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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 **Sinohope Technology Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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新火科技
SINOHOPE

SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR OF THE COMPANY;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the AGM (as defined herein) of Sinohope Technology Holdings Limited to be held at Unit 702-3, 7/F, 100 Queen's Road Central, Central, Hong Kong on Wednesday, 27 March 2024 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for the AGM is enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy and return it to the branch share registrar of the Company (as defined herein), Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). 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 and in such event, the form of proxy shall be deemed to be revoked.

5 March 2024

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DEFINITIONS

In this circular, including the appendices, the following expressions have the meanings set out below unless the context requires otherwise:

| | |
|------------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Unit 702-3, 7/F, 100 Queen’s Road Central, Central, Hong Kong, on Wednesday, 27 March 2024, at 10:30 a.m. or any adjournment thereof |
| “Articles” | the memorandum and articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “BVI” | the British Virgin Islands |
| “close associate(s)” | shall have the meaning ascribed thereto under the Listing Rules |
| “Companies Act” | the BVI Business Companies Act, 2004, as amended supplemented or otherwise modified from time to time |
| “Company” | Sinohope Technology Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1611) |
| “controlling Shareholder(s)” | shall have the meaning ascribed thereto under the Listing Rules |
| “core connected person(s)” | shall have the meaning ascribed thereto under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of the Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

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|---|---|
| “Issue Mandate” | the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM, which is also extended by the addition of the number of Shares purchased under the Repurchase Mandate |
| “Latest Practicable Date” | 5 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Date” | 21 November 2016, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Nomination and Corporate Governance Committee” | nomination and corporate governance committee of the Company |
| “Remuneration Committee” | remuneration committee of the Company |
| “Repurchase Mandate” | the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time |
| “Share(s)” | the ordinary share(s) of HK\$0.001 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial Shareholder(s)” | shall have the meaning ascribed thereto under the Listing Rules |

DEFINITIONS

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|------------------|--|
| “Takeovers Code” | the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong |
| “%” | per cent |

In case of any discrepancy between the English version and the Chinese version of this circular, the English version shall prevail.

LETTER FROM THE BOARD



SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

Non-Executive Director:

Mr. Li Lin (*Chairman*)

Executive Directors:

Mr. Du Jun

Ms. Zhang Li

Independent non-executive Directors:

Mr. Yu Chun Kit

Mr. Yip Wai Ming

Dr. Lam Lee G., *BBS, JP*

Head Office and Principal Place of Business:

Unit 702-3, 7/F

100 Queen's Road Central

Central

Hong Kong

Registered Office:

Vistra Corporate Services Centre

Wickhams Cay II

Road Town, Tortola BVI VG 1110

5 March 2024

To the Shareholders

Dear Sirs or Madams,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR OF THE COMPANY;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the proposed grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the proposed re-election of retiring Directors; and (iii) the re-appointment of the Company's auditor and authorization of the Board to fix its remuneration.

LETTER FROM THE BOARD

2. THE ISSUE MANDATE

The Company's existing mandate to allot and issue new Shares was approved by the Shareholders at the annual general meeting of the Company held on 30 March 2023. Unless otherwise renewed, the existing mandate to allot and issue new Shares will lapse at the conclusion of the AGM.

In order to ensure flexibility when it is desirable to allot and issue or otherwise deal with additional Shares, at the AGM, ordinary resolutions will be proposed, including that the Directors be granted a general and unconditional mandate to exercise all powers of the Company (i) to allot, issue and otherwise deal with new Shares up to, in aggregate, 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution; and (ii) to increase the aggregate nominal amount of share capital of the Company which may be issued under the Issue Mandate by adding thereto the aggregate nominal amount of the share capital of the Company repurchased under the Repurchase Mandate. For further details, please refer to ordinary resolutions no. 5 and no. 7 as respectively set out in the notice of the AGM.

The Directors have no immediate plans to allot and issue any new Shares other than the Shares which may be issued under the share option scheme of the Company adopted on 27 October 2016 and as amended on 19 November 2020, 30 March 2023 and 28 July 2023.

As at the Latest Practicable Date, there was a total of 465,960,665 Shares in issue. Subject to the passing of the proposed resolution for approving the Issue Mandate to the Directors, and on the basis that no other Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 93,192,133 new Shares.

3. THE REPURCHASE MANDATE

The Company's existing mandate to repurchase the Shares was approved by the Shareholders at the annual general meeting of the Company held on 30 March 2023. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

In order to seek the approval of the Shareholders to grant the Repurchase Mandate, at the AGM, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares on the Stock Exchange, in aggregate, 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution. For further details, please refer to ordinary resolution no. 6 as set out in the notice of the AGM.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 465,960,665 issued Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 46,596,066 Shares.

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

The Issue Mandate and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Issue Mandate and the Repurchase Mandate up to (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 the Articles or any applicable law to be held; or (iii) the revocation or variation of the Issue Mandate or the Repurchase Mandate (as the case may be) by ordinary resolutions of the Shareholders at a general meeting of the Company, whichever occurs first.

4. EXTENSION OF THE ISSUE MANDATE

In addition, an ordinary resolution will be proposed at the AGM to allow any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) to be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

5. RE-ELECTION OF DIRECTORS

In accordance with the Articles 14.2 and 14.18 of the Articles, Code Provision B.2.2 set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules (the “CG Code”), Mr. Li Lin, Mr. Yu Chun Kit, and Dr. LAM Lee G., *BBS, JP* will retire from office as Directors at the AGM, and, being eligible, have offered themselves for re-election as Directors at the AGM. Each of the aforementioned retiring Directors shall be subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years.

The re-election of Directors has been reviewed by the Nomination and Corporate Governance Committee, which has made recommendation to the Board that the re-election be proposed for the Shareholders’ approval at the forthcoming AGM of the Company.

The Nomination and Corporate Governance Committee upon reviewing the biographical details of Mr. Li Lin, Mr. Yu Chun Kit, and Dr. LAM Lee G., *BBS, JP* and their respective ability to meet the nomination criteria (including but not limited to, character, professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and having considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, has taken the view that Mr. Li Lin, Mr. Yu Chun Kit, and Dr. LAM Lee G., *BBS, JP* have been contributing to the Group effectively and are committed to their role as Directors.

LETTER FROM THE BOARD

The Board has accepted the recommendation by the Nomination and Corporate Governance Committee for recommending the Shareholders to re-elect Mr. Li Lin, Mr. Yu Chun Kit, and Dr. LAM Lee G., *BBS, JP* as Directors at the AGM. Each of them abstained from voting at the Board meeting regarding their nomination. The Board considers that the re-election of Mr. Li Lin, Mr. Yu Chun Kit, and Dr. LAM Lee G., *BBS, JP* as Directors is in the best interest of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of their re-election at the AGM.

The biographical details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular under the Listing Rules.

6. PROPOSED RE-APPOINTMENT OF AUDITOR OF THE COMPANY

Moore CAP Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Moore CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration. Moore CPA Limited has indicated its willingness to be re-appointed as the Company's auditor for the said period.

7. AGM

The Company will convene the AGM on Wednesday, 27 March 2024 at 10:30 a.m. to approve the ordinary resolutions to be proposed thereat in respect of, among other things, grant of general mandate to issue and repurchase Shares, the re-election of retiring Directors and the re-appointment of auditor.

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular and is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but 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 enclosed form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 March 2024 to Wednesday, 27 March 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 March 2024.

LETTER FROM THE BOARD

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward to be voted at the AGM. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full 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.

11. RECOMMENDATION

The Directors consider that the proposed grant of Issue Mandate and Repurchase Mandate, extension of the Issue Mandate, the re-election of retiring Directors and re-appointment of auditor, are in the best interests of the Company and the Shareholders as a whole. The necessary information for seeking the Shareholders' approval on the proposed matters is already set out herein for consideration. The Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM. As at the Latest Practicable Date, no Shareholders are required to abstain from voting under the Listing Rules in respect of any of the ordinary resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

12. FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board
SINOHOPE TECHNOLOGY HOLDINGS LIMITED
Du Jun
Executive Director

This appendix I serves as an explanatory statement, as required by Rule 10.06 of the Listing Rules, to provide you with all the information required for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000 divided into 500,000,000 Shares, among which a total of 465,960,665 Shares were issued and fully paid-up.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors will be authorised under the Repurchase Mandate to repurchase a maximum of 46,596,066 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; and (iii) the date of revocation or variation of the Repurchase Mandate by an ordinary resolution of Shareholders in general meeting prior to the next annual general meeting of the Company.

2. REASONS FOR REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate will provide the Company flexibility to make such repurchases when appropriate and beneficial to the Company and Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate will be financed entirely from the available cash flow or working capital facilities of the Company which shall be legally permitted to be utilised in this connection in accordance with the Articles, the applicable laws of the BVI and the Listing Rules. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with Listing Rules from time to time.

4. POSSIBLE MATERIAL ADVERSE IMPACT

There may 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 during the proposed repurchase period as compared with the position disclosed in the latest published audited accounts for the year ended 30 September 2023. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, nor any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell the Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell the Shares to the Company, nor has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the BVI, and the Articles.

7. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase shall be treated as an acquisition pursuant to Rule 32 of the Takeovers Code. Therefore, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the interest of the Shareholder (and concerted parties, if any), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders held 5% or more of the issued share capital of the Company:

| Name of shareholders | Number of Shares held | Approximate percentage of Shareholdings (Note 1) | Approximate percentage of Shareholdings if the Repurchase Mandate is fully exercised (Note 2) |
|---|--------------------------|---|--|
| Avenir Investment Limited | 90,990,474 | 19.53% | 21.70% |
| Mr. Li Lin (“ Mr. Li ”) (Note 3) | 90,990,474 | 19.53% | 21.70% |
| Mr. Du Jun (“ Mr. Du ”) (Note 6) | 80,682,305 | 17.32% | 19.24% |
| ON CHAIN Technology Limited (Note 5) | 82,300,000 | 17.66% | 19.62% |
| Mr. Zhong Gengfa (“ Mr. Zhong ”) (Note 5) | 82,300,000 | 17.66% | 19.62% |
| HSG Holding Limited | 39,000,629 | 8.37% | 9.30% |
| Mr. Shen Nan Peng (“ Mr. Shen ”) (Note 4) | 39,000,629 | 8.37% | 9.30% |
| SNP China Enterprises Limited (Note 4) | 39,000,629 | 8.37% | 9.30% |
| HongShan Capital Venture Fund IV, L.P. (Note 4) | 30,529,406 | 6.55% | 7.28% |
| HSG CV IV Holdco, Ltd. (Note 4) | 30,529,406 | 6.55% | 7.28% |
| HSG CV IV Senior Holdco, Ltd. (Note 4) | 30,529,406 | 6.55% | 7.28% |
| HSG Venture IV Management, L.P. (Note 4) | 30,529,406 | 6.55% | 7.28% |

Notes:

- (1) The percentages were calculated based on the Company’s issued share capital of 465,960,665 Shares at the Latest Practicable Date and on the assumption that there is no other change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of AGM.
- (2) The percentages were calculated based on the Company’s issued share capital of 419,364,599 Shares after exercising the power of repurchase of the Shares pursuant to the Repurchase Mandate in full and on the assumption that there is no other change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of AGM.
- (3) Mr. Li indirectly held 100% interest in the total issued shares of Avenir Investment Limited. Therefore, Mr. Li was deemed to be interested in the shares held by Avenir Investment Limited for the purpose of Part XV of the SFO.

- (4) HSG CV IV Holdco, Ltd. held 30,529,406 Shares, representing approximately 6.55% of the total issued share capital of the Company. HSG CV IV Holdco, Ltd. was a wholly-owned subsidiary of HSG CV IV Senior Holdco, Ltd., whose sole shareholder is HongShan Capital Venture Fund IV, L.P. The general partner of HongShan Capital Venture Fund IV, L.P. was HSG Venture IV Management, L.P., whose general partner was HSG Holding Limited (“**HSG Holding**”). HSG Holding was a wholly-owned subsidiary of SNP China Enterprises Limited (“**SNP China**”), a company wholly owned by Mr. Shen.

In addition, Zhen Partners Fund I, L.P. (“**Zhen Partners**”) held 8,471,223 Shares, representing approximately 1.82% of the total issued share capital of the Company. HSG Holding, through several intermediate entities was interested in more than 33.3% limited partnership interest in Zhen Partners, and therefore HSG Holding was deemed to be interested in the 8,471,223 Shares. Since HSG Holding was wholly owned by SNP China, which was in turn wholly owned by Mr. Shen, both SNP China and Mr. Shen were deemed to be interested in such 8,471,223 Shares as well.

In light of the above, pursuant to Part XV of the SFO, Mr. Shen, SNP China and HSG Holding were deemed to be interested in a total number of 39,000,629 Shares, representing approximately 8.37% of the total issued share capital of the Company.

- (5) Mr. Zhong directly held 100% interest in the total issued shares of ON CHAIN Technology Limited. Therefore, Mr. Zhong was deemed to be interested in the shares held by ON CHAIN Technology Limited for the purpose of Part XV of the SFO.
- (6) Mr. Du has been an executive Director and a shareholder of the Company. He was a beneficial owner of 80,682,305 Shares and had been granted 3,000,000 share options of the Company, which shall entitle him to subscribe for 3,000,000 Shares upon exercise of all such share options under the said share option scheme.

In the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of the above substantial Shareholders in the issued share capital of the Company will be increased to the approximate percentage as shown in the above table. Such increase will not give rise to an obligation of any of the above substantial Shareholders to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, and the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate (whether in full or otherwise) to an extent that will trigger the obligations to make a mandatory offer under Rule 26 of the Takeovers Code, nor to an extent that results in the number of Shares held by the public being reduced to less than the prescribed minimum percentage, whether 25% or other percentage as determined by the Stock Exchange.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares had been repurchased by the Company nor any of its subsidiaries, whether on the Stock Exchange or otherwise.

9. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date:

| | Per Share | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2023 | | |
| February | 3.040 | 2.530 |
| March | 2.750 | 2.000 |
| April | 2.650 | 2.190 |
| May | 2.680 | 2.050 |
| June | 2.240 | 2.010 |
| July | 2.720 | 1.980 |
| August | 2.690 | 1.920 |
| September | 2.180 | 1.650 |
| October | 1.990 | 1.580 |
| November | 2.290 | 1.410 |
| December | 2.790 | 2.000 |
| 2024 | | |
| January | 2.720 | 1.850 |
| February | 2.000 | 3.580 |
| March (until the Latest Practicable Date) | 3.380 | 3.140 |

10. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The followings are particulars of the Directors who will retire from office, all of whom, being eligible, have offered themselves for re-election at the AGM:

NON-EXECUTIVE DIRECTOR

Mr. Li Lin (“**Mr. Li**”), aged 41, was appointed as the Chairman of the Board, an executive Director of the Company and Chief Executive Officer (the “**CEO**”) of the Company on 10 September 2019. Mr. Li resigned as CEO and re-designated as non-executive Director with effect from 18 December 2021.

Mr. Li founded Huobi Group in 2013. Prior to establishing Huobi Group, Mr. Li worked at Oracle, the world’s largest database service company. After that, Mr. Li worked at Beijing Baide Yunbo Technology Co., Ltd. (北京百德雲博技術有限公司), a technology company specialising in Search Engine Optimisation, from August 2007 to August 2011. Thereafter, Mr. Li served as the General Manager of Beijing Zhongke Huishang Electronic Commerce Co., Ltd. (北京中科匯商電子商務有限公司), an e-commerce company targeting retail customers, from September 2011 to April 2013.

Mr. Li obtained a Bachelor’s Degree in automation from Tongji University (同濟大學) in July 2005, and a Master’s Degree in control science and engineering from Tsinghua University (清華大學) in June 2007. Mr. Li possesses over 10 years of experiences in technology, blockchain and corporate management, which has been a great asset to the Company.

Subject to and upon passing of the resolution in relation to re-election at the AGM, Mr. Li will be appointed as a non-executive Director for a term of 3 years commencing from the date of the AGM which is terminable by either party giving to the other not less than a three-month prior notice in writing and subject to retirement by rotation and re-election pursuant to the Articles and the Listing Rules, whichever is earlier. Mr. Li is entitled to a director’s fee of HK\$100,000 per month plus a discretionary bonus as may be determined by the Board with reference to his performance and operating results of the Group. The foregoing emolument is recommended by the Remuneration Committee and approved by the Board with reference to Mr. Li’s background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. The remuneration of Mr. Li will be subject to annual review by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Li indirectly held 100% interest in the total issued share capital of Avenir Investment Limited, which holds 19.53% equity interest in the Company. Therefore, Mr. Li was deemed to be interested in the shares held by Avenir Investment Limited for the purpose of Part XV of the SFO.

Save as disclosed above, Mr. Li (i) did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company; (ii) did not hold any other directorship in public listed companies in Hong Kong or overseas three years preceding the Latest Practicable Date; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Chun Kit (“**Mr. Yu**”), aged 34, was appointed as an independent non-executive Director, the Chairman of the Nomination and Corporate Governance Committee, and a member of Audit Committee and the Remuneration Committee on 1 April 2022.

Mr. Yu is the financial controller and company secretary of Boltek Holdings Limited, a company listed on the Stock Exchange (stock code: 8601) since 2018. Mr. Yu obtained a Bachelor of Business Administration (Hons) in Accounting & Finance from the Hong Kong Polytechnic University in October 2011. Mr. Yu has been admitted as a member of the Hong Kong Institute of Certified Public Accountants since July 2015. Since September 2019, Mr. Yu has been appointed as a company secretary of Global Uin Intelligence Holdings Limited (formerly known as Global Dining Holdings Limited), a company listed on the Stock Exchange (stock code: 8496).

Mr. Yu has entered into a formal letter of appointment as an independent non-executive Director with the Company for a term of three years commencing on 1 April 2022. The letter of appointment can be terminated by either party by serving two months’ prior notice in writing. Under the letter of appointment, he is entitled to (i) an annual salary of HK\$240,000 as Director’s fee, and (ii) discretionary bonus as may be determined by the Board after considering a range of factors including the performance of Mr. Yu as an independent non-executive Director, and the operating results of the Group in respect of any financial year of the Company.

Save as disclosed above, Mr. Yu (i) did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company; (ii) did not hold any other directorship in public listed companies in Hong Kong or overseas three years preceding the Latest Practicable Date; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Dr. Lam, Lee G., *BBS, JP* (“**Dr. Lam**”), age 63, was appointed as an independent non-executive Director, the Chairman of the Remuneration Committee and a member of the Nomination and Corporate Governance Committee and the Audit Committee on 21 April 2023.

Dr. Lam is an executive director of USPACE Technology Group Limited (Stock Code: 1725, formerly known as Eternity Technology Holdings Limited. Dr. Lam was re-designated from non-executive director on 3 January 2022), the shares of which are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of each of CSI Properties Limited (Stock Code: 497), Mei Ah Entertainment Group Limited (Stock Code: 391), Hang Pin Living Technology Company Limited (Stock Code:1682, formerly known as Hua Long Jin Kong Company Limited), Kidsland International Holdings Limited (Stock Code: 2122), Greenland Hong Kong Holdings Limited (Stock Code: 337), Huarong International Financial Holdings Limited (Stock Code: 993), RENHENG Enterprise Holdings Limited (Stock Code: 3628); and a non-executive director of Mingfa Group (International) Company Limited (Stock Code: 846, Dr. Lam was re-designated from independent non-executive director on 23 April 2020), the shares of all of which are listed on the Stock Exchange. He is also an independent non-executive director of Asia-Pacific Strategic Investments Limited (Stock Code: 5RA, formerly known as China Real Estate Grp Ltd.), the shares of which are listed on the Singapore Exchange Limited, an independent non-executive director of AustChina Holdings Limited (Stock Code: AUH, formerly known as Coalbank Limited), whose shares are listed on the Australian Securities Exchange Limited, and a non-executive director of Jade Road Investments Limited (Stock Code: JADE, formerly known as Adamas Finance Asia Limited), whose shares are listed on the London Securities Exchange.

APPENDIX II**BIOGRAPHICAL DETAILS OF RETIRING
DIRECTORS PROPOSED FOR RE-ELECTION**

Dr. Lam's other directorships held in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on securities markets in Hong Kong or overseas are set out as follows:

| Name of Company | Listing place/status | Position | Remarks |
|--|---|------------------------------------|------------------------------|
| Sunwah Kingsway Capital Holdings Limited (Stock Code: 188) | Main board of the Stock Exchange | Non-executive director | Resigned on 26 February 2024 |
| Vongroup Limited (Stock Code: 318) | Main board of the Stock Exchange | Independent non-executive director | Resigned on 16 February 2024 |
| MOS House Group Limited (Stock Code: 1653) | Main board of the Stock Exchange | Independent non-executive director | Resigned on 15 February 2024 |
| China HK Power Smart Energy Group Limited (Stock Code: 931) | Main board of the Stock Exchange | Non-executive director | Resigned on 8 February 2024 |
| Elife Holdings Limited (Stock Code: 223) | Main board of the Stock Exchange | Independent non-executive director | Resigned on 7 February 2024 |
| Thomson Medical Group Limited (Stock Code: A50) | The Singapore Exchange Limited | Independent director | Resigned on 7 November 2023 |
| Alset International Limited (Stock Code: 40V) | The Singapore Exchange Limited | Independent non-executive director | Resigned on 7 November 2023 |
| Beverly JCG Limited (Stock Code: VFP) | The Singapore Exchange Limited | Independent director | Resigned on 28 April 2023 |
| Haitong Securities Company Limited (Stock Code: 6837/600837) | Main board of the Stock Exchange | Independent non-executive director | Retired on 12 October 2023 |
| TMC Life Sciences Berhad (Stock Code: 0101) | The Main Market of Bursa Malaysia Securities Berhad | Independent non-executive director | Retired on 31 May 2023 |

Dr. Lam has entered into a formal letter of appointment as an independent non-executive Director with the Company for a term of three years commencing on 21 April 2023. The letter of appointment can be terminated by either party by serving two months' prior notice in writing. Under the letter of appointment, he is entitled to (i) a HK\$20,000 per month as Director's fee, and (ii) discretionary bonus as may be determined by the Board after considering a range of factors including the performance of Dr. Lam as an independent non-executive Director, and the operating results of the Group in respect of any financial year of the Company.

Pursuant to code provision B.3.4 of the CG Code, where the Board proposes a resolution to elect an individual as an independent non-executive Director at a general meeting and the proposed director will be holding his seventh (or more) listed company directorship, the Company must explain why the Board believes the individual would still be able to devote sufficient time to the Board in the relevant circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting.

As disclosed above, Dr. Lam will be holding more than seven listed company directorships, should he be re-elected at the AGM. In this regard, the Company provides the following explanation in compliance with the CG Code.

Pursuant to the board diversity policy and the nomination criteria of the Company, the Company aims at achieving a balanced diversity and meritocracy in the Board. It has taken into account each of their contribution and expertise in assessing his/her ability to devote sufficient time and attention to participate in the affairs of the Company. In addition, the Company has also taken into account the skills, knowledge and experience of the re-electing Directors in assessing the possible contribution by each of the re-electing Directors to the Company.

Dr. Lam serves as an independent non-executive Director, the Chairman of the Remuneration Committee and a member of the Nomination and Corporate Governance Committee and the Audit Committee. Since his appointment on 21 April 2023, he has attended all board meetings, committee meetings and general meetings of the Company. On that basis, the Board believes that Dr. Lam can continue to devote sufficient time to the Board despite his directorships in other listed companies.

In addition, the Board is of the view that Dr. Lam's previous experience and positions in numerous listed companies have added substantial values and will continue to contribute to the Company. On that basis, the Board supports the re-election of Dr. Lam and recommends the Shareholders to vote in favour of the relevant resolution at the AGM.

Save as disclosed above, Dr. Lam (i) did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company; (ii) did not hold any other directorship in public listed companies in Hong Kong or overseas three years preceding the Latest Practicable Date; (iii) did not hold any position with the Company or other members of the Group; and (iv) did not have and was not deemed to have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Each of Mr. Yu and Dr. Lam has confirmed his independence pursuant to Rule 3.13 of the Listing Rules respectively. Considering that each of Mr. Yu and Dr. Lam possesses extensive knowledge and skills in their respective areas, the Board believes that their appointment as independent non-executive Directors can bring contribution to the Board and its diversity.

None of the above-mentioned Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of the above-mentioned Directors.

NOTICE OF ANNUAL GENERAL MEETING



新火科技
SINOHOPE

SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Sinohope Technology Holdings Limited (the “**Company**”) will be held at Unit 702-3, 7/F, 100 Queen’s Road Central, Central, Hong Kong on Wednesday, 27 March 2024, at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and of the auditors for the financial year ended 30 September 2023.
2. To re-elect the following directors of the Company:
 - (1) Mr. Li Lin as a non-executive Director;
 - (2) Mr. Yu Chun Kit as an independent non-executive Director; and
 - (3) Dr. Lam Lee G., *BBS, JP* as an independent non-executive Director.
3. To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint Moore CPA Limited as the Company’s auditor and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT**

- (a) subject to paragraph (c) below and 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 ordinary shares of HK\$0.001 each in the share capital of the Company and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the memorandum and articles of association of the Company (the “**Articles**”); or
 - (v) a specific authority granted or to be granted by the Shareholders in general meeting, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval in paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 the Articles or any applicable laws to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.001 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules 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 the shares of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 the Articles or any applicable laws to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as an ordinary resolution:

“**THAT** conditional upon the passing of the foregoing ordinary resolutions No. 5 and No. 6 as set out in the notice convening the AGM, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to the ordinary resolution No. 5 set out in the notice convening the AGM be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution No. 6 set out in the notice convening the AGM provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board
SINOHOPE TECHNOLOGY HOLDINGS LIMITED
Du Jun
Executive Director

Hong Kong, 5 March 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A form of proxy for use in connection with the AGM is enclosed herewith and published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the AGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 48 hours before the time designated 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 adjourned meeting should you so wish.
2. Any member entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, a form of appointment of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for the time appointed for holding the AGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the meeting or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such 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 of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. For determining the entitlement to attend and vote at the AGM, the register of members will be closed from Friday, 22 March 2024 to Wednesday, 27 March 2024, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 21 March 2024.
8. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above time of AGM, the AGM will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.sinohope.com) to notify the Shareholders (as defined herein) of the date, time and place of the rescheduled meeting.

As at the date of this AGM notice, the Board comprises (1) Mr. Li Lin as a non-executive Director; (2) Mr. Du Jun and Ms. Zhang Li as executive Directors; and (3) Mr. Yu Chun Kit, Mr. Yip Wai Ming and Dr. Lam Lee G., BBS, JP as independent non-executive Directors.