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## **SiS INTERNATIONAL HOLDINGS LIMITED**

**新龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00529)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of SiS International Holdings Limited (the “**Company**”) will be held at Kellett Room III, 3/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 9 December 2014 (Tuesday) at 3:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT**

1. the assured entitlement requirement in respect of the proposed spin-off of Information Technology Consultants Limited (“**ITCL**”) for separate listing on the Dhaka Stock Exchange and the Chittagong Stock Exchange in Bangladesh (“**Proposed Spin-off**”) in accordance with Practice Note 15 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**PN15**”) be and is hereby waived; and
2. any Director be and is hereby authorized to do all actions and to sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as such Director may in his discretion consider necessary or desirable for the purpose of giving effect to the Proposed Spin-off without strict compliance with the assured entitlement requirement under PN15.”

By Order of the Board  
**SiS International Holdings Limited**  
**Chiu Lai Chun, Rhoda**  
*Company Secretary*

Hong Kong, 20 November 2014

\* *For identification purposes only*

*Notes:*

1. The resolution set out in this notice will be voted by poll.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of poll, vote in his stead. A proxy needs not be a member of the Company.
3. A form of proxy is enclosed with the circular of the Company dated 20 November 2014. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited, at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
4. If more than one of joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders.
5. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes. If a member attends and votes at the meeting, the authority of the proxy will be revoked.

*As at the date of this announcement, the executive directors are Mr. Lim Kia Hong, Mr. Lim Kiah Meng, Mr. Lim Hwee Hai and Madam Lim Hwee Noi. The independent non-executive directors are Mr. Lee Hiok Chuan, Ms. Ong Wui Leng and Mr. Ma Shiu Sun, Michael.*