THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Sino ICT Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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芯成科技
－SINO ICT－

SINO ICT HOLDINGS LIMITED
芯成科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Sino ICT Holdings Limited to be held at 9:30 a.m. on Tuesday, 2 June 2026 at Meeting Room 10, Office Building S1, Embankment Square, No. 5179 Bin Jiang Avenue, Pudong New District, Shanghai, China is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than forty-eight (48) hours before the time appointed for the holding of the meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.

30 April 2026

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In this circular, 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 9:30 a.m. on Tuesday, 2 June 2026 at Meeting Room 10, Office Building S1, Embankment Square, No. 5179 Bin Jiang Avenue, Pudong New District, Shanghai, China (or any adjournment thereof)
"AGM Notice"	the notice convening the AGM as set out on pages 14 to 18 of this circular
"Bermuda"	the Islands of Bermuda
"Board"	the board of Directors
"Bye-laws"	these Bye-laws in their present form or as supplemented or amended or substituted from time to time
"close associate(s)"	in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-law 103 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules
"Companies Act"	the Companies Act 1981 of Bermuda (as amended from time to time)
"Company"	Sino ICT Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company for the time being
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of PRC
"Latest Practicable Date"	22 April 2026, being the latest practicable date for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Ordinary Resolutions"	the proposed ordinary resolutions set out in the AGM Notice
"PRC"	the People's Republic of China
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares, from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder(s)"	shall have the same meaning ascribed to that term under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and
"%"	per cent.

SINO ICT HOLDINGS LIMITED
芯成科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

Executive Directors:
Mr. YUAN I-Pei *(Chairman)*
Mr. XIA Yuan *(Chief Executive Officer)*

Non-executive Directors:
Mr. MENG Deqing
Ms. BAI Yu

Independent Non-executive Directors:
Mr. CUI Yuzhi
Mr. BAO Yi
Mr. PING Fan
Mr. CHEUNG Yik Man

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business:
Suite 1101&1112
The Gateway Tower 1
25 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

30 April 2026

To the Shareholders

Dear Sirs or Madams,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the AGM Notice and the information in respect of the resolutions which will be proposed at the AGM to consider and, if thought fit, approve (i) the granting to the Directors of a general mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution; (ii) the granting to the Directors of a general mandate to repurchase up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution; (iii) the extension of the general mandate

as set out in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the general mandate as set out in (ii) above; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditor and authorise Directors to fix its remuneration.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 23 May 2025, an ordinary resolution was passed by the Shareholders giving general and unconditional mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares in accordance with the Listing Rules. These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandates at the AGM and the following Ordinary Resolutions will be proposed at the AGM:

(i) to grant the Directors a general and unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the relevant Ordinary Resolutions ("**Issue Mandate**");

(ii) to grant the Directors a general and unconditional mandate to repurchase Shares not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the relevant Ordinary Resolutions ("**Repurchase Mandate**"); and

(iii) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate ("**Extension Mandate**").

As at the Latest Practicable Date, a total of 1,455,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed to issue a maximum of 291,000,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

The Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue in force until the conclusion of the next annual general meeting of the Company after the date of passing the relevant resolutions or any earlier date as referred to in resolutions numbered 5, 6 and 7 set out in the AGM Notice.

In accordance with the Listing Rules, and in particular the rules regulating repurchase of shares on the Stock Exchange, the Company is required to send to the Shareholders an explanatory statement containing all information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant the Repurchase Mandate. This explanatory statement is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-laws 87 and 88, at each annual general meeting one-third of the Directors shall retire from office by rotation. A retiring director shall be eligible for re-election. Mr. Xia Yuan, Mr. Cui Yuzhi, Mr. Ping Fan and Mr. Cheung Yik Man being Directors retiring by rotation, shall retire and being eligible, offer themselves for re-election at the AGM.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR AND AUTHORISE DIRECTORS TO FIX ITS REMUNERATION

Management performs a review of the remuneration to the Company's auditor on an annual basis. The fees paid and payable to the auditor for the year ended 31 December 2025 have been reviewed and approved by the audit committee of the Company (the "**Audit Committee**") and endorsed by the Board. For the year ended 31 December 2025, the remuneration paid or payable to the Company's auditor, Grant Thornton Hong Kong Limited ("**Grant Thornton**") was HK$1,811,000. Details are set out in Corporate Governance Report of the annual report of the Company for the year ended 31 December 2025 (the "**2025 Annual Report**"). As the Company does not anticipate any changes to the scope of audit work for the year ending 2026, the remuneration payable to grant Thornton (if re-appointed) is expected to remain unchanged. The Audit Committee also reviewed the work of Grant Thornton and was satisfied with its independence, objectivity, qualification, expertise, resources and the effectiveness of the audit process.

The Audit Committee recommended to the Board, and the Board accepted the recommendation of the Audit Committee, to recommend to the Shareholders the re-appointment of Grant Thornton which has expressed its willingness to continue in office for the ensuing year.

AGM AND PROXY ARRANGEMENT

The AGM Notice convening the AGM (or any adjournment thereof) to be held at 9:30 a.m. on Tuesday, 2 June 2026 at Meeting Room 10, Office Building S1, Embankment Square, No. 5179 Bin Jiang Avenue, Pudong New District, Shanghai, China is set out on pages 14 to 18 of this circular at which the resolutions will be proposed for the Shareholders to consider and, if thought fit, approve (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the granting of the Extension Mandate; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditor and authorise Directors to fix its remuneration.

A form of proxy for the AGM is enclosed herewith. Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than forty-eight (48) hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM (or any adjournment thereof) should he/she so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.

For the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 28 May 2026 to Tuesday, 2 June 2026 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for the aforesaid entitlements, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 27 May 2026.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except purely on those procedural or administrative matters. The chairman of the AGM will therefore demand a poll on each of the resolutions to be proposed at the AGM pursuant to Bye-law 66 of the Bye-laws. The results of the poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other material facts not contained in this circular, the omission of which would make any statement in this circular misleading.

RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the granting of the Extension Mandate; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditor and authorise Directors to fix its remuneration are in the best interest of the Company and the Shareholders as a whole. For the reasons stated above, the Directors recommend the Shareholders to vote favour of all of the resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is drawn to (i) Appendix I to this circular which provides an explanatory statement concerning the Repurchase Mandate; and (ii) Appendix II which sets out biographical details of the retiring Directors who are proposed to be re-elected at the AGM.

Yours faithfully,
For and on behalf of the Board
Yuan I-Pei
Chairman

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the Ordinary Resolutions in relation to the grant of the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,455,000,000 Shares.

Subject to the passing of the relevant Ordinary Resolutions to approve the grant of the Repurchase Mandate and on the basis that no further Shares are issued, and no Shares are repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to purchase a maximum of 145,500,000 Shares, representing 10% of the issued share capital of the Company.

2. REASONS FOR SHARE REPURCHASES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders as it will give the Company additional flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING AND IMPACT OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. The Directors presently proposed that any Shares repurchased under the Repurchase Mandate would be funded out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

The Company is empowered by the memorandum of association of the Company and the Bye-laws to repurchase its Shares.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited accounts contained in the 2025 Annual Report) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. CORE CONNECTED PERSON

No core connected person has notified the Company of a present intention to sell Shares to the Company and no such person has undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICE

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.199	0.167
May	0.185	0.161
June	0.355	0.165
July	0.260	0.235
August	0.320	0.236
September	0.315	0.280
October	0.410	0.290
November	0.315	0.275
December	0.300	0.280
2026		
January	0.295	0.280
February	0.290	0.260
March	0.300	0.230
April (up to the Latest Practicable Date)	0.285	0.260

6. SHARE REPURCHASES MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

7. GENERAL

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, has any present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

8. EFFECT OF THE TAKEOVERS CODE

If, as the result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of Rule 32 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Sino Xin Ding Limited is beneficially interested in 987,176,230 Shares, representing approximately 67.85% of the existing issued share capital of the Company. Sino Xin Ding Limited is wholly owned by Shanghai Qingxin Enterprise Management Consulting Co., Ltd. (上海青芯企業管理諮詢有限公司), which in turn, is owned as to 50.1% by UNIC Capital Management Co., Ltd. (中青芯鑫(蘇州工業園區)資產管理有限責任公司), 28% owned to Shanghai Semiconductor equipment and Materials Industry Investment Fund Partnership (Limited Partnership) (上海半導體裝備材料產業投資基金合夥企業(有限合夥)), and 21.9% owned by Henan Zhangxing Industrial Investment Fund (Limited Partnership) (河南戰興產業投資基金(有限合夥)). In the event that the Repurchase Mandate is exercised in full and given that the Repurchase Mandate has been approved by the Shareholders, the interests of the above Shareholders will be increased to approximately 75.39%.

On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code.

Directors have no intention to exercise the Share Repurchase Mandate to such an extent which shall result in the level of shareholdings in the Company held in the hands of the public falling below the minimum prescribed percentage of 25% laid down in Rule 8.08 of the Listing Rules.

The following information is given to all Shareholders relating to the details of each of the retiring Directors eligible for re-election to be proposed at the forthcoming AGM.

Mr. Xia Yuan ("**Mr. Xia**"), aged 45, serves as an Executive Director and Chief Executive Officer of the Company. Mr. Xia holds a doctoral degree in Communication Studies from Zhejiang University (浙江大學), an EMBA from the PBC School of Finance at Tsinghua University (清華大學五道口金融學院) and a master's degree in marketing communication from Bournemouth University. Mr. Xia is currently the Director and President of Sino Xin Ding Limited, the direct controlling shareholder of the Company. Mr. Xia served as the Assistant General Manager of Beijing Tong Ren Tang Health Pharmaceutical Co. Ltd. (北京同仁堂健康藥業股份有限公司), the Vice President of China Great Wall Computer (H. K.) Holdings Limited (中國長城計算機(香港)控股有限公司), Sales Engineer and Sales Manager at Huawei Technologies Co. Ltd. (華為技術有限公司). Mr. Xia has over 10 years of experience in strategic planning, marketing and capital operations.

Mr. Xia joined the Board as an Executive Director and has entered into a service contract with the Company for a term of three years commencing from 2025, which may be terminated by either party giving not less than three months prior notice in writing and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and as required under the Listing Rules. According to the relevant service contract, no remuneration will be payable to Mr. Xia during his term of office. The Remuneration Committee of the Company ("Remuneration Committee") may review and adjust the emoluments payable to Mr. Xia from time to time regarding his performance and the operational results of the Group.

Save as disclosed in this circular, Mr. Xia confirms that: (i) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (ii) he is not related to any other directors, members of senior management or substantial or controlling Shareholders, and he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; (iii) no other information that relates to Mr. Xia is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules; (iv) there are no other matters relating to Mr. Xia that need to be brought to the attention of the Shareholders; and (v) all the requirements applicable to and on the part of Mr. Xia under Rule 13.51(2) of the Listing Rules have been fulfilled.

Mr. Cui Yuzhi ("**Mr. Cui**"), aged 60, serves as an Independent Non-executive Director, Chairman of the Audit Committee and member of the Nomination Committee of the Company. Mr. Cui is a seasoned independent investment advisor. He holds a Bachelor of Science degree in Applied Physics from the University of Notre Dame (graduated with highest honour), and an MBA from the University of Chicago Booth School of Business. Mr. Cui has more than 20 years' experience in finance with deep expertise in the international capital market and enterprise operations. Mr. Cui held senior positions at various organisations, including the Executive President of Tendcare Medical Group, the Portfolio Manager at Atlantis Investment Hong Kong, the General Manager of investment and operations at Renhe Commercial (stock code: 1387.HK), the CFO of Zhong An Real Estate (stock code: 672.HK), the CFO of Excellence Group, the CFO of Treasury Holdings China Limited and the Vice President of Shanghai Forte Group. Mr. Cui is currently the Chairman of the Board and Executive Director of Forgame Holdings Limited (stock code: 484.HK).

Mr. Cui joined the Board as an Independent Non-executive Director and has entered into a service contract with the Company for a term of three years commencing from 2025, which may be terminated by either party giving not less than three months prior notice in writing and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and as required under the Listing Rules. According to the relevant service contract, the Company will pay Mr. Cui a basic emolument of HK$144,000 per annum (before tax) during his term of office and the Remuneration Committee may review and adjust the emoluments payable to Mr. Cui from time to time with reference to his performance and the operational results of the Group.

Save as disclosed in this circular, Mr. Cui confirms that: (i) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (ii) he is not related to any other directors, members of senior management or substantial or controlling shareholders of the Company, and he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; (iii) no other information that relates to Mr. Cui is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules; (iv) there are no other matters relating to Mr. Cui that need to be brought to the attention of the shareholders of the Company; and (v) all the requirements applicable to and on the part of Mr. Cui under Rule 13.51(2) of the Listing Rules have been fulfilled.

Mr. Ping Fan ("**Mr. Ping**"), aged 47, serves as an Independent Non-executive Director and member of the Remuneration Committee and Nomination Committee of the Company. He holds a bachelor's degree in Management from the Business School of the University of Manchester and an EMBA from the School of Economics and Management of Tsinghua University. Mr. Ping is currently the Chairman and CEO of Lang Sheng Investment Group Co. Ltd., a member of the CPPCC of Shanghai Huangpu District, the President of Huangpu New Social Stratum Association, and the Chairman of the Shanghai Concord Bilingual School.

Mr. Ping joined the Board as Independent Non-executive Director and has entered into a service contract with the Company for a term of three years commencing from 2025, which may be terminated by either party giving not less than three months prior notice in writing and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and as required under the Listing Rules. According to the relevant service contract, the Company will pay Mr. Ping a basic emolument of HK$144,000 per annum (before tax) during his term of office and the Remuneration Committee may review and adjust the emoluments payable to Mr. Ping from time to time with reference to his performance and the operational results of the Group.

Save as disclosed in this circular, Mr. Ping confirms that: (i) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (ii) he is not related to any other directors, members of senior management or substantial or controlling shareholders of the Company, and he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; (iii) no other information that relates to Mr. Ping is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules; (iv) there are no other matters relating to Mr. Ping that need to be brought to the attention of the shareholders of the Company; and (v) all the requirements applicable to and on the part of Mr. Ping under Rule 13.51(2) of the Listing Rules have been fulfilled.

Mr. Cheung Yik Man ("**Mr. Cheung**"), aged 54, currently serves as president of Zhongying Group (中英集團)*, Dean of the Hong Kong Financial Services Institute, and chairman of Dragon Master Global Catering Group Limited. Mr. Cheung Yik Man has devoted many years to the field of education and training. He is also actively involved in social activities and charitable causes, holding multiple social positions including vice chairman of the Hong Kong China Education Fund and co-chairman of the Shanghai Guochuang Science and Technology Industry Innovation Development Center (上海國創科技產業創新發展中心)*. Mr. Cheung Yik Man holds a degree from Hosei University in Japan and a Master of Business Administration from the University of Southern California in the United States.

Mr. Cheung joined the Board as Independent Non-executive Director and has entered into a service contract with the Company for a term of three years commencing from 2026, which may be terminated by either party giving not less than three months prior notice in writing and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws and as required under the Listing Rules. According to the relevant service contract, the Company will pay Mr. Cheung a basic emolument of HK$144,000 per annum (before tax) during his term of office and the Remuneration Committee may review and adjust the emoluments payable to Mr. Cheung from time to time with reference to his performance and the operational results of the Group.

Save as disclosed in this circular, Mr. Cheung confirms that: (i) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (ii) he is not related to any other directors, members of senior management or substantial or controlling shareholders of the Company, and he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; (iii) no other information that relates to Mr. Cheung is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules; (iv) there are no other matters relating to Mr. Cheung that need to be brought to the attention of the shareholders of the Company; and (v) all the requirements applicable to and on the part of Mr. Cheung under Rule 13.51(2) of the Listing Rules have been fulfilled.

* *For identification purpose only.*

SINO ICT HOLDINGS LIMITED
芯成科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sino ICT Holdings Limited (the "**Company**") will be held at 9:30 a.m. on Tuesday, 2 June 2026 at Meeting Room 10, Office Building S1, Embankment Square, No. 5179 Bin Jiang Avenue, Pudong New District, Shanghai, China (or any adjournment thereof), for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

1. to receive and consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") and the auditor of the Company for the year ended 31 December 2025;

2. (a) To re-elect Mr. Xia Yuan as an Executive Director of the Company;

   (b) To re-elect Mr. Cui Yuzhi as an Independent Non-executive Director of the Company;

   (c) To re-elect Mr. Ping Fan as an Independent Non-executive Director of the Company;

   (d) To re-elect Mr. Cheung Yik Man as an Independent Non-executive Director of the Company;

3. to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration;

4. to re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.

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

5. "**THAT**:

(a) subject to sub-paragraph (c) below, 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 shares in the capital of the Company (the "**Shares**") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in sub-paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the issue of shares under a share scheme that complies with Chapter 17 of the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the date of 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 Bye-laws of the Company or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

"Rights Issue" means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares or class thereof (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognised regulatory body or any stock exchange)";

6. "**THAT**:

(a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, or otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or any applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the date of 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 Bye-laws of the Company or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution";

7. "**THAT**:

conditional upon the resolutions numbered 5 and 6 set out in the notice convening this meeting being duly passed, the authority granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution numbered 5 in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such authority, an amount ("**the Extended Amount**") representing the aggregate nominal amount of shares in the share capital of the Company which has been purchased by the Company under the authority granted pursuant to resolution numbered 6 in the notice convening this meeting, provided that the Extended Amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution."

Yours faithfully,
On behalf of the Board
Sino ICT Holdings Limited
Yuan I-Pei
Chairman

Hong Kong, 30 April 2026

Notes:

(1) A Shareholder of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote on his behalf. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a Shareholder of the Company.

(2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointer is a corporation, then the instrument shall be signed under seal or under hand of an officer, attorney or other person authorised in writing.

(3) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of that power or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the annual general meeting or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person should he so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.

(4) The record date for ascertaining the Shareholders' entitlement to attend and vote at the annual general meeting of the Company will be Tuesday, 2 June 2026. For the purposes of determining the entitlements of the shareholders of the Company to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 28 May to Tuesday, 2 June 2026 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for the aforesaid entitlements, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 27 May 2026.

(5) In relation to proposed resolution numbered 2 in this notice regarding re-election of the retiring Directors of the Company, their biographies are set out in Appendix II to the circular of the Company dated 30 April 2026.

(6) In relation to the proposed resolution numbered 5 of this notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company.

(7) In relation to the proposed resolution numbered 6 of this notice, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to how to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of the Company dated 30 April 2026.

(8) As at the date hereof, the Board comprises:

Executive Directors:	***Non-executive Directors:***	***Independent Non-executive Directors:***
Mr. Yuan I-Pei *(Chairman)*	Mr. Meng Deqing	Mr. Cui Yuzhi
Mr. Xia Yuan *(Chief Executive Officer)*	Ms. Bai Yu	Mr. Bao Yi
		Mr. Ping Fan
		Mr. Cheung Yik Man