and are hereby approved;
- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Consideration Shares B, the Directors be and are hereby granted the specific mandate (the “**BitTrade Specific Mandate**”) which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares B, on and subject to the terms and conditions of the BitTrade Agreement, providing that the BitTrade Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

(d) any Director be and is hereby authorised to sign and execute all such documents or agreements or deeds on behalf of the Company and to do all such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of, or in connection with, the implementation of and giving effect to the terms of the BitTrade Agreement and the transactions contemplated thereunder or in connection therewith and to agree to and make such variation, amendments or waiver of matters relating thereto or in connection therewith.”

3. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** subject to and conditional upon the Listing Committee granting the listing of, and permission to deal in, the additional shares of HK\$0.001 each in the shares of the Company to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme, the refreshment of the limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that:

- (a) the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”);
- (b) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the Refreshed Limit; and
- (c) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute discretion may consider necessary appropriate or desirable to give effect to the foregoing arrangement.”

4. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

**“THAT**

- (a) the authorised shares of the Company be and is hereby increased from 500,000,000 Shares of par value HK\$0.001 each to 700,000,000 Shares by the creation of an additional 200,000,000 Shares (the **“Increase of Authorised Shares”**), each ranking *pari passu* in all respects with the existing Shares upon issued and fully paid; and
- (b) any Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things he may consider necessary, desirable or expedient for the purpose of, or in connection with the matters contemplated in and for the implementation of and giving effect to the Increase of Authorised Shares.”

**SPECIAL RESOLUTION**

5. To consider and if thought fit, pass the following resolution (with or without modification) as a special resolution of the Company:

**“THAT:**

- (a) the existing amended and restated memorandum of association and amended and restated articles of association of the Company (collectively, the **“Existing M&A”**) be amended in the manner as set out in the Appendix VIII to the Circular (the **“Proposed Amendments”**);
- (b) the new amended and restated memorandum of association and amended and restated articles of association of the Company (the **“New M&A”**), a copy of which has been produced to this meeting and marked “C”, be and is hereby approved and adopted respectively as the memorandum of association and articles of association of the Company, in substitution for, and to the exclusion of, the Existing M&A of the Company with effect from the date of registration of the New M&A by the Registrar of Corporate Affairs in the British Virgin Islands (the **“Proposed Adoption”**); and

- (c) that any one director, secretary or officer of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/they may, in his/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and the Proposed Adoption and any of the foregoing.”

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

Hong Kong, 14 March 2025

*Notes:*

1. A form of proxy for use in connection with the EGM is enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.
2. Any member entitled to attend and vote at the EGM 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 EGM. 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 EGM 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 EGM 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 EGM, 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 EGM, the register of members will be closed from 26 March 2025 to 31 March 2025, both days inclusive. During this period, no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on 31 March 2025 will be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, 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 25 March 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 EGM, the EGM will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.newhuotech.com](http://www.newhuotech.com)) to notify the Shareholders (as defined herein) of the date, time and place of the rescheduled meeting.

*As at the date of this EGM 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.*