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If you have sold or transferred all your shares in Sino-i Technology Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SINO-i TECHNOLOGY LIMITED

中國數碼信息有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 250)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
AND
DECLARATION AND PAYMENT OF SPECIAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall bear the same meanings as those defined in the section headed “Definitions” in this circular. A notice convening an annual general meeting of the Company to be held at Salon 4, Level 3, JW Marriott, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 May 2018 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meetings should you so wish.

25 April 2018

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Salon 4, Level 3, JW Marriott, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 May 2018 at 10:00 a.m. or any adjournment thereof, notice of which is set out on pages 18 to 22 of this circular
“Articles”	the articles of association of the Company as may be amended from time to time
“associates”	has the same meaning as ascribed under the Listing Rules
“Board”	the board of the Directors
“Company”	Sino-i Technology Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange and a subsidiary of Nan Hai
“Directors”	the directors of the Company
“Existing Mandates”	general mandates to issue and repurchase shares of the Company granted to the Directors at the annual general meeting held on 25 May 2017
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time
“Nan Hai”	Nan Hai Corporation Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange and the holding company of the Company
“New Articles”	the new articles of association of the Company proposed by the Company to be adopted in the AGM

DEFINITIONS

“Repurchase Resolution”	the resolution to be proposed at the AGM for the granting to the Directors of a general mandate to repurchase Shares on the Stock Exchange not exceeding 10% of the number of Shares in issue as at the date of the passing of the resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended from time to time
“Shares”	ordinary shares of the Company
“Shareholders”	registered holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as may be amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



SINO-i TECHNOLOGY LIMITED

中國數碼信息有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 250)

Directors:

Ms. LIU Rong (*Chairlady*)

Mr. YU Pun Hoi

Mr. CHEN Ming Fei

Mr. LAM Bing Kwan[#]

Mr. FUNG Wing Lap*

Prof. JIANG Ping*

Mr. XIAO Sui Ning*

Registered Office:

12/F., The Octagon

No. 6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

[#] *Non-executive Director*

* *Independent Non-executive Directors*

25 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
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NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of:

- (1) the granting to the Directors of general mandates to issue and repurchase Shares and the extension of the general mandate to issue Shares by adding to it the number of Shares repurchased;

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- (2) the re-election of retiring Directors;
- (3) the adoption of the New Articles; and
- (4) the declaration and payment of special dividend.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the general mandates, in substitution for the Existing Mandates, to:

- (i) allot, issue or otherwise deal with Shares or convertible securities up to a maximum of 20% of the number of the Shares in issue as at the date of passing of the resolution (the “**Issue Mandate**”);
- (ii) repurchase on the Stock Exchange Shares up to a maximum of 10% of the number of the Shares in issue as at the date of passing of the resolution (the “**Repurchase Mandate**”); and
- (iii) add to the general mandate given to the Directors under sub-paragraph (i) above any Shares repurchased pursuant to the Repurchase Mandate under sub-paragraph (ii) above up to 10% of the number of the Shares in issue as at the date of the passing of the resolution.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Resolution is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

Subject to the approval of the above resolutions by the Shareholders at the AGM, the Issue Mandate and the Repurchase Mandate will expire at 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 laws or the Articles to be held; or (iii) the revocation or variation of the authorities by an ordinary resolution of the Shareholders at a general meeting of the Company.

RE-ELECTION OF DIRECTORS

In accordance with Article 94 of the Articles, Mr. Yu Pun Hoi, Mr. Fung Wing Lap and Mr. Xiao Sui Ning shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Mr. Fung Wing Lap has acted as an independent non-executive Director for more than nine years. The Company has received from Mr. Fung Wing Lap a confirmation of his independence according to Rule 3.13 of the Listing Rules. Throughout his directorship with the Company, Mr. Fung Wing Lap has participated in Board meetings to give impartial advice and exercise independent judgement, served on various committees of the Board but has never

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engaged in any executive management. Taking into consideration of the independent nature of his role and duties in the past years, the Board considers Mr. Fung Wing Lap to be independent under the Listing Rules although he has served the Company for more than nine years. The Board also believes that the continuous appointment of Mr. Fung Wing Lap as an independent non-executive Director will benefit the Company and its Shareholders as a whole as Mr. Fung Wing Lap has, over time, made valuable contribution to the Group's business with his insights and experience.

Alongside the other independent non-executive Directors, Mr. Xiao Sui Ning contributes to ensuring that the interests of all the Shareholders are taken into account. The Company has continued to receive written confirmation from Mr. Xiao Sui Ning concerning his independence in accordance with the Listing Rules. Accordingly, the Board has resolved that Mr. Xiao Sui Ning continues to be independent, and the Board recommends him to be re-elected as an independent non-executive Director at the Annual General Meeting.

Particulars of these directors are set out in Appendix II to this circular.

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Board of the Company proposed to adopt the New Articles to replace the existing articles of association of the Company, so that the Articles will be in line with the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and make certain amendments in order to enable the Company to send and provide corporate communications to the Shareholders by electronic means pursuant to Rule 2.07A of the Listing Rules.

A summary of the key proposed amendments which will be incorporated into the New Articles are set out in Appendix III to this circular.

Therefore, a special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the adoption of the New Articles.

The legal adviser of the Company as to Hong Kong laws has confirmed that the New Articles comply with the requirements of the Listing Rules and are not inconsistent with the applicable laws of Hong Kong. In addition, the Company confirms that there is nothing unusual about the New Articles for a Hong Kong company listed in Hong Kong.

DECLARATION AND PAYMENT OF SPECIAL DIVIDEND

The Board wishes to utilize part of the funds received from Nan Hai as partial repayment of its loan to the Company (pursuant to a loan agreement dated 29 May 2009 (as amended and supplemented by the agreements as referred to in the Company's announcement dated 2 May 2017)), and proposed to declare a one-off special dividend of 0.5 HK cents per share ("**Special Dividend**") for the year ended 31 December 2017, which is subject to the Shareholders' approval at the AGM. Special dividend, if approved by the Shareholders at the AGM, will be payable on or before 5 July 2018 to Shareholders whose names appear on the register of members on 4 June 2018.

LETTER FROM THE BOARD

The register of members of the Company will be closed from 5 June 2018 to 6 June 2018, both days inclusive, during which period no transfer of shares will be effected for the purpose of determining the shareholders' entitlement to the special dividend. In order to register the transfers, all transfers accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 4 June 2018. The Special Dividend is payable on or before 5 July 2018 to the shareholders whose names appear on the register of members on 4 June 2018.

ANNUAL GENERAL MEETING

The Board has resolved to convene the AGM to consider and, if thought fit, by the Shareholders, to approve the proposed resolutions as set out in the notice of AGM on pages 18 to 22 of this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meetings should you so wish.

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of 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). Accordingly, the chairman of the AGM will request all the proposed resolutions set out in the notice of AGM to be voted on by poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it 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 a share. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. The poll results will be published on the websites of the Company and the Stock Exchange on the day of the AGM.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the resolutions proposed in respect of the above, including the proposals for the re-election of retiring Directors, the grant of the Issue Mandate and the Repurchase Mandate, and the extension of the Issue Mandate, the declaration and payment of special dividend, as well as the proposed adoption of the New Articles, are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of all the resolutions set out in the notice of the AGM.

Yours faithfully,
By order of the Board
Sino-i Technology Limited
Liu Rong
Chairlady

This appendix serves as an explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision as to whether or not to vote in favour of the resolution approving the Repurchase Mandate and it also forms the memorandum of the terms of the proposed repurchases given under Section 239(2) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all securities repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of a general mandate, or by a specific approval in relation to a specific transaction. All the shares proposed to be repurchased by the issuer must be fully paid up.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 19,914,504,877 Shares. As at the Latest Practicable Date, there was no outstanding share option granted under the share option scheme of the Company entitling holders thereof to subscribe for Shares.

Subject to the passing of the relevant resolution to approve the grant of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 1,991,450,487 Shares under the Repurchase Mandate.

REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors have no present intention to repurchase any Shares and such repurchase will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

IMPACT OF REPURCHASE OF SHARES

As compared with the financial position of the Company as at 31 December 2017 (being the date to which its latest audited financial statements were made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASE

In repurchasing any Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of Hong Kong.

DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

To the best of the knowledge of the Directors have made all reasonable enquiries, none of the Directors nor any close associates (as defined in the Listing Rules) of the Directors has a present intention, in the event that the Repurchase Resolution is passed by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has an intention to sell Shares to the Company nor has any core connected person of the Company undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Repurchase Resolution is passed.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Resolution in accordance with the Listing Rules, the applicable laws of Hong Kong and the Articles.

EFFECT OF TAKEOVERS CODE

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 of voting rights for purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Nan Hai, a controlling shareholder of the Company, through a number of its wholly-owned subsidiaries has the control of approximately 64.46% of the total number of issued Shares. In the event that the Directors exercise in full the power to repurchase Shares, which is proposed to be granted pursuant to the Repurchase Resolution, the shareholding of Nan Hai in the Company will be increased to approximately 71.62% of the total number of issued Shares. The Directors believe that such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have undertaken not to make any repurchase in the circumstances that Shares in the hand of the public would fall below 25% of the Company's total issued share capital.

SHARE PRICES

The highest and lowest traded prices for Shares on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date and including were as follows:

	PER SHARE	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2017		
April	0.113	0.103
May	0.112	0.103
June	0.112	0.100
July	0.110	0.101
August	0.110	0.100
September	0.108	0.099
October	0.110	0.099
November	0.106	0.092
December	0.096	0.079
2018		
January	0.088	0.080
February	0.092	0.077
March	0.085	0.073
April (up to and including the Latest Practicable Date)	0.080	0.074

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares on the Stock Exchange in the six months preceding the Latest Practicable Date.

PARTICULARS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED:**Mr. Yu Pun Hoi** — *Executive Director*

Mr. Yu Pun Hoi (“**Mr. Yu**”), aged 59, holding a degree of Doctor of Philosophy conferred by Peking University, was a director of the Company from October 1991 to October 1994, and re-joined the Board in January 1997. Mr. Yu is currently the executive director and the member of nomination committee of the Company.

Mr. Yu is also the chairman of the board of directors, controlling shareholder, and the chairman of executive committee and nomination committee of Nan Hai, the listed holding company of the Company, and a director of a number of subsidiaries of the Company and Nan Hai.

Save as disclosed above, Mr. Yu has not held any positions with the Company and other members of the Group, nor held any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Yu will be entitled to receive a director’s emolument determined by the Board with reference to his duties and responsibilities within the Company. The total remuneration received by Mr. Yu for the year ended 31 December 2017 was approximately HK\$133,000.

The Company entered into a service contract with Mr. Yu on 6 June 2016 for a term of two years subject to the retirement and rotation requirements in accordance with the Articles.

Mr. Yu does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company as defined under the Listing Rules.

As at the Latest Practicable Date, Mr. Yu is interested in 12,836,135,316 Shares and 40,596,627,261 shares (long position) and 7,893,091,482 shares (short position) of Nan Hai within the meaning of Part XV of the SFO.

There is no information relating to Mr. Yu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Fung Wing Lap — *Independent non-executive Director*

Mr. Fung Wing Lap (“**Mr. Fung**”), aged 57, graduated from The Hong Kong Polytechnic University in 1992. Mr. Fung is a fellow member of Association of International Accountants, an associate member of The Taxation Institute of Hong Kong, an associate member of Hong Kong Institute of Certified Public Accountants, and a certified public accountant (practising). Mr. Fung is an executive director of FCC and Partners CPA Limited.

Mr. Fung joined the Board in September 2004 and has been appointed as a member of audit committee and remuneration committee of the Company. In March 2012, Mr. Fung has been appointed as a member of nomination committee of the Company. Mr. Fung is also appointed as the chairman of audit committee of the Company in September 2013.

Save as disclosed above, Mr. Fung has not held any positions with the Company and other members of the Group, nor held any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Fung will be entitled to receive a director's emolument determined by the Board with reference to his duties and responsibilities within the Company. The total remuneration received by Mr. Fung for the year ended 31 December 2017 was approximately HK\$120,000.

The Company entered into a service contract with Mr. Fung on 6 June 2016 for a term of two years subject to the retirement and rotation requirements in accordance with the Articles.

Mr. Fung does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company as defined under the Listing Rules.

As at the Latest Practicable Date, Mr. Fung is interested in 10,000 Shares and 15,756 shares of Nan Hai within the meaning of Part XV of the SFO.

There is no information relating to Mr. Fung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Xiao Sui Ning — *Independent non-executive Director*

Mr. Xiao Sui Ning (“**Mr. Xiao**”), aged 70, graduated from Yunnan Finance and Management College (雲南經濟管理幹部學院) majoring in corporate management. Mr. Xiao is recognised as a senior economist by Bank of Communications. Mr. Xiao is currently a consultant of Ping An Bank Co., Ltd., an independent director of Beijing SPC Environment Protection Tech Co., Ltd., an independent director of Zhongrun Resources Investment Corporation and an independent non-executive director of Haitong Securities Co., Ltd.

Mr. Xiao joined the Board in April 2016 and has been appointed as the chairman of remuneration committee, and a member of audit committee and nomination committee of the Company. Mr. Xiao is also an independent non-executive director, the chairman of remuneration committee, and a member of audit committee and nomination committee of Nan Hai.

Save as disclosed above, Mr. Xiao has not held any positions with the Company and other members of the Group, nor held any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Xiao is entitled to RMB120,000 per annum as service fee for his appointment as an independent non-executive Director. The remuneration of Mr. Xiao as an independent non-executive Director is determined by the Board with regard to his duties and responsibilities within the Company and the recommendation made by the remuneration Committee.

The Company entered into a service agreement with Mr. Xiao on 6 June 2016 for a term of two years subject to the retirement and rotation requirements in accordance with the Articles.

Mr. Xiao does not have any relationships with any other directors, senior management or substantial or controlling shareholders of the Company as defined under the Listing Rules.

As at the Latest Practicable Date, Mr. Xiao does not have any interest in the Shares of the Company within the meaning of Part XI of the SFO.

There is no information relating to Mr. Xiao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save for the foregoing, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above Directors.

This appendix contains a summary of the major areas of amendments which will be incorporated into the New Articles proposed to be adopted by the Company to replace the existing articles of association of the Company.

Amendments to incorporate mandatory changes under the New Companies Ordinance

The New Articles are based on the existing articles of association of the Company with changes primarily made to incorporate key changes under the new Companies Ordinance. The key areas of such changes are as follows:

(a) Abolition of memorandum of association

Under the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”), Hong Kong incorporated companies are no longer required to have a memorandum of association. As there is no longer the need for Hong Kong incorporated companies to have an objects clause to define the scope of corporate capacity, the new Companies Ordinance has therefore removed the requirement for companies to have a memorandum of association as a separate constitutional document. In line with the new Companies Ordinance, the memorandum of association of the Company will be eliminated.

Certain consequential amendments will be incorporated into the New Articles as a result of the abolition of the memorandum of association of the Company, including the inclusion of the mandatory provisions in the New Articles to state the Company’s name and limited liability of members.

(b) No par regime for share capital

The new Companies Ordinance has adopted a mandatory system of no par for all Hong Kong incorporated companies having a share capital, and therefore retires the concept of par value for all shares. This is in line with international trends to provide companies with greater flexibility in structuring their share capital. It is generally recognised that the previous requirement of shares having a par value, being the minimum amount at which a share can be issued, does not serve its original purpose for companies to maintain a minimum level of capital. This is because the par value is often set at a very low level and does not necessarily give an indication of the real value of the shares.

The effect of the adoption of a no par regime is that when the Company issues new Shares in the future, there will be flexibility in deciding the issue price of each Share and such issue price is not restricted to nor referenced to a minimum par value. In addition, a subdivision or consolidation of Shares by the Company will no longer be effected by changing the par value, but simply by increasing or reducing the number of Shares that have already been issued. Upon any issue of new Shares, the subscriber’s obligation remains to be the payment of the full issue price of the Shares to the Company, notwithstanding that the new Shares will no longer have a minimum par value.

As a result of the adoption of the no par regime, the New Articles will remove references to par or nominal value of the Shares and modify the provisions concerning the alteration of share capital.

(c) References to authorised share capital, share premium, share premium account and capital redemption reserve becoming redundant

With the adoption of the no par regime under the new Companies Ordinance, as described above, the New Articles also incorporated the following changes: (i) removal of references to authorised share capital; (ii) removal of references to unissued shares as a consequential change resulting from the removal of the concept of authorised share capital; (iii) removal of references to share premium and share premium account as Shares will no longer be issued at a premium to par value; and (iv) removal of references to capital redemption reserve as Shares will no longer have a par value and therefore no transfer will be made to a capital redemption reserve when Shares are redeemed or repurchased by the Company.

(d) Timing of holding of annual general meetings

Under the new Companies Ordinance, each annual general meeting of a public company (and a company that is a subsidiary of a public company) must be held within six months after the end of the accounting reference period to which the financial year is to be determined. Accordingly, the relevant provisions of the New Articles will be revised to reflect this requirement.

Amendments to incorporate other relevant changes under the New Companies Ordinance

Other than the above key changes, the New Articles will also incorporate other requirements under the new Companies Ordinance. The changes include the following:

(a) Scope of director's disclosure of interests

The new Companies Ordinance has widened the ambit of disclosure required where a director or his/her connected entities is interested, directly or indirectly, in a transaction, contract or arrangement with the Company that is significant in relation to the Company's business, and the director's or the connected entities' interest is material, he/she will be required to declare the "nature and extent" of the interest of himself/herself and his/her connected entities in the transaction, contract or arrangement in accordance with the timing and procedural requirements under the new Companies Ordinance. These changes will be reflected in the New Articles.

(b) Special business in general meetings

The new Companies Ordinance has abolished the distinction between general business and special business in a general meeting. The New Articles will remove the relevant references for the sake of consistency with the requirements of the new Companies Ordinance.

(c) Reference to extraordinary general meetings

Under the new Companies Ordinance, the meetings of shareholders of a company, other than annual general meetings, are simply referred to as general meetings. Accordingly, these changes will be reflected in the New Articles.

(d) Appointment and termination of proxy by electronic means

Under the new Companies Ordinance, so long a company has provided an electronic address in the instrument of proxy issued by a company, a shareholder may send an instrument appointing a proxy or a notice of termination of a proxy to the company through electronic means. The Company will incorporate this electronic means of appointing and terminating a proxy by shareholders into the New Articles.

(e) Time for terminating an appointment of proxy

The new Companies Ordinance contains provisions regarding the timing for the termination of a proxy for voting at a general meeting. The New Articles will contain provisions to provide that the instrument terminating a proxy must be sent to the Company not less than 48 hours before the timing for holding the general meeting or adjourned general meeting, or, in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for the taking of the poll.

(f) Multiple locations for holding general meetings

The new Companies Ordinance explicitly permits a general meeting to be held at more than one location through the use of electronic technology. In order to increase the flexibility for the Company to convene general meetings, appropriate amendments will be made in the New Articles to incorporate this requirement.

(g) Execution of documents as deed

The new Companies Ordinance contains specific provisions on how a company could execute a document by way of a deed and such provisions provide for a number of ways a company could execute a document as a deed effectively. Accordingly, the New Articles will include references to the specific provisions of the new Companies Ordinance so that the Company could utilise the different methods for execution of a deed prescribed under the new Companies Ordinance.

(h) Replacement of lost share certificates

The new Companies Ordinance has introduced a streamlined procedure for the publication of notice of intention to issue a new share certificate for listed companies. The New Articles will include references to the specific provisions of the new Companies Ordinance so that the Company could use this new procedure for the replacement of lost share certificates.

(i) Request for a statement of reasons for refusal to refuse registration of transfer of shares

The new Companies Ordinance provides that if a company refuses to register a transfer of shares in the company, the transferee or transferor may request the company to provide a statement of the reasons for the refusal. In such a case, the Company must provide the statement of reasons within 28 days after receiving such request. Accordingly, appropriate amendments will be made in the New Articles to incorporate these requirements.

(j) A director is not vicariously liable for acts of his/her alternate director

The new Companies Ordinance provides that, unless a company's articles contain any provision to the contrary, an alternate director appointed by a director is deemed to be the agent of his appointor, and the appointor is vicariously liable for any tort committed by the alternate director while acting in the capacity of alternate director. However, the above provisions do not affect the personal liability of an alternate director for any act or omission. In order to ensure that an alternate director (if there is any) will take full responsibilities for his/her own actions and omissions and in view that a director who has appointed an alternate director will not, as a matter of fact, be able to fully control the actions of the alternate director, the New Articles will expressly state an alternate director will not be deemed as an agent of the director who appoints him/her and his/her appointor will not be vicariously liable for the acts of the alternate director while acting in the capacity as such.

Amendment in relation to the corporate communications to Shareholders by electronic means pursuant to the Listing Rules.

The New Articles will incorporate amendments for the purpose of allowing the Company to send and supply corporate communications within the meaning ascribed to it by the Listing Rules to the Shareholders by electronic means pursuant to Rule 2.07A of the Listing Rules.

Amendments to incorporate other ancillary changes

The New Articles will also incorporate other consequential changes which result from the above changes. Certain definitions and references in the existing articles of association of the Company will be amended to bring them in line with the definitions used and the section references to the new Companies Ordinance. In addition, certain provisions have been updated with reference to the Listing Rules currently in force, including references to "associate" in the existing articles of association will be changed to "close associate" in the New Articles in the appropriate places in view of the amendments to the Listing Rules which came into effect on 1 July, 2014.

NOTICE OF ANNUAL GENERAL MEETING



SINO-i TECHNOLOGY LIMITED

中國數碼信息有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 250)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sino-i Technology Limited (the “**Company**”) will be held at Salon 4, Level 3, JW Marriott, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 30 May 2018 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors and independent auditors for the year ended 31 December 2017.
2.
 - (a) To re-elect Mr. Yu Pun Hoi as an executive Director of the Company.
 - (b) To re-elect Mr. Fung Wing Lap as an independent non-executive Director of the Company.
 - (c) To re-elect Mr. Xiao Sui Ning as an independent non-executive Director of the Company.
 - (d) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Messrs. BDO Limited as auditors of the Company until the conclusion of the next annual general meeting and to authorize the board of directors of the Company to fix their remuneration.

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

4. **“THAT**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements, options, warrants or other securities (including bonds and

NOTICE OF ANNUAL GENERAL MEETING

debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such power, subject to and in accordance with all applicable laws, rules and regulations;

- (b) the mandate in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements, options, warrants or other securities (including bonds and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) an issue of shares pursuant to 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; or (iv) an issue of shares as scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the number of shares of the Company in issue at the date of passing this Resolution and the said mandate shall be limited accordingly;
- (d) subject to the passing of each of paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at the date (subject to such exclusion 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, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).

“**shares**” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

5. “**THAT**

- (a) a general mandate be and is hereby unconditionally given to the directors of the Company to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, provided that the aggregate number of shares so purchased or otherwise acquired by the Company shall not exceed 10% of the number of shares of the Company in issue at the date of passing of this Resolution;
- (b) subject to the passing of the paragraph (a) above, any prior approvals of the kind referred to in the paragraph (a) above, which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (c) For the purpose of this resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**shares**” shall, for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the passing of Resolutions numbered 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to issue and deal with additional shares pursuant to Resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution numbered 5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the number of shares of the Company in issue at the date of passing of this Resolution.”

SPECIAL RESOLUTIONS

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

7. “**THAT**
- (a) the new articles of association of the Company, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the memorandum and the existing articles of association of the Company; and
 - (b) any Director or the company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s new articles of association.”
8. “**THAT** a special dividend of 0.5 HK cents per share of the Company for the year ended 31 December 2017 be and is hereby declared and paid.”

By order of the Board
Sino-i Technology Limited
Liu Rong
Chairlady

Hong Kong, 25 April 2018

Notes:

1. A shareholder of the Company entitled to attend and vote at the annual general meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote in his/her stead in accordance with the existing articles of association of the Company. A proxy need not be a shareholder of the Company.
2. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

3. The register of members will be closed from 25 May 2018 to 30 May 2018, both days inclusive, during which period no transfer of shares will be effected for the purpose of determining the identity of members who are entitled to attend and vote at the meeting. In order to register the transfers, all transfers accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 24 May 2018.
4. The register of members of the Company will be closed from 5 June 2018 to 6 June 2018, both days inclusive, during which period no transfer of shares will be effected for the purpose of determining the shareholders' entitlement to the special dividend. In order to register the transfers, all transfers accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 4 June 2018. The Special Dividend is payable on or before 5 July 2018 to the shareholders whose names appear on the register of members on 4 June 2018.
5. In respect of the ordinary resolution numbered 2 above, Mr. Yu Pun Hoi, Mr. Fung Wing Lap and Mr. Xiao Sui Ning shall retire and, being eligible, have offered themselves for re-election as directors of the Company at the above meeting. Details of the above directors are set out in Appendix II to the accompanied circular dated 25 April 2018.
6. All resolutions at the annual general meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
7. In respect of the ordinary resolution numbered 4 above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
8. In respect of ordinary resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated 25 April 2018.
9. As at the date of this notice, the directors of the Company are Ms. Liu Rong, Mr. Yu Pun Hoi, Mr. Chen Ming Fei, Mr. Lam Bing Kwan, Mr. Fung Wing Lap, Prof. Jiang Ping and Mr. Xiao Sui Ning.