
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in SiS International Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)****PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
PROPOSED AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of SiS International Holdings Limited (the “**Company**”) to be held at 23/F Club Lusitano, 16 Ice House Street, Central, Hong Kong on 28 May 2021 (Friday) at 3:00 p.m. is set out in Appendix IV to this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE COVID-19
AT THE ANNUAL GENERAL MEETING**

As set out on page 29 of this circular, measures will be taken at the AGM to facilitate the prevention and control of the COVID-19 epidemic, including:

- Mandatory temperature checks
- Wearing surgical face masks
- No corporate gifts or refreshments

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.

* For identification purposes only



SiS INTERNATIONAL HOLDINGS LIMITED

新龍國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00529)

Executive Directors:

Mr. Lim Kia Hong
Mr. Lim Kiah Meng
Mr. Lim Hwee Hai
Madam Lim Hwee Noi

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Independent Non-executive Directors:

Mr. Lee Hiok Chuan
Ms. Ong Wui Leng
Mr. Ma Shiu Sun, Michael

*Principal place of business
in Hong Kong:*

803
Nine Queen's Road Central
Hong Kong

27 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
PROPOSED AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

SiS International Holdings Limited (the “**Company**”) will propose at forthcoming annual general meeting (“**the AGM**”) to be held at 3:00 p.m. on 28 May 2021 resolutions to, inter alia, re-elect the Directors who are due to retire at the AGM (the “**Retiring Directors**”), grant to the Directors the general mandates to issue and repurchase shares of HK\$0.10 each of the Company (the “**Share**”) upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the annual general meeting held on 5 June 2020 and amend the Company’s Bye-laws (the “**Bye-laws**”).

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LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you the notice of AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

II. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Company's Bye-laws 99(B), Mr. Lim Kiah Meng and Mr. Lee Hiok Chuan will retire by rotation at the AGM, and being eligible, have offered themselves for re-election. Information on such Retiring Directors as required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") is set out in Appendix I to this circular.

Any shareholder who wishes to nominate a person to stand for election as a director of the Company at the AGM must lodge with the Company's principal place of business at 803 Nine Queen's Road Central, Hong Kong within the period from 28 April 2021 (Wednesday) to 11 May 2021 (Tuesday), both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company. Detail procedures for shareholders to proposed a person for election as director of the Company is disclosed in the "Constitutional Document" section in the Company's website www.sisinternational.com.hk.

III. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed for the renewal of the general mandates given to the Directors to exercise all powers of the Company to allot and issue new Shares; repurchase issued and fully paid Shares, and add back such repurchased Shares (if any) to the general mandate to allot and issue. The existing general mandates will expire at the AGM. Under such mandates (i) the number to allot and issue Shares may not exceed 20 per cent of the issued share capital of the Company as at the date of the resolution granting the general mandate; (ii) the number of issued Shares that the Company is authorised to repurchase on the Stock Exchange may not exceed 10 per cent of the issued share capital of the Company as at the date of the resolution granting the general mandate; and (iii) the Directors may add such repurchase Shares under (ii) above to the 20 per cent general mandate under (i) above. These general mandates will be effective during the relevant period which is fully defined in the notice of the AGM.

Assuming that there is no change in the issued share capital between the period from 20 April 2021 being the latest practicable date prior to the printing of the circular (the "**Latest Practicable Date**") and the date of the AGM, the number of Shares that may be issued pursuant to the general mandate to be given to the Directors to exercise all powers of the Company to allot and issue new Shares will be 55,593,333 Shares, being 20 per cent of the issued share capital of Company as at the Latest Practicable Date.

An explanatory statement as required by the Listing Rules in connection with the repurchase mandate is set out in Appendix II to this circular.

IV. PROPOSED AMENDMENTS TO BYE-LAWS

In order to provide the Company with flexibility in relation to the conduct of general meetings, the Board proposes to amend the Bye-laws to allow for electronic and hybrid general meetings to be convened and votes to be cast electronically. Certain housekeeping changes to the Bye-laws are also proposed.

The proposed amendments (the "**Proposed Amendments**") are set out in Appendix III to this circular.

LETTER FROM THE BOARD

V. ANNUAL GENERAL MEETING

The notice of AGM is set out in Appendix IV to this circular. A form of proxy is enclosed for use by shareholders at the AGM. Shareholders are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM. The lodging of the form of proxy will not preclude the shareholder from attending the AGM and voting in person should he so wish.

VI. VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

The poll results will be published on the Company's website at www.sisinternational.com.hk and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the AGM.

VII. RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM, including (a) re-election of the Retiring Directors; (b) the approval of the mandates to (i) issue new Shares; (ii) repurchase issued and fully paid Shares; and (iii) add such repurchased Shares, if any, to the general mandate to allot and issue new Shares; and (c) approval of the Proposed Amendments are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of all the resolutions to be proposed at the AGM.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
SiS International Holdings Limited
Lim Kia Hong
Chairman

The following is the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the AGM.

LIM Kiah Meng, aged 67, brother of Mr. Lim Kia Hong and Madam Lim Hwee Noi, and brother-in-law of Mr. Lim Hwee Hai joined the Group in 1986. He has over thirty years' experience in the I.T. industry, and is responsible for the Group's operations in Hong Kong, Singapore and Japan. Mr. Lim holds a Bachelor's Degree in Commerce from Nanyang University, Singapore and a Master's Degree in International Management from the American Graduate School of International Management, US. Prior to joining the Group, Mr. Lim had six years' experience in finance and banking. Mr. Lim is also an executive director of SiS Mobile Holdings Limited, a company whose shares are listed on Stock Exchange on 15 January 2015 (HK stock code: 1362). Since 2013, he has also been a non-executive director of SiS Distribution (Thailand) Public Company Limited, a company whose shares are listed on the Stock Exchange of Thailand (BKK stock code: SIS). Mr. Lim is also a director of Information Technology Consultants Limited, a company whose shares are listed on The Dhaka Stock Exchange and The Chittagong Stock Exchange on 10 January 2016 (DSE stock code: ITC, CSE stock code: ITC).

As at the Latest Practicable Date, Mr. Lim had personal, family and joint interests in 6,187,200 Shares and corporate interest in 178,640,000 Shares and 150,000 share options in the Company. He also had personal, family and joint interests in 1,979,904 shares and corporate interest in 203,607,467 shares and 1,200,000 share options in an associated corporation within the meaning of Part XV of the SFO. He is also a director of Gold Sceptre Limited which holds approximately 51 per cent shareholding in the Company as at the Latest Practicable Date. Mr. Lim received a director fee and emoluments of total HK\$4,308,000 for the year ended 31 December 2020.

LEE Hiok Chuan, as an independent non-executive director, aged 86, joined the Group in 1992 and is an investment consultant in Hong Kong. Mr. Lee has more than forty years' experience in finance and banking in Hong Kong.

The term of office of Mr. Lee Hiok Chuan as the independent non-executive director is the period up to his retirement by rotation in accordance with the Company's Bye-Laws.

As at the Latest Practicable Date, Mr. Lee had personal interest in 250,000 Shares and 120,000 share options in the Company and 64,000 shares in the associated corporation within the meaning of Part XV of the SFO. He received a director emoluments of total HK\$280,000 for the year ended 31 December 2020.

Save as disclosed above, none of the above Directors have service contracts for a specified term with the Company or its subsidiaries, did not hold any directorships in other listed companies in the last three years, and have no other relationship with any Director, senior management or substantial or controlling shareholders of the Company. The emoluments are determined by reference to their duties, responsibilities, performance, the Group's results and the prevailing market conditions. Such emoluments were reviewed and approved by Remuneration Committee.

The above independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that they meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

Save as disclosed above, the Board is not aware of any other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. The Retiring Directors have further confirmed to the Board that save as disclosed above, there is no other matter that needs to be brought to the shareholders' attention in relation to their re-election as Directors.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to shareholders for their consideration of the repurchase mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 277,966,666 Shares in issue.

The exercise of the mandates in full, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to (i) 55,593,333 Shares being allotted and issued; and (ii) 27,796,666 Shares being repurchased by the Company.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may enhance the net assets value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association and Bye-laws and the applicable laws of Bermuda. The Company is empowered under its Memorandum of Association to repurchase Shares pursuant to and in accordance with Section 42A of The Companies Act 1981 of Bermuda, as amended. The Bye-laws supplement the Company's Memorandum of Association by providing that this power is exercisable by the Directors upon such terms and subject to such conditions as they think fit. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant repurchased shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium or contributed surplus accounts of the Company. Under Bermuda law, a company's repurchased Shares shall be treated as cancelled upon purchase and the company's issued share capital diminished by the nominal value of those shares accordingly (but such repurchase is not to be taken as reducing the amount of the company's authorised share capital).

As compared with the financial position of the Company as at 31 December 2020 (being the date of its latest published audited accounts), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the repurchase mandate is exercised in full. 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. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and the period from 1 April 2021 to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2020	1.95	1.90
May 2020	1.90	1.89
June 2020	1.88	1.50
July 2020	1.63	1.42
August 2020	1.62	1.42
September 2020	1.59	1.51
October 2020	1.51	1.51
November 2020	1.56	1.50
December 2020	1.60	1.56
January 2021	1.59	1.45
February 2021	1.50	1.37
March 2021	1.45	1.25
April 2021 (up to the Latest Practicable Date)	1.40	1.34

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor to the best of their knowledge and belief having made all reasonable enquires, none of their associates (as defined in the Listing Rules) have any present intention, in the event that the mandate is approved by shareholders, to sell the Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell the Shares to the Company nor has he/she undertaken not to do so in the event that the Company is authorised to make purchase of the Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the propose resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in Memorandum of Association and the Bye-laws of the Company.

7. TAKEOVERS CODE

A repurchase of Shares by the Company may result in any increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Merger (the “**Takeovers Code**”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gold Sceptre Limited held approximately 51 per cent of the issued share capital of the Company. In the event that the Directors of the Company should exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the resolution, the shareholding of Gold Sceptre Limited in the Company would be increased to approximately 56 per cent of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company did not purchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Details of the Proposed Amendments are set out below (changes are marked):

Bye-law	Existing Bye-law	Proposed Amendments
1	—	<u>“the Board” means the board of directors of the Company;</u>
	“the Directors” means the Board of Directors of the Company or the Directors present at a meeting of Directors 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;	“the Directors” means the Board of Directors of the Company <u>or the Directors present at a meeting of Directors</u> 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;
	—	<u>“Electronic Record” has the same meaning as in the Electronic Transactions Act 1999 of Bermuda as amended from time to time;</u>
	“ordinary resolution” means a resolution passed by a simple majority of the votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which not less than 14 days’ notice has been duly given;	“ordinary resolution” means a resolution passed by a simple majority of the votes cast by such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy <u>or casting votes in the form of Electronic Records</u> , at a general meeting of the Company at which a quorum is present and of which not less than 14 days’ notice has been duly given;
	“special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given, provided that if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days’ notice has been given;	“special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy <u>or casting votes in the form of Electronic Records</u> , at a general meeting of the Company at which a quorum is present and of which not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given, provided that if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days’ notice has been given;
	—	<u>“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;</u>

Bye-law	Existing Bye-law	Proposed Amendments
2	<p>(A) The singular includes the plural and vice versa. Words importing any gender include the other genders.</p> <p>...</p>	<p>(A) The singular includes the plural and vice versa. Words importing any gender include the other genders.</p> <p>...</p> <p>(D) <u>Any reference to writing includes all modes of representing or reproducing words in a visible form, including in the form of an Electronic Record.</u></p> <p>(E) <u>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.</u></p> <p>(F) <u>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.</u></p>
24	<p>No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member who is entitled) at any general meeting, either personally or by proxy or authorised representative or be reckoned in a quorum or to exercise any other privilege as a member until all calls and instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.</p>	<p>No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member who is entitled) at any general meeting, either personally or by proxy or authorised representative <u>or vote in the form of Electronic Records</u> or be reckoned in a quorum or to exercise any other privilege as a member until all calls and instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.</p>

Bye-law	Existing Bye-law	Proposed Amendments
56	The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.	The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place (if any) as the Directors shall appoint. All general meetings other than annual general meetings shall be called special general meetings.
57A	—	<u>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.</u>

Bye-law	Existing Bye-law	Proposed Amendments
58	<p>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, the day and the hour of meeting 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.</p>	<p>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 <u>(if any)</u>, the day and the hour of meeting <u>(including any satellite meeting place arranged for the purposes of Bye-Law 61A)</u> 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.</p>

Bye-law	Existing Bye-law	Proposed Amendments
61A	—	<p>(A) <u>The provisions of this Bye-Law shall apply if any general meeting is convened at or adjourned to more than one place.</u></p> <p>(B) <u>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:</u></p> <p>(i) <u>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</u></p> <p>(ii) <u>have access to all documents which are required by the Act and these Bye-Laws to be made available at the meeting.</u></p>

Bye-law	Existing Bye-law	Proposed Amendments
		<p>(C) <u>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.</u></p> <p>(D) <u>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.</u></p> <p>(E) <u>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.</u></p>

Bye-law	Existing Bye-law	Proposed Amendments
62A	—	<p><u>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.</u></p>
64	<p>If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Directors.</p>	<p>If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at such time and place <u>(if any)</u> as shall be decided by the Directors.</p>
68	<p>The chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' written notice specifying the place, the day and the hour of the adjourned meeting shall be given 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 it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<p>The chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and <u>(if applicable)</u> from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least 7 clear days' written notice specifying the place <u>(if any)</u>, the day and the hour of the adjourned meeting shall be given 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 it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>

Bye-law	Existing Bye-law	Proposed Amendments
69	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:</p> <p>...</p> <p>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, 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.</p>	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands <u>or by a count of votes received in the form of Electronic Records</u>, unless a poll is (before or on the declaration of the result of the show of hands <u>or the count of votes received in the form of Electronic Records</u>) demanded by:</p> <p>...</p> <p>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 <u>or count of votes received in the form of Electronic Records</u>, 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.</p>
70	<p>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) and at such time and place, 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>	<p>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 <u>or votes received in the form of Electronic Records</u>) and at such time and place <u>(if any)</u>, 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>
71	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-Laws or by the Statutes. In the event of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.</p>	<p>All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-Laws or by the Statutes. In the event of an equality of votes whether on a show of hands or on a poll <u>or by a count of votes on a show of hands or on a poll received in the form of Electronic Records</u>, the chairman of the meeting shall be entitled to a second or casting vote.</p>

Bye-law	Existing Bye-law	Proposed Amendments
73	A poll duly demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken forthwith at the meeting and without adjournment. A poll demanded on any other question shall be taken at such time (being not later than 30 days after the date of the demand) and place as the chairman of the meeting directs.	A poll duly demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken forthwith at the meeting and without adjournment. A poll demanded on any other question shall be taken at such time (being not later than 30 days after the date of the demand) and place <u>(if any)</u> as the chairman of the meeting directs.
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 present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person or by proxy or by authorised representative 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.	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 <u>(i) present in person or by proxy</u> (or, in the case of a member being a corporation, by its duly authorised representative) <u>or (ii) casting votes in the form of Electronic Records</u> shall have one vote, and on a poll every member <u>(i) present in person or by proxy</u> <u>(or in the case of a member being a corporation by its duly authorised representative)</u> <u>or (ii) casting votes in the form of Electronic Records</u> 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.
76	In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Bye-Law be deemed joint holders thereof.	In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative <u>or in the form of Electronic Records</u> , shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Bye-Law be deemed joint holders thereof.

Bye-law	Existing Bye-law	Proposed Amendments
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. 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). 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.	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 <u>including the casting of votes in the form of Electronic Records</u> . 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) <u>or in the form of Electronic Records</u> . 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.
81	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at the place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or in any notice of any adjourned meeting or, in either case, in any document sent therewith or in the instrument of proxy issued by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.	The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at the place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting or in any notice of any adjourned meeting or, in either case, in any document sent therewith or in the instrument of proxy issued by the Company not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person <u>or casting votes in the form of Electronic Records</u> at the meeting or poll concerned.
84	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or power of attorney or other authority under which the proxy was executed or transfer of the share in respect of which the proxy is given provided that no intimation in writing of the death, insanity, revocation or transfer has been received at the office or such other place as was specified for the deposit of instrument of proxy or by the chairman of the meeting at least 2 hours before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.	A vote given in accordance with the terms of an instrument of proxy <u>(including votes in the form of Electronic Records)</u> shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or power of attorney or other authority under which the proxy was executed or transfer of the share in respect of which the proxy is given provided that no intimation in writing of the death, insanity, revocation or transfer has been received at the office or such other place as was specified for the deposit of instrument of proxy or by the chairman of the meeting at least 2 hours before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Bye-law	Existing Bye-law	Proposed Amendments
86A	<p>If permitted by the Act and without limiting the generality of Bye-law 86, if a clearing house (or its nominee) is a member of the Company, it (or as the case may be, its nominee) may authorize such person or persons as it thinks fit to act as its proxy and proxies or representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorized, the proxy form or authorization shall specify the number and class of shares in respect which each such person is so authorized. Each person so authorized under the provisions of this Bye-law shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual member of the Company, and on a show of hands, each such person shall be entitled to separate vote notwithstanding any contrary provisions contained in these Bye-laws. The number of persons a clearing house (or its nominee(s)) may appoint to act as its representative or representatives shall not exceed the number of shares held by that clearing house (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.</p>	<p>If permitted by the Act and without limiting the generality of Bye-law 86, if a clearing house (or its nominee) is a member of the Company, it (or as the case may be, its nominee) may authorize such person or persons as it thinks fit to act as its proxy and proxies or representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorized, the proxy form or authorization shall specify the number and class of shares in respect which each such person is so authorized. Each person so authorized under the provisions of this Bye-law shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual member of the Company, and on a show of hands <u>or the casting of votes in the form of Electronic Records</u>, each such person shall be entitled to separate vote notwithstanding any contrary provisions contained in these Bye-laws. The number of persons a clearing house (or its nominee(s)) may appoint to act as its representative or representatives shall not exceed the number of shares held by that clearing house (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.</p>

Bye-law	Existing Bye-law	Proposed Amendments
113	<p>The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or alternate Director or in such other manner as the Directors may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively. A meeting of the Directors or any Committee may be held by means of such telephone, electronic or other communication facilities as 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.</p>	<p>The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or alternate Director or in such other manner as the Directors may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively. A meeting of the Directors or any Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation <u>participation</u> in such a meeting shall constitute presence in person at such meeting.</p>

**SiS INTERNATIONAL HOLDINGS LIMITED****新龍國際集團有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 00529)**

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;
 - (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;

* *For identification purposes only*

- (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.