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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a 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 SIM Technology Group Limited, you should at once hand or forward this circular, together with the related form of proxy to the purchaser or the transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SIM Technology**

**SIM TECHNOLOGY GROUP LIMITED**

**晨訊科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2000)**

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND TO REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO THE BYE-LAWS AND  
ADOPTION OF RESTATED BYE-LAWS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of SIM Technology Group Limited to be held at 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 June 2025 at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete the form of proxy for the annual general meeting in accordance with the instructions printed thereon and return it to the Company's registered office in Hong Kong at Unit 1206, 12th Floor, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Hong Kong by 10:00 a.m. on Tuesday, 10 June 2025 or not less than 48 hours before the time appointed for holding any adjourned meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

\* For identification purposes only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company convened to be held at 10:00 a.m. on Thursday, 12 June 2025 at 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong and any adjournment thereof (if any), the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	SIM Technology Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate
“Group”	the Company and its subsidiaries from time to time and “member(s) of the Group” shall be construed accordingly
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) with an aggregate amount not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	16 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Amendments”	the proposed amendments to the Bye-laws as set out in Appendix III to this circular
“PRC”	the People’s Republic of China which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to repurchase Shares on the Stock Exchange with an aggregate amount up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution granting such mandate
“Restated Bye-laws”	the second amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“treasury shares”	has the meaning ascribed to it under the Listing Rules

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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## LETTER FROM THE BOARD

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**SIM Technology**

### **SIM TECHNOLOGY GROUP LIMITED**

**晨訊科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2000)**

*Executive Directors:*

Mr. Wong Cho Tung (*Chairman*)

Ms. Yeung Man Ying

Mr. Zhu Wenhui

Mr. Zhu Qi

*Bermuda registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Non-executive Director:*

Mr. Wong Hei, Simon

*Hong Kong registered office:*

Unit 1206, 12th Floor

Billion Trade Centre

31 Hung To Road

Kwun Tong

Hong Kong

*Independent non-executive Directors:*

Ms. Lai Ka Fung May

Mr. Li Minbo

Mr. Yang Wentao

24 April 2025

*To the Shareholder*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND TO REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED AMENDMENTS TO THE BYE-LAWS AND  
ADOPTION OF RESTATED BYE-LAWS**

**(I) INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting to be held at 10:00 a.m. on Thursday, 12 June 2025 at 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, the notice of which ("**Notice of the Annual General Meeting**") is set out on pages AGM-1 to AGM-6 of this circular. These proposed resolutions include, among others, the resolutions to (i) grant the Directors general mandates to allot, issue and deal with Shares and repurchase issued Shares and, subject to the passing of the resolutions approving the grant of the aforesaid general mandates, to extend the general mandate to

\* For identification purposes only

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## LETTER FROM THE BOARD

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allot, issue and deal with additional Shares by an amount not exceeding the number of Shares purchased by the Company under the authority to repurchase; (ii) re-elect the Directors who are due to retire at the Annual General Meeting; and (iii) approve and adopt the Restated Bye-laws.

### **(II) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The rule amendments came into effect on 11 June 2024 which has the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (“**New Treasury Share Regime**”). The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares thereby allowing the Company an additional channel to manage its capital structure.

Accordingly, at the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with the Shares (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) of not exceeding 20% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution. At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of such resolution.

Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the Annual General Meeting, an ordinary resolution regarding the Extension Mandate will also be proposed at the Annual General Meeting providing that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate.

An explanatory statement as required under the Listing Rules giving information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **(III) PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with bye-law 86(2) of the Bye-laws, Ms. Lai Ka Fung May (an independent non-executive Director) shall hold office only until the Annual General Meeting and, being eligible, has offered herself for re-election at the Annual General Meeting.

In accordance with bye-law 87 of the Bye-laws, at the Annual General Meeting, each of Mr. Wong Cho Tung (an executive Director), Mr. Wong Hei, Simon (a non-executive Director) and Mr. Li Minbo (an independent non-executive Director) will retire from office by rotation and, being eligible, has offered himself for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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The nomination committee of the Board (“**Nomination Committee**”) has considered the nomination of Mr. Wong Cho Tung, Mr. Wong Hei, Simon, Ms. Lai Ka Fung May and Mr. Li Minbo for re-election at the Annual General Meeting in accordance with the Company’s needs, nomination policy and board diversity policy, taking into account a number of considerations (including, but not limited to, their respective perspectives, skills, knowledge and experience). The Nomination Committee has also reviewed the overall contribution and services of Ms. Lai Ka Fung May and Mr. Li Minbo to the Company and her/his independence based on the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has concluded that each of Ms. Lai Ka Fung May and Mr. Li Minbo is independent with reference to the aforesaid Rule 3.13 and considered that her/his background, education and extensive experience in corporate management allow him to provide valuable insights and enhance the diversity and effectiveness of the Board. The Nomination Committee is of the view that each of Ms. Lai Ka Fung May and Mr. Li Minbo possesses the required skills, qualifications, experience, integrity and independent to be an independent non-executive Director.

By virtue of the aforesaid, the Nomination Committee recommends Mr. Wong Cho Tung, Mr. Wong Hei, Simon, Ms. Lai Ka Fung May and Mr. Li Minbo to stand for re-election at the Annual General Meeting.

The Board, having considered the recommendation of the Nomination Committee, believes that the invaluable knowledge and experience of the aforesaid Directors continue to be of significant benefit to the Company and that the aforesaid Directors will be able to continue to fulfil their roles as required, and thus accepts the nomination by the Nomination Committee and recommends all of them to stand for re-election at the Annual General Meeting.

Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **(IV) PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF RESTATED BYE-LAWS**

Reference is made to the announcement of the Company dated 10 April 2025. The Board has proposed to amend the existing Bye-laws by way of adoption of the Restated Bye-laws in order to (1) reflect and align with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (2) reflect and align with the latest regulatory requirements in relation to the New Treasury Share Regime which took effect from 11 June 2024; (3) allow electronic proxy and electronic voting at general meetings of the Company and (4) make consequential and tidying-up amendments for house-keeping purposes.

Subject to the approval of the Shareholders by way of passing relevant special resolution, the Restated Bye-laws will be adopted in substitution for, and to the exclusion of, the existing Bye-laws. The Proposed Amendments to be brought about by the adoption of the Restated Bye-laws are set out in Appendix III to this circular. Shareholders are advised



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## LETTER FROM THE BOARD

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that the Restated Bye-laws are in English only and that the Chinese translation of the “Proposed Amendments to the Bye-Laws” contained in Appendix III to this circular is for reference only. In the event of inconsistency, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed that the Proposed Amendments do not contravene or violate the applicable laws of Bermuda.

The Company confirms that there is nothing unusual about the Restated Bye-laws for a company listed in Hong Kong. The proposed adoption of the Restated Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

### **(V) ANNUAL GENERAL MEETING**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the Annual General Meeting will be taken by way of poll. The chairman of the Annual General Meeting will explain the procedures for conducting a poll at the commencement of the Annual General Meeting. To the best of the Directors’ knowledge, information and belief, none of the Shareholders is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.sim.com](http://www.sim.com).

The Notice of the Annual General Meeting to be held at 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 June 2025 at 10:00 a.m. is set out on pages AGM-1 to AGM-6 of this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the form of proxy for the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company’s registered office in Hong Kong at Unit 1206, 12th Floor, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Hong Kong by 10:00 a.m., on Tuesday, 10 June 2025 or not less than 48 hours before the time appointed for holding any adjourned Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or (any adjournment thereof) should you so wish, and in such event, the proxy form previously submitted shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### (VI) CLOSURE OF REGISTER OF MEMBERS

For determining Shareholders' right to attend and vote at the Annual General Meeting:

Closure dates of register of Shareholders

(both days inclusive) ..... 9 June 2025 (Monday)  
to 12 June 2025 (Thursday)

Latest time to lodge transfers ..... 4:30 p.m. on 6 June 2025 (Friday)

Record date ..... 12 June 2025 (Thursday)

Annual General Meeting ..... 12 June 2025 (Thursday)

During the period of the closure of register of Shareholders, no share transfers will be registered. For registration, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before the relevant latest time to lodge transfers.

### (VII) RECOMMENDATION

The Directors believe that all the resolutions in respect of, among others, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the Proposed Amendments and adoption of the Restated Bye-laws and the re-election of Directors, as set out in the Notice of the Annual General Meeting, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### (VIII) 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.

Yours faithfully,  
For and on behalf of the Board  
**SIM Technology Group Limited**  
**Wong Cho Tung**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES**

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The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for the Shareholders to make an informed decision whether to vote for or against the resolution to approve the Repurchase Mandate. The Company confirms that neither the explanatory statement in this Appendix I nor the proposed repurchases has any unusual features.

### **1. Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,143,351,300 Shares. Subject to the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the passing of the relevant resolution at the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 214,335,130 Shares.

The Company may cancel Shares repurchased or hold Shares repurchased as treasury shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury shares to be deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

### **2. Reasons for repurchases**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time of repurchase, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

### **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. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Bermuda law provides that the

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## APPENDIX I      EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

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amount to be paid in connection with a Share repurchase may only be paid out of the capital paid up on the relevant purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from such sources.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2024 in the event that the repurchase of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. 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 have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Price per share	
	Highest HK\$	Lowest HK\$
<b>2024</b>		
April	0.395	0.280
May	0.390	0.295
June	0.500	0.335
July	0.490	0.400
August	0.420	0.340
September	0.365	0.340
October	0.400	0.330
November	0.395	0.340
December	0.365	0.340
<b>2025</b>		
January	0.380	0.300
February	0.450	0.340
March	0.415	0.350
April (up to the Latest Practicable Date)	0.355	0.330

**5.    General**

The Directors will, so far as the same may be applicable, exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the memorandum of association of the Company and the Bye-laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries and no such person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**6.    Hong Kong Code on Takeovers and Mergers and Share Buy-backs**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers and Share Buy-backs ("**Takeovers Code**"). As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the shareholding of Info Dynasty Group Limited, Simcom Limited and Intellipower Investments Limited, Ms. Yeung Man Ying, Mr. Wong Cho Tung, Mr. Wong Hei, Simon and Mr. Wong Sun (together, the "**Concert Group**") were as follows:

## APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

Name of shareholder	Number of Shares	% to the Company's issued shares as at the Latest Practicable Date	% to the Company's issued shares (assuming the Repurchase Mandate is exercised in full)
Info Dynasty Group Limited (Note 1)	734,857,000	34.29%	38.09%
Intellipower Investments Limited (Note 2)	454,227,000	21.19%	23.55%
Simcom Limited (Note 3)	20,000,000	0.93%	1.04%
Mr. Wong Cho Tung and Ms. Yeung Man Ying	3,098,000	0.14%	0.16%
Mr. Wong Cho Tung	20,814,000	0.97%	1.08%
Ms. Yeung Man Ying	21,136,000	0.99%	1.10%
Total	<u>1,254,132,000</u>	<u>58.51%</u>	<u>65.02%</u>

Notes:

- Each of Ms. Yeung Man Ying, Mr. Wong Cho Tung, Mr. Wong Hei, Simon and Mr. Wong Sun owns 49.95%, 49.95%, 0.05% and 0.05% of the issued shares of Info Dynasty Group Limited respectively.
- Each of Ms. Yeung Man Ying, Mr. Wong Cho Tung, Mr. Wong Hei, Simon and Mr. Wong Sun owns 25% of the issued shares of Intellipower Investments Limited respectively.
- Simcom Limited is wholly-owned by Mr. Wong Cho Tung.

As illustrated above, in the event that the Directors exercise the Repurchase Mandate and the number of issued shares in which the Concert Group is interested remains unchanged, Info Dynasty Group Limited may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code with reference to the lowest percentage holding in the 12-month period ending on the date of the repurchase.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

### 7. Share repurchases made by the Company

The Company had not repurchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

**Mr. Wong Cho Tung (“Mr. Wong”)**, aged 80, is an executive Director and the chairman of the Group. Mr. Wong is responsible for participating in formulation of the direction, strategies and be responsible for the development plan of the new business of the Group. Mr. Wong is the chairperson of Shanghai SIM Technology Limited and a director of Shanghai Sunrise Simcom Ltd. Mr. Wong is also the director and a shareholder of Info Dynasty Group Limited, a controlling shareholder of the Company, and Intellipower Investments Limited, a substantial shareholder of the Company, holding approximately 34.29% and 21.19% of the issued share capital of the Company respectively as at the Latest Practicable Date. Mr. Wong together with his spouse, Ms. Yeung Man Ying (“**Mrs. Wong**”), an executive Director, were the founders of the Company. Mr. Wong graduated in 1968 from the Beijing University of Aeronautics and Astronautics (currently known as Beihang University), specialising in electrical engineering. Mr. Wong has decades of experience in the electrical, electronics and telecommunications industry. Mr. Wong is a controlling shareholder (as defined under the Listing Rules) of the Company and Info Dynasty Group Limited. Mr. Wong is the father of Mr. Wong Hei, Simon, a non-executive Director. Save as disclosed above, Mr. Wong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years and he does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong was interested in 1,232,996,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). Pursuant to the service agreement entered into between Mr. Wong and the Company, Mr. Wong is entitled to a fixed monthly salary of RMB100,000 which was reviewed and approved by the remuneration committee of the Company (“**Remuneration Committee**”) and was determined by reference to the level of caliber and job responsibilities pursuant to the service agreement entered into between the Company and Mr. Wong. The service agreement also provides that, subject to the decision of the Remuneration Committee, Mr. Wong can participate in the share option scheme and share award scheme of the Company. Under the service agreement between the Company and Mr. Wong, Mr. Wong’s appointment is for a term of one year from 31 May 2024, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

**Mr. Wong Hei, Simon (“Mr. Simon Wong”)**, aged 52, has been a non-executive Director since 24 December 2021. Mr. Simon Wong obtained a bachelor’s degree in science from Boston University in 1995, specialising in electrical engineering. Prior to joining Sunrise Technology Limited 晨興電子科技有限公司 (“**Sunrise Technology (HK)**”) in 1995, he worked at the headquarters of National Semiconductor in the Silicon Valley. He was appointed as director of Sunrise Technology (HK) in 1999. He has been director of Sunrise Technology Group Limited 晨興科技集團有限公司 since February 2000. He was director of Sunrise Electronic Industry Limited 晨興電子工業有限公司 from February 2000 until 2013. Mr. Wong was appointed as managing director of Chinatronic Technology Limited from 2001 to 2003. He was the managing director of SIM Technology HK Limited (晨訊科技香港有限公司) from 2004 to 2009. During the period from October 2003 to 2007, he was director



of 上海晨興電子科技有限公司 (Shanghai Sunrise Electronic Technology Co., Ltd.). He was director of Simcom International Holdings Limited and Suncom International Holdings Limited from 2004 to 2013. He was director of 天景有限公司 (Max Vision Limited), an indirectly wholly-owned subsidiary of the Company, from 2006 to 2013. He served as executive Director and president of the Company from 2005 to 2013. At present, Mr. Wong is a director of multiple investment holding companies. Mr. Simon Wong has more than 26 years of experience in the electronics and telecommunications industry and extensive experience in investment and business management.

Mr. Simon Wong is the son of Mrs. Wong and Mr. Wong, who are both executive Directors and controlling shareholders of the Company. Mr. Simon Wong is a shareholder of Info Dynasty Group Limited, a controlling shareholder of the Company, and Intellipower Investments Limited, a substantial shareholder of the Company, holding approximately 34.29% and 21.19% of the issued share capital of the Company respectively as at the Latest Practicable Date. Mr. Simon Wong has not held any other directorships in listed public companies in the last three years. Save as disclosed above, Mr. Simon Wong does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Simon Wong did not have any interest in Shares within the meaning of Part XV of the SFO. Pursuant to the appointment letter entered into between Mr. Simon Wong and the Company, the Director's fee of Mr. Simon Wong as non-executive Director is US\$20,000 per annum. The remuneration package of Mr. Simon Wong is determined reference to his background, experience, qualifications, duties and responsibilities with the Group and the prevailing market conditions. Under the appointment letter between Mr. Simon Wong and the Company, Mr. Simon Wong's appointment is for a term of one year from 31 May 2024, subject to retirement by rotation and re-election at general meeting of the Company as and when required under the Bye-laws.

**Ms. Lai Ka Fung May ("Ms. Lai")**, aged 58, is an independent non-executive Director, the chairman of the audit committee of the Board ("**Audit Committee**"), the chairman of the Remuneration Committee and the chairman of the Nomination Committee. Ms. Lai is a Certified Public Accountant and has over 30 years of experience in accounting, taxation, auditing and corporate finance. Ms. Lai is currently the Principal Partner of May K.F. & Co. C.P.A. and a Partner of H.H. Liu & Co. C.P.A., the Principal Partner. She obtained a master's degree of Arts in International Accounting from City University of Hong Kong in 2001. Ms. Lai is also an independent non-executive director of Chinlink International Holdings Limited (stock code: 997) and Emperor Entertainment Hotel Limited (stock code: 296), both of which are listed on the Main Board of the Stock Exchange. Save as disclosed above, Ms. Lai (i) did not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders; (ii) did not hold any other major appointment or qualification or directorship in any listed companies in Hong Kong or overseas in the last three years; and (iii) did not hold any other position with the Company or other members of the Group as at the Latest Practicable Date.



As at the Latest Practicable Date, Ms. Lai did not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Pursuant to the appointment letter entered into between Ms. Lai and the Company, Ms. Lai is entitled to an annual director's fee of US\$20,000, which was reviewed and approved by the Remuneration Committee and was determined with reference to the job responsibilities set out therein and the prevailing market conditions. Under the appointment letter, Ms. Lai's appointment is for a term of one year from 25 January 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company as and when required under the bye-laws of the Company and the Listing Rules.

Ms. Lai has confirmed her independence as regards each of the factors referred to in Rules 3.13(1) to 3.13(8) of the Listing Rules and the Nomination Committee is of the view that Ms. Lai is independent.

**Mr. Li Minbo ("Mr. Li")**, aged 54, was appointed as an independent non-executive Director on 3 February 2021. Mr. Li obtained a bachelor's degree in engineering from Nanjing University of Aeronautics and Astronautics in 1991, a master's degree in engineering from Beihang University in 1997 and a doctor's degree in engineering from Tsinghua University in 2001. He worked as Postdoctoral Fellow at National University of Singapore from 2001 to 2002. From 1991 to 1994, he was college teacher at the worker college of Changhe Aircraft Industries Company\* (昌河飛機工業公司). He was a researcher at Kingdee International Software Group Company Limited, a company listed on the Stock Exchange (stock code: 00268), from 2003 to 2004 and has been associate professor of the School of Computer Science and Technology of Fudan University since 2006. At present, he is also the director of the Manufacturing Data Research Office of the Shanghai Key Laboratory of Data Science and a researcher at the Zhuhai Research Institute of Fudan University. He also serves as evaluation expert for the Evaluation Center of the Ministry of Science and Technology of the PRC, the Ministry of Industry and Information Technology of the PRC, and evaluation expert for the Shanghai municipality, other provinces and cities. Saved as disclosed above, Mr. Li has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. He does not have any directorship with any Director, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li did not have any interest in Shares within the meaning of Part XV of the SFO. Pursuant to the appointment letter entered into between Mr. Li and the Company, the Director's fee of Mr. Li as independent non-executive Director is US\$20,000 per annum. The remuneration package of Mr. Li is determined by reference to his background, experience, qualifications, duties, responsibilities and expected time commitment to the Company's affairs. Under the appointment letter between Mr. Li and the Company, Mr. Li's appointment is for a term of one year from 25 January 2025, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Mr. Li has confirmed his independence as regards each of the factors referred to in Rules 3.13(1) to 3.13(8) of the Listing Rules and the Nomination Committee is of the view that Mr. Li is independent.

Each of Mr. Wong, Mr. Simon Wong, Ms. Lai and Mr. Li has confirmed to the Board that the details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules are not relevant to her/him and therefore there is no information required to be disclosed by any of them in relation to those paragraphs. Each of Mr. Wong, Mr. Simon Wong, Ms. Lai and Mr. Li has 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 and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

## APPENDIX III                      THE PROPOSED AMENDMENTS TO THE BYE-LAWS

The Proposed Amendments are set out below:

Bye-Law No.	Proposed Amendments (showing changes to the existing Bye-Laws)
1.	“electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other <u>similar</u> <del>electron magnetic</del> means in any form through any medium.
2.	(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;
	(n) <u>references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities;</u>
	( <del>om</del> ) <u>a references to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E;</u>
	( <del>pn</del> ) <u>references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</u>

	(qø) references to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); <del>and</del>
	(rp) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member-; <u>and</u>
	(s) <u>for the purpose of these Bye-laws, all treasury shares of the Company (whether as defined under the Act or the Listing Rules) shall not carry any voting rights.</u>
3.	(2) Subject to the Act, the Company's memorandum of association and, where applicable, the Listing Rules and/or rules of any competent regulatory authority, <del>any power of the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, and such power shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.</del>
10.	(a) the necessary quorum ( <del>other than including</del> at an adjourned meeting or a postponed meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class <del>and at any adjourned meeting or postponed meeting of such holders, two holders present in person or by proxy (whatever the number of shares held by them) shall be a quorum; and</del>
56.	Subject to the Act, an annual general meeting of the Company shall be held <del>in for</del> each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year unless a longer period would not infringe the Listing Rules, if any, at such time as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.
58.	The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis</u> , shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene a physical meeting at only one location which will be the Principal Meeting Place in accordance with the provisions of Section 74(3) of the Act.

63.	<p>(1) The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</p> <p>(2) <u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>
64.	<p>Subject to Bye-law 64C, the chairman of the meeting may, <del>with</del> <u>(without</u> the consent of <del>any</del> <u>the</u> meeting) or shall at the <u>direction of the</u> meeting at which a quorum is present <del>(and shall if so directed by the meeting)</del>, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) 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 had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.</p>

64A.	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“ <b>Meeting Location(s)</b> ”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member <u>or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u>
64G.	Without prejudice to other provisions in Bye-laws 64A to 64F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate <u>with each other simultaneously and instantaneously</u> , and participation in such a meeting shall constitute presence in person at such meeting.
66.	(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Byelaws, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/ or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes <u>(whether on a show of hands or by way of poll)</u> may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

79.	<p>The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, under the hand of <u>or signed by</u> the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of <u>or signed by</u> an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.</p>
86.	<p>(4) The Members may, at any general meeting convened and held in accordance with these Bye laws, by ordinary resolution remove a Director (<u>including a managing or other executive Director</u>) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.</p>
92.	<p>Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint or remove any person (<u>including another Director</u>) to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if his appointer ceases for any reason to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive Notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Byelaws shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.</p>



115.	A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or <u>by telephone or in such other manner as the Board may from time to time determine.</u>
116.	(2) Directors may participate in any meeting of the Board by means of a conference telephone, electronic facilities or other communications equipment through which all persons participating in the meeting can communicate <u>with each other</u> simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
143.	Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. <u>For the avoidance of doubt, any dividend, interest or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u>



150.	(4) A certificate or report by the Auditors <u>for the time being of the Company</u> as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.
155.	The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 154 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 154, on the Company's website or in any other permitted manner (including by sending any form of electronic communication), <u>subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force.</u> <del>and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</del>

162.	<p>(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force</u>, any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 162(5) <u>without the need for any additional consent or notification, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person</u>;</p> <p>(f) by publishing it on the Company’s website or the website to which the relevant person may have access, <u>subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the Notice, document or publication is available on the Company’s website (a “notice of availability”) of the Designated Stock Exchange without the need for any additional consent or notification</u>; or</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with <u>the Listing Rules, the Statutes and other applicable laws, rules and regulations</u>.</p>
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	<p>(2) <del>[Reserved]The notice of availability may be given by any of the means set out above other than by posting it on a website.</del></p> <p>(3) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(4) <del>[Reserved]Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</del></p> <p>(5) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.</p> <p>(6) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any Notice, document or publication, including but not limited to the documents referred to in Bye-laws 153, 154 and 162 may be given in the English language only or in both the English language and the Chinese language <u>or, with the consent of or election by any Member, in the Chinese language only to such Member.</u></p>
163.	<p>(b) <del>if sent by electronic communication (other than by making it available on the Company's website or the website of the Designated Stock Exchange), shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent provided that the Company or its agent has not received any "non-delivery message" after sending to any particular electronic address;</del></p> <p>(c) <u>if placed or published on either the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the Notice, document or publication first so appears on such website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p>

164.	<p>(1) Any Notice or other document delivered or sent <del>by post to or left at the registered address of any Member in pursuance of</del> <u>in any manner permitted by</u> these Byelaws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <del>an</del> <u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>
165.	<p>For the purposes of these Byelaws, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any Notice or document to be given by the Company may be written, printed or <u>in electronic form</u> <del>made electronically</del>.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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**SIM Technology**

### **SIM TECHNOLOGY GROUP LIMITED**

**晨訊科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2000)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of SIM Technology Group Limited (“**Company**”) will be held at 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 12 June 2025 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2024.
2. (a) To re-elect Mr. Wong Cho Tung as a director of the Company (“**Director**”).  
(b) To re-elect Mr. Wong Hei, Simon as a Director.  
(c) To re-elect Ms. Lai Ka Fung May as a Director.  
(d) To re-elect Mr. Li Minbo as a Director.  
(e) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

A. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**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 unissued shares in the capital of the Company (each a “**Share**”) (including any sale or transfer of treasury shares listed on The Stock Exchange of Hong Kong Limited (“**Stock**

\* For identification purposes only

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**Exchange**”) (if any)) or securities convertible into shares of the Company or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (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 (as hereinafter defined) to make or grant offers, agreements and options, including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares, which would or might require the Shares to be issued, allotted or disposed of, whether during the continuance of or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of securities allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) by the Directors pursuant to the approval in paragraph (a) above, otherwise than any allotment and issue of the Shares (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) on the exercise of the subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares 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 or similar arrangement of the Company adopted from time to time in accordance with the Listing Rules; 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 the aggregate of: (aa) 20 per cent. (20%) of the number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of the issued shares of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of the issued shares of the Company (excluding treasury shares, if any) on the date of the passing of this resolution); and the said approval shall be limited accordingly;

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- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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 any applicable law or the bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution by 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 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 whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations, or the expense and delay in determining the extent of any restrictions or obligations, under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

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B. “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (for the purpose of this resolution, “**Relevant Period**” shall have the same meaning as assigned to it under the resolution set out in paragraph 4A of the notice convening this meeting) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs for this purpose, 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 number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. (10%) of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.”

- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of 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 (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) pursuant to the resolution set out in paragraph 4A of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of securities of the Company which may be allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this meeting.”



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### SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

5. “**THAT:** the second amended and restated bye-laws of the Company (incorporating the proposed amendments of the existing bye-laws of the Company, the details of which are set out in Appendix III to the circular of the Company dated 24 April 2025) (“**Amended and Restated Bye-laws**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of this Meeting, and any director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to implement the adoption of the Amended and Restated Bye-laws.”

By order of the board of Directors  
**SIM Technology Group Limited**  
**Wong Cho Tung**  
*Chairman*

24 April 2025

*Bermuda registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Hong Kong registered office:*  
Unit 1206, 12th Floor  
Billion Trade Centre  
31 Hung To Road  
Kwun Tong  
Hong Kong

*As at the date of this notice, the executive Directors are Mr. Wong Cho Tung, Ms. Yeung Man Ying, Mr. Zhu Wenhui and Mr. Zhu Qi, the non-executive Director is Mr. Wong Hei, Simon, and the independent non-executive Directors are Ms. Lai Ka Fung May, Mr. Li Minbo and Mr. Yang Wentao.*

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*Notes:*

1. Any member of the Company holding two or more Shares entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person 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 above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's registered office in Hong Kong at Unit 1206, 12th Floor, Billion Trade Centre, 31 Hung To Road, Kwun Tong, Hong Kong by 10:00 a.m., on Tuesday, 10 June 2025 or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. To ascertain the right to attend the above meeting, register of members of the Company will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 6 June 2025.
5. In relation to the proposed resolution numbered 4B above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company on the date hereof.