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SINO ICT HOLDINGS LIMITED
芯成科技控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 365)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Sino ICT Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on Monday, 1 June 2020 at Meeting Room 8, 558 Shibo Avenue, Pudong New District, Shanghai, China (or any adjournment thereof), for the following purposes:

ORDINARY RESOLUTIONS

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

1. to receive and consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the director (the “**Director**”) and the auditors of the Company for the year ended 31 December 2019;
2. to re-elect the following retiring Directors: (a) Mr. Xia Yuan; (b) Mr. Cui Yuzhi; and (c) Mr. Ping Fan;
3. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. to re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.

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

5. “**THAT:**
 - (a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital

of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under any share option scheme or similar arrangement of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares or class

thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction or any recognised regulatory body or any stock exchange)”;

6. **“THAT:**

- (a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, or otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or any applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to sub-paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution”;

7. “**THAT:**

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

Yours faithfully,
On behalf of the Board
Sino ICT Holdings Limited
Du Yang
Chairman

Hong Kong, 29 April 2020

Notes:

- (1) Under the current circumstance of the outbreak of the coronavirus (COVID-19), certain special measure will be implemented by the Company at the 2020 Annual General Meeting (the “**AGM**”) in order to reduce the risk of infection, including: (i) compulsory body temperature check/screening; (ii) wearing of surgical face masks throughout the AGM; and (iii) keeping social distancing of at least 1 metre. In addition, Shanghai, China, being the location of the AGM, is currently implementing a series of quarantine measures, including, but not limited to, (a) all inbound passengers arriving in Shanghai are required to receive nucleic acid tests; and (b) all visitors have to complete a 14 days of concentration observation and leave for destination with a quarantine certificate. Such quarantine measures may be adjusted from time to time and it is recommended that attendees should make reference to the latest policies and/or measures published by the local authorisation before planning their journey. **For the health and safety of Shareholders, it is highly recommended that Shareholders exercise their voting rights at the AGM by appointing the Chairman of the AGM as their proxy and return their proxy forms by the time specified below, instead of physical attending in person at the AGM.**
- (2) A Shareholder of the Company entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote on his behalf. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a Shareholder of the Company.
- (3) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointer is a corporation, then the instrument shall be signed under seal or under hand of an officer, attorney or other person authorised in writing.
- (4) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell

Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the annual general meeting or any adjournment thereof in order for such documents to be valid. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person should he so desire and in such event the instrument appointing a proxy shall be deemed to be revoked.

- (5) For the purposes of determining the entitlements of the Shareholders of the Company to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 27 May 2020 to Monday, 1 June 2020 (both days inclusive), during which period no transfers of Shares will be registered. In order to qualify for the aforesaid entitlements, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 26 May 2020.
- (6) In relation to proposed resolution numbered 2 in this notice regarding re-election of the retiring Directors of the Company, their biographies are set out in Appendix II to the circular of the Company dated 29 April 2020.
- (7) In relation to the proposed resolution numbered 5 of this notice, the Directors wish to state that they have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution numbered 6 of this notice, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to how to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of the Company dated 29 April 2020.
- (9) As at the date hereof, the Board comprises:

Executive Directors:

Mr. Du Yang

(Chairman)

Mr. Yuan I-Pei

Mr. Xia Yuan

(Chief Executive Officer)

Non-executive Directors:

Mr. Li Jinxian

Mr. Li Yongjun

Independent Non-executive Directors:

Mr. Cui Yuzhi

Mr. Bao Yi

Mr. Ping Fan