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SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8076)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of Sing Lee Software (Group) Limited (the “**Company**”) will be held at Unicorn & Phoenix, Basement 2, The Charterhouse, 209-219 Wanchai Road, Hong Kong, on 24 May 2021 (Monday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT**

- (a) the conditional equity transfer agreement dated 26 March 2021 (the “**Agreement**”, a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purposes of identification), entered into between 杭州新利科技有限公司 (Hangzhou Singlee Technology Company Limited*)(the “**Transferor**”), 恒生電子股份有限公司 (Hundsun Technologies Inc.*) (the “**Transferee**”), and 杭州恒新利融軟件有限公司 (Hangzhou Hengxin Lirong Software Company Limited*)(the “**Hangzhou HL**”) in relation to the conditional disposal of Hangzhou HL by the Transferor to the Transferee and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any of the directors of the Company (the “**Director(s)**”) be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the transactions contemplated thereunder as he may in his absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the Board
Sing Lee Software (Group) Limited
Hung Yung Lai
Chairman

Hong Kong, 5 May 2021

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or if he/she/it holds two or more shares in the share capital of the Company (“**Shares**”), more than one) proxy to attend and to speak at the SGM and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a member.
2. A form of proxy for use at the SGM is enclosed with this Notice and is also available at the respective websites of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the Company.
3. To be valid, a form of proxy, duly signed and completed 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 lodged with the Company’s Hong Kong branch share registrar, Tricor Abacus Limited (“**Registrar**”) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the form of proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending in person and voting at the SGM or at its adjourned meeting (as the case may be) should they so wish. In such case, the said form(s) of proxy shall be deemed to be revoked. The contact phone number of the Registrar is (852) 2980 1333.
4. For the purpose of ascertaining the entitlement of the members to attend and vote at the SGM, the register of members of the Company will be closed from 21 May 2021 (Friday) to 24 May 2021 (Monday), both days inclusive, and no transfer of the Shares will be registered during such period. members whose names appear on the register of members of the Company on 20 May 2021 (Thursday) will be entitled to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, all the relevant transfer document(s) and share certificate(s) must be lodged at the office of the Registrar not later than 4:30 p.m. on 20 May 2021 (Thursday) for registration.

5. Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the SGM or its adjourned meeting (as the case may be) personally or by proxy, that one of such holders so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. In compliance with Rule 17.49(4) of the GEM Listing Rules, voting on the resolution proposed in this Notice will be taken by poll.
7. If a tropical cyclone warning signal No. 8 or above is hoisted or a black rainstorm warning signal is in force at any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed and members will be informed of the date, time and venue of the postponed SGM by a supplementary notice, posted on the respective websites of the Company and the Stock Exchange.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the SGM and where conditions permit, the SGM will be held as scheduled.

The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide on their own whether they would attend the SGM under a bad weather condition after considering their own situations and if they do so, they are advised to exercise care and caution.

8. Members are advised to read the circular of the Company dated 5 May 2021 which contains information concerning the resolution to be proposed at the SGM.
9. Considering the outbreak of the novel coronavirus (COVID-19), certain precautionary measures will be implemented at the SGM with a view to addressing the risk to attendees of infection, including the following:
 - a) all attendees will be required to undergo body temperature check. Any person with a body temperature of over 37.5 degrees Celsius will be denied entry into the SGM venue or be required to leave the SGM venue;
 - b) all attendees will be required to complete a health declaration form (a copy of the form is enclosed with the circular), which may be used for contact tracing, if required;
 - c) any attendees who are subject to health quarantine prescribed by the Government of the HKSAR will not be admitted to the venue of the SGM;
 - d) all attendees will be required to wear surgical face masks throughout the SGM and inside the SGM venue;
 - e) each attendee will be assigned a designated seat at the time of registration to ensure social distancing;
 - f) any person who does not comply with the measures above may be denied entry into, or be required to leave the SGM venue; and
 - g) no refreshments or beverages will be provided, and there will be no corporate gifts.

10. The Company reminds the Shareholders that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances. The Company would like to remind Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights and **strongly recommends that Shareholders appoint the Chairman of the SGM as their proxy** and submit their form of proxy as early as possible. In light of the risks posed by the COVID-19 pandemic, the Company **strongly encourages Shareholders NOT to attend the SGM in person**.
11. The Company will keep the evolving COVID-19 situation under review and may implement additional measures (which it will announce closer to the date of the SGM).
- * *The English transliteration of the Chinese name in this Notice of SGM, where indicated, is included for information only, and should not be regarded as the official English name of such Chinese name.*

As at the date of this Notice, the Board comprises:

Hung Yung Lai (*Executive Director*)
Hung Ying (*Executive Director*)
Lin Xue Xin (*Executive Director*)
Cui Jian (*Executive Director*)
Pao Ping Wing (*Independent Non-Executive Director*)
Thomas Tam (*Independent Non-Executive Director*)
Lo King Man (*Independent Non-Executive Director*)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 announcement 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 announcement misleading.

The announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will be published on the website of the Company (<http://www.singlee.com.cn>).