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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of SiS International Holdings Limited (the “**Company**”) will be held at 23/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on 28 May 2021 (Friday) at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2020.
2. To re-elect Directors by separate resolutions and to authorise the Board to fix the remuneration of the Directors.
3. To appoint Deloitte Touche Tohmatsu as the auditors and to authorise the Directors to fix their remuneration.

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to (c) below, a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers;

* *For identification purposes only*

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than any allotment of the shares of the Company (i) pursuant to a Rights Issue (as hereinafter defined) or; (ii) on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) on the exercise of any options granted under the share option schemes of the Company; or (iv) in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 any applicable laws or the Company’s Bye-laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

5. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose under the Code on Share Repurchases, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” has the same meaning as defined in resolution No. 4 of the notice convening this meeting.”
6. **“THAT** conditional upon the passing of the resolution Nos. 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to the resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

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

SPECIAL RESOLUTION

7. **“THAT** the Company’s Bye-laws be amended as follows:
- (a) the following new definitions be inserted in alphabetical order in Bye-law 1:
 - “the Board” means the board of directors of the Company;
 - “Electronic Record” has the same meaning as in the Electronic Transactions Act 1999 of Bermuda as amended from time to time;

“Specified Place” means the place, if any, specified in the notice of any general meeting or adjourned meeting, at which the chairman of the meeting shall preside;’

- (b) the definition of “the Directors” in Bye-law 1 be deleted in its entirety and replaced with the following new definition:

“the Directors” means the Board or the Directors present at a meeting of the Board at which a quorum is present, and references in the Bye-Laws to Directors shall be to both executive and non-executive Directors unless otherwise indicated;

- (c) the definition of ‘ordinary resolution’ in Bye-law 1 be amended by inserting the words ‘or casting votes in the form of Electronic Records’ immediately after the words ‘by proxy’;
- (d) the definition of ‘special resolution’ in Bye-law 1 be amended by inserting the words ‘or casting votes in the form of Electronic Records’ immediately after the words ‘by proxy’;
- (e) the following new paragraphs (D) to (F) be inserted immediately after paragraph (C) of Bye-law 2 :

‘(D) Any reference to writing includes all modes of representing or reproducing words in a visible form, including in the form of an Electronic Record.

(E) A reference to anything being done by electronic means includes its being done by means of any electronic or other communications equipment or facilities and reference to any communication being delivered or received, or being delivered or received at a particular place, includes the transmission of an Electronic Record to a recipient identified in such manner or by such means as the Board may from time to time approve or prescribe, either generally or for a particular purpose.

(F) A reference to a signature or to anything being signed or executed include such forms of electronic signature or other means of verifying the authenticity of an Electronic Record as the Board may from time to time approve or prescribe, either generally or for a particular purpose.’;

- (f) Bye-law 24 be amended by inserting the words ‘or vote in the form of Electronic Records’ immediately after the words ‘authorised representative’;
- (g) Bye-law 56 be amended by inserting the words ‘(if any)’ immediately after the words ‘such time and place’;
- (h) the following new Bye-law 57A be inserted immediately after Bye-law 57:

‘57A. A general meeting may be held by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the

meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. A general meeting may be held:- (i) wholly by means of telephone, electronic or other communication facilities as mentioned above or (ii) at one or more places and at the same time by means of telephone, electronic or other communication facilities as mentioned above, as determined by the Board from time to time. The Board may determine, in respect of any general meeting, that shareholders may only attend the meeting by means of telephone, electronic or other communication facilities as mentioned above.’;

- (i) Bye-law 58 be deleted in its entirety and replaced with the following new Bye-law 58:

‘58. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days’ notice in writing at the least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days’ notice in writing at the least. 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 place (if any), the day and the hour of meeting (including any satellite meeting place arranged for the purposes of Bye-Law 61A) and, in case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the relevant resolution as a special resolution.’;

- (j) the following new Bye-law 61A be inserted immediately after Bye-law 61:

‘61A.(A) The provisions of this Bye-Law shall apply if any general meeting is convened at or adjourned to more than one place.

(B) The notice of any general meeting or adjourned meeting shall specify the Specified Place and the Board shall make arrangements for simultaneous attendance and participation in a satellite meeting at other places (whether adjoining the Specified Place or in a different and separate place or places altogether or otherwise) by shareholders. The shareholders present at any such satellite meeting place in person or by proxy and entitled to vote shall be counted in the quorum for, and shall be entitled to vote at, the general meeting in question if the chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that shareholders attending at all the meeting places are able to:

- (i) communicate simultaneously and instantaneously with the persons present at the other meeting place or places, whether by use of microphones, loud-speakers, audio-visual or other communications equipment or facilities; and
- (ii) have access to all documents which are required by the Act and these Bye-Laws to be made available at the meeting.

- (C) The chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the Specified Place. If it appears to the chairman of the general meeting that the facilities at the Specified Place or any satellite meeting place are or become inadequate for the purposes referred to above, then the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of such adjournment shall be valid.
- (D) The Board may from time to time make such arrangements for the purpose of controlling the level of attendance at any such satellite meeting (whether involving the issue of tickets or the imposition of some means of selection or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time vary any such arrangements or make new arrangements in place of them, provided that a shareholder who is not entitled to attend, in person or by proxy, at any particular place shall be entitled so to attend at one of the other places and the entitlement of any shareholder so to attend the meeting or adjourned meeting at such place shall be subject to any such arrangements as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.
- (E) If a meeting is adjourned to more than one place, notice of the adjourned meeting shall be given in the manner required by Bye-Laws 58 to 61A.’;
- (k) the following new Bye-law 62A be inserted immediately after Bye-law 62:
- ‘62A. If it appears to the chairman of a general meeting that the Specified Place (if any) is inadequate to accommodate all persons entitled and wishing to attend, the meeting is duly constituted and its proceedings are valid if the chairman is satisfied that adequate facilities are available, whether at the Specified Place or elsewhere, to ensure that each such person who is unable to be accommodated at the Specified Place is able to communicate simultaneously and instantaneously with the persons present at the Specified Place, whether by the use of microphones, loud-speakers, audio-visual or other communications equipment or facilities.’
- (l) Bye-law 64 be amended by inserting the words ‘(if any)’ immediately after the words ‘such time and place’;
- (m) Bye-law 68 be amended by inserting the words ‘(if applicable)’ immediately before the words ‘from place to place’, and the words ‘(if any)’ immediately after the words ‘specifying the place’, respectively;
- (n) Bye-law 69 be deleted in its entirety and replaced with the following new Bye-law 69:

'69. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by a count of votes received in the form of Electronic Records, unless a poll is (before or on the declaration of the result of the show of hands or the count of votes received in the form of Electronic Records) demanded by:

- (i) the chairman;
- (ii) at least 3 members present in person or by proxy or representative for the time being entitled to vote at the meeting;
- (iii) any member or members present in person or by proxy or representative and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or
- (iv) any member or members present in person or by proxy or representative and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands or count of votes received in the form of Electronic Records, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.';

- (o) Bye-law 70 be deleted in its entirety and replaced with the following new Bye-law 70:

'70. If a poll is duly demanded it shall (subject as provided in Bye-Law 73) be taken in such manner (including the use of ballot or voting papers or tickets or scrutineers or votes received in the form of Electronic Records) and at such time and place (if any), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately. The demand for a poll may be withdrawn with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier.'

- (p) Bye-law 71 be amended by inserting the words 'or by a count of votes on a show of hands or on a poll received in the form of Electronic Records' immediately after the words 'on a poll';
- (q) Bye-law 73 be amended by inserting the words '(if any)' immediately after the word 'place';
- (r) Bye-law 74 be deleted in its entirety and replaced with the following new Bye-law 74:

'74. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member (i) present in person or by proxy (or, in the case of a member being a corporation, by its duly authorised representative) or (ii) casting votes in the form of Electronic Records shall have one vote, and on a poll every member (i) present in person or by proxy (or in the case of a member being a corporation by its duly authorised representative) or (ii) casting votes in the form of Electronic Records shall have one vote for each share of which he is the holder and which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purpose of this Bye-Law as paid up on the share). A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.';

(s) Bye-law 76 be amended by inserting the words 'or in the form of Electronic Records' immediately after the words 'by representative';

(t) Bye-law 79 be deleted in its entirety and replaced with the following new Bye-law 79:

'79. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him including the casting of votes in the form of Electronic Records. On a poll votes may be given either personally or by proxy (which term shall for the purposes of this Bye-Law and Bye-Laws 80 to 85 include a representative appointed under Bye-Law 86) or in the form of Electronic Records. A proxy need not be a member of the Company. A member may appoint not more than two proxies to attend on the same occasion.';

(u) Bye-law 81 be amended by inserting the words 'or casting votes in the form of Electronic Records' after the words 'voting in person';

(v) Bye-law 84 be amended by inserting the words '(including votes in the form of Electronic Records)' immediately after the words 'A vote given in accordance with the terms of an instrument of proxy';

(w) Bye-law 86A be amended by inserting the words 'or the casting of votes in the form of Electronic Records' immediately after the words 'a show of hands'; and

(x) the word 'participaton' in Bye-law 113 be deleted and replaced with 'participation'.

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

Hong Kong, 27 April 2021

Notes:

1. 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 need not be a member of the Company.
2. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned Meeting.
3. 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.
4. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the Meeting if he/she wishes. If a member attend and vote at the Meeting, the authority of the proxy will be revoked.
5. The Register of Members will be closed from 25 May 2021 to 28 May 2021, during which period no share transfer will be effected. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on 24 May 2021.
6. In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the AGM to ensure the health and safety of attending Shareholders, staff and other stakeholders:
 - (1) Mandatory temperature check will be carried out for every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the AGM venue and may not be allowed to attend the AGM.
 - (2) Attendees must wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
 - (3) No corporate gifts or no refreshments will be served to avoid the coming into close contact amongst participants.

In the interest of all stakeholders' health and safety and consistent with the guidelines for the prevention and control of COVID-19, the Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the AGM as their proxy to vote at the AGM as an alternative to attending the AGM in person.

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.