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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Sinohope Technology 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, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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 CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE ARTICLES;
AND
(3) NOTICE OF EGM**

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A letter from the Board is set out on page 3 to 8 of this circular. A notice convening the EGM of the Company to be convened and held at Room 4201-5, 42/F, COSCO TOWER, 183 Queen's Road Central, Hong Kong on Friday, 27 February 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you wish, and in such event, the authority of your proxy will be deemed to be revoked.

9 February 2026

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DEFINITIONS

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

“Articles”	the memorandum of association and articles of association of the Company, as amended and restated from time to time
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Change of Company Name”	the proposed change of the English name of the Company from “Sinohope Technology Holdings Limited” to “Bitfire Group Holdings Limited”, and to change the Chinese name of the Company from “新火科技控股有限公司” to “新火集團控股有限公司”
“China” or the “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Company”	Sinohope Technology Holdings Limited (新火科技控股有限公司), a company incorporated in the British Virgin Islands with limited liability with its securities listed on the Main Board of the Stock Exchange (Stock Code: 1611)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for approving, among others, the Change of Company Name, and adopting the new Articles
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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 Directors:

Mr. LI Lin (*Chairman*)

Mr. DU Jun

Executive Directors:

Mr. WENG Xiaoqi

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:

Room 4201-5, 42/F

COSCO Tower

183 Queen's Road Central

Hong Kong

Registered Office:

Vistra Corporate Services Centre,

Wickhams Cay II

Road Town, Tortola

VG1 110

British Virgin Islands

9 February 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE ARTICLES;
AND
(3) NOTICE OF EGM

1. INTRODUCTION

References are made to the announcement of the Company dated 30 January 2026 and 5 February 2026 in relation to, among other things, the proposed Change of Company Name, and the proposed amendments to the Articles. The purpose of this circular is to provide you with information about, among other things, (1) the proposed Change of Company Name; (2) the proposed amendments to the Articles; and (3) a notice convening the EGM. The proposed Change of Company Name and the proposed amendments to the Articles are subject to, among other things, the approval by the Shareholders, by way of poll, at the EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “Sinohope Technology Holdings Limited” to “Bitfire Group Holdings Limited”, and to change the dual foreign name in Chinese of the Company from “新火科技控股有限公司” to “新火集團控股有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Corporate Affairs in the British Virgin Islands approving the Change of Company Name and entering the new names of the Company on the register.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of the issuance by the Registrar of Corporate Affairs in the British Virgin Islands of a certificate of the change of name of the Company. The Company will then carry out all necessary registration and/or filing procedures with the Registrar of Corporate Affairs in the British Virgin Islands and the Companies Registry in Hong Kong.

Reason for the Change of Company Name

The Board believes that the proposed Change of Company Name will better reflect the Company’s strategic direction in the future, and will provide a fresh corporate image to benefit the Group’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name, upon becoming effective, will not in any way affect any of the rights of the Shareholders. All the existing share certificates of the Company in issue including the existing share certificates bearing the present name of the Company will, after the Change of Company Name becomes effective, continue to be effective as evidence of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates in issue bearing the old names of the Company for the new share certificates bearing the new names of the Company. Once the Change of Company Name becomes effective, any issue of new share certificates will be under the new English and dual foreign name in Chinese of the Company.

Thereafter, existing share certificates for the existing Shares and in the existing name of the Company will continue to be good evidence of legal title, and may be exchanged for new share certificates issued in the new name of the Company at any time at the expense of the

LETTER FROM THE BOARD

Shareholders. Each share certificate for exchange will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from the time to time be specified by the Stock Exchange) for each new share certificate or each share certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. It is expected that the new share certificates printed in the Company's new name will be available for collection within 10 Business Days from the date of submission for the existing share certificates to the share registrar for exchange.

In addition, subject to the confirmation of the Stock Exchange, the Company intends to change the stock short name of the Company for trading of the Shares on the Stock Exchange after the Change of Company Name becomes effective.

The Company will make further announcement(s) to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name, the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the new website address and logo of the Company in due course.

3. PROPOSED AMENDMENTS TO THE ARTICLES

To reflect the proposed Change of Company Name, the Board proposes to make certain amendments to the Articles and seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Articles at the EGM.

The Board proposed to amend the existing Articles for the purposes of, among other things, (i) enabling the Company to hold hybrid and electronic meetings and permitting electronic voting, to allow the Shareholders to virtually attend, participate and vote by means of specified conferencing application and/or communication facilities and making corresponding amendments on the related proceedings and procedures as regards the general meetings of the Company; (ii) bringing the existing Articles in line with the latest regulatory requirements in relation to the further expanded paperless listing regime under the Listing Rules; (iii) providing the Company with the flexibility to hold treasury shares (as defined in the Listing Rules) in view of the treasury share regime under the Listing Rules; and (iv) incorporating certain minor consequential and housekeeping amendments (collectively the “**Updating Amendments**”).

Proposed Amendments to the Memorandum of Association of the Company for the Change of Company Name

The existing memorandum of association of the Company shall be amended on page 1, on the heading of page 2, and in the article 1 by deleting the name “Sinohope Technology Holdings Limited” and substituting therefor with “Bitfire Group Holdings Limited”, and deleting the foreign character name “新火科技控股有限公司” shown therein and substituting with “新火集團控股有限公司”.

LETTER FROM THE BOARD

Proposed Amendments to the Articles of Association of the Company for the Change of Company Name

The existing articles of association of the Company shall be amended on the heading of page 6 and the definition of the “Company” on page 7 by deleting the name “Sinohope Technology Holdings Limited” and substituting with “Bitfire Group Holdings Limited”, and deleting the foreign character name “新火科技控股有限公司” shown therein and substituting with “新火集團控股有限公司”.

The Updating Amendments to the Articles of Association of the Company

In addition to the above amendments for the proposed Change of Company Name, details of further proposed amendments to the Articles are set out in the **Appendix** to this circular.

Special Resolutions

A special resolution will be proposed at the EGM to approve the above proposed amendments to the Articles. The above proposed amendments to the Articles shall be subject to the approval of the Shareholders by way of a special resolution at the EGM, and will become effective upon the passing of such special resolution at the EGM.

The Company’s legal advisers as to Hong Kong laws and BVI Islands laws have confirmed that the proposed amendments to the Articles conform with the requirements of the Listing Rules and do not violate the BVI Islands laws, respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles for a company listed in Hong Kong.

In accordance with article 14 of the existing memorandum of association of the Company and article 33 of the existing articles of association of the Company, the proposed amendments to the Articles shall be subject to the approval by the Shareholders by way of a special resolution.

Subject to and forthwith upon the Change of Company Name taking effect and upon the special resolution at the EGM being resolved, the amended and restated Articles which will consolidate all of the above proposed amendments to the Articles will be approved, adopted and become effective as the new Articles in substitution for and to the exclusion of the existing Articles of the Company, and that any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the amended and restated Articles and to attend to any necessary registration and/or filing for and on behalf of the Company.

LETTER FROM THE BOARD

4. EGM

The EGM will be convened and held at Room 4201-5, 42/F, COSCO TOWER, 183 Queen's Road Central, Hong Kong at 10:00 a.m. on Friday, 27 February 2026 for the Shareholders to consider, and if thought fit, to approve (1) the proposed Change of Company Name by a special resolution; and (2) the proposed amendments to the Articles by a special resolution, by way of poll. The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinohope.com). Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the form of proxy to 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for registration of transfer of shares from 24 February 2026 to 27 February 2026, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. Shareholders whose names appear on the register of members of the Company on 27 February 2026 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 for registration with the Company's branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 23 February 2026.

LETTER FROM THE BOARD

7. 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: (1) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein misleading.

8. GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM and on the Change of Company Name.

9. RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that each of (1) the proposed Change of Company Name; and (2) the proposed amendments to the Articles are in the best interests of the Company and the Shareholders as a whole.

By order of the Board
Sinohope Technology Holdings Limited
WENG Xiaoqi
Executive Director

Details of the proposed amendments to the articles of association of the Company are as follows (as indicated by the marked-up amendments):

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)	
1.2	<u>“address”</u>	<u>for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</u>
	<u>“announcement”</u>	<u>an official publication of a notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u>
	<u>“Company”</u>	Shall mean <u>Bitfire Group</u> Sinohope Technology Holdings Limited 新火科技集團控股有限公司
	<u>“electronic meeting”</u>	<u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities.</u>
	<u>“hybrid meeting”</u>	<u>a general meeting held and conducted by (i) physical attendance and participation by members and/or proxies at the meeting place and where applicable, one or more meeting location(s) and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities.</u>
	<u>“notice”</u>	<u>written notice unless otherwise specifically stated in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws, rules and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, notice may be provided in physical or electronic form.</u>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)	
	“Resolution of Members”	shall mean a resolution passed by a simple majority of the votes <u>(including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine)</u> of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes a resolution passed pursuant to Article 11.10.
	“Special Resolution of Members”	shall mean a resolution passed by a majority of not less than three-fourths of the votes <u>(including votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine)</u> of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution of Members has been duly given, and includes a resolution passed pursuant to Article 11.10
	<u>“Statutes”</u>	<u>the Act and every other law of the Legislature of the BVI for the time being in force applying to or affecting the Company, its Memorandum and/or these Articles.</u>
	<u>“treasury share”</u>	<u>shares that were previously issued but were purchased, redeemed, surrendered or otherwise acquired by the Company and not cancelled in accordance with the Act.</u>
1.3	<u>References to the right of a member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.</u>	

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
1.4	<p><u>Any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical or electronic formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.</u></p>
1.5	<p><u>Reference to a meeting shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 11.4, and shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.</u></p>
1.6	<p><u>All voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares. The rights of holder(s) of any treasury shares of the Company under these Articles shall be subject to any applicable requirements and restrictions under the Statutes and Listing Rules applicable to the Company from time to time.</u></p>
1.9	<p>“Writing” or “printing” shall include all forms of writing, printing and all modes of representing or reproducing words in visible form, including in the form of an <u>electronic writing or display (such as digital documents or electronic communications) record</u> which satisfies the requirements of the Electronic Transactions Act. <u>Unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies.</u></p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
1.10	<p><u>References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</u></p>
2.5	<p>If at any time the authorised shares of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution of Members passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class <u>(excluding treasury shares)</u>.</p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
2.7	<p>Subject to the Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a Resolution of Members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force. <u>Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.</u></p>
<u>2.14</u>	<p><u>Subject to the provisions of the Act, these Articles and, where applicable, the Listing Rules, the Board may, prior to the purchase, redemption or surrender of any share, determine that such share shall be held as a treasury share.</u></p>
<u>2.15</u>	<p><u>Subject to the provisions of the Act, these Articles and, where applicable, the Listing Rules, the Board may determine to cancel a treasury share or transfer a treasury share on such terms as it thinks proper (including, without limitation, for nil consideration).</u></p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
10.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened or resolutions shall be added to the agenda of a general meeting on the written requisition of any one or more member(s) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition in aggregate shares representing not less than one-tenth of the voting rights (<u>excluding treasury shares</u>), on a one vote per share basis in the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them (<u>excluding treasury shares</u>), may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
10.4	<p>An annual general meeting shall be <u>notice of</u> called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by <u>notice of</u> not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, <u>the physical location (if applicable) and in the case of a hybrid meeting or electronic meeting, the electronic platform or means by which members may attend and participate</u>place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. <u>For hybrid meetings or electronic meetings, the notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the Members.</u> The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special Resolution of Members shall specify the intention to propose the resolution as a Special Resolution of Members. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
11.3	<p>The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman. <u>The chairman of a general meeting (be it a physical meeting, a hybrid meeting or an electronic meeting) may attend, preside as chair at, and conduct proceedings of, such meeting by means of electronic facilities. If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with this Article 11.3) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>
11.4	<p>The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and/or from <u>place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting)</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the <u>details set out in Article 10.4</u> place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>
11.5	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
12.3	Any person entitled under Article 7.2 to be registered as a member may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting <u>or postponed meeting</u> (as the case may be) at which he proposed to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
12.7	No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting <u>or postponed meeting</u> at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman of the meeting shall determine the same and such determination shall be final and conclusive.
12.9	The instrument appointing a proxy shall be in <u>such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing and signed by</u> writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or <u>signed by</u> under the hand of an officer, attorney or other person duly authorised to sign the same.

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
12.10	<p><u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u> The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith), <u>or if the Company has provided an electronic address, shall be received at the electronic address specified,</u> not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
12.11	Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form, <u>including electronic or otherwise</u> , that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.
12.12	The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment <u>or postponement</u> of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.
18.2	A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number <u>or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone</u> from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)	
18.13	<p>Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 14.9) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. <u>A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.</u> Notwithstanding the foregoing, a resolution which relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles.</p>	
22.22	<p>Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. <u>For the avoidance of doubt, any such amount may also be paid by electronic funds transfer or other electronic means on such terms and conditions as the Board may determine, and any such payment shall be at the risk of the person entitled to the dividend, money, bonus, rights, or other distributions represented thereby.</u></p>	
23.1	(a)	<p>all cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years <u>(or, in the event of electronic funds transfer, have been unsuccessful or rejected);</u></p>

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)	
	(d)	upon expiry of the 12-year period, the Company has caused an advertisement to be published in <u>both daily the newspapers and in a newspaper circulating in the area of the last known address of such member or any person entitled to the share by virtue of transmission on death or bankruptcy or operation of law</u> , or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.
28.1	Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's w Website <u>or the website of the Exchange</u> provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.	

Article No.	Proposed amendments to the articles of association of the Company (shown as mark ups against the existing articles of association)
28.5	<p>Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. <u>Any notice, document or publication published on either the Company's website or the website of the Exchange shall be deemed to have been served or delivered by the Company to a member on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such case, the deemed date of service shall be as provided or required by the Listing Rules.</u></p>
28.9	<p>A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it <u>via electronic means or</u> through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such <u>electronic or postal</u> address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>
28.11	<p>Any notice or document delivered or sent to any member in pursuance of <u>any manner permitted by</u> these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.</p>



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of **Sinohope Technology Holdings Limited** (the “**Company**”) will be convened and held at Room 4201–5, 42/F, COSCO TOWER, 183 Queen’s Road Central, Hong Kong at 10:00 a.m. on Friday, 27 February 2026 for considering and, if thought fit, passing and approving the following resolutions of the Company:

SPECIAL RESOLUTIONS

1. Change of name

It was resolved as a Special Resolution of the Members (as defined in the Articles) that subject to and conditional upon the certificate of change of name being issued by the Registrar of Corporate Affairs in the British Virgin Islands:

- (a) the English Name of the Company be and is hereby changed from “Sinohope Technology Holdings Limited” to “Bitfire Group Holdings Limited”; and
- (b) the dual foreign name in Chinese of the Company be and is hereby changed from “新火科技控股有限公司” to “新火集團控股有限公司”,

(together, the “**Change of Company Name**”)

and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to or authorise the Company’s registered agent to attend to any necessary registration and/or filing with the Registrar of Corporate Affairs for and on behalf of the Company.

NOTICE OF EGM

2. Amendment of Articles

It was resolved as a Special Resolution of the Members (as defined in the Articles) that, upon completion of the Change of Company Name:

- (a) the proposed amendments to the Articles as set out in the circular of the Company dated 9 February 2026 be and are hereby approved and adopted;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**Second ARMA**”) incorporating and consolidating all proposed amendments (a copy of which was tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose), be and is hereby approved and adopted as the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the Articles; and
- (c) any one of the directors of the Company or the company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the adoption of the Second ARMA, and to attend to or authorise the registered agent of the Company to attend to any necessary registration and/or filing with the Registrar of Corporate Affairs for and on behalf of the Company.

By order of the Board
Sinohope Technology Holdings Limited
WENG Xiaoqi
Executive Director

Hong Kong, 9 February 2026

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder of the Company 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. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

NOTICE OF EGM

4. In case of joint holders of any share, any one of such joint holders may vote, whether in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from 24 February 2026 to 27 February 2026, 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 27 February 2026 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 and transfer office 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 Monday, 23 February 2026.
7. 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) and the Company's website (www.sinohope.com) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this circular, the Board comprises of (1) Mr. LI Lin (Chairman) and Mr. DU Jun as non-executive Directors; (2) Mr. WENG Xiaoqi (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.