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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of SIM Technology Group Limited (“**Company**”) will be held at 10 a.m. on Thursday, 23 March 2017 at Unit 2402, 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution.

ORDINARY RESOLUTION

“THAT:

- (a) the technology assignment contract dated 20 January 2017 entered into between SIM Technology Group (BVI) Limited and u-blox AG in relation to the assignment of the Patents and Software Copyrights (as defined in the circular of the Company dated 28 February 2017 (“**Circular**”), a copy of which is marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) (“**Technology Assignment Contract**”) (a copy of the Technology Assignment Contract is marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the asset purchase agreement dated 20 January 2017 entered into among SIM Technology Group (BVI) Limited, Shanghai Simcom Electronic Limited, Shanghai Simcom Wireless Solutions Limited as vendors and u-blox AG as purchaser in relation to the sale and purchase of the Tangible Assets, Patent Application Rights and Technical Secrets (all as defined in the Circular) (“**Asset Purchase Agreement**”) (a copy of the Asset Purchase Agreement is marked “C” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) any one of the directors (“**Directors**”) of the Company be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Technology Assignment Contract, the Asset Purchase Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Technology Assignment Contract and the Asset Purchase Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By order of the Board
SIM Technology Group Limited
Wong Cho Tung
Director

Hong Kong, 28 February 2017

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of business

in Hong Kong:
Unit 2908, 29th Floor
248 Queen’s Road East
Wanchai
Hong Kong

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/her/its 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 principal place of business in Hong Kong at Unit 2908, 29th Floor, 248 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting (or any adjournment thereof). 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.

As at the date of this notice, the executive Directors are Ms Yeung Man Ying, Mr Wong Cho Tung, Ms Tang Rongrong, Mr Chan Tat Wing, Richard, Mr Liu Hong and Mr Liu Jun; and the independent non-executive Directors are Mr Liu Hing Hung, Mr Xie Linzhen and Mr Dong Yunting.

* *For identification purposes only*