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**新火科技**  
**SINOHOPE**

**SINOHOPE TECHNOLOGY HOLDINGS LIMITED**

**新 火 科 技 控 股 有 限 公 司**

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock code: 1611)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Sinohope Technology Holdings Limited (“**Company**”, and together with its subsidiaries, the “**Group**”) will be held at Unit 702–3, 7/F, 100 Queen’s Road Central, Central, Hong Kong on Tuesday, 26 August 2025 at 10:30 a.m. to consider, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular dated 10 August 2025 of the Company (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the subscription agreement dated 29 June 2025 (the “**Subscription Agreement I**”) (a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purposes) entered into between the Company (as the issuer) and Avenir Investment Limited (“**Subscriber I**”) (as the subscriber), pursuant to which the Company has conditionally agreed to issue and allot to Subscriber I, and Subscriber I has conditionally agreed to subscribe for 54,000,000 new shares of the Company (each, a “**Share**”) at HK\$1.66 per Subscription Share, and all the transactions contemplated thereunder, including the approval for the connected transaction pursuant to the Subscription Agreement I, be and are hereby approved, confirmed and ratified;

- (b) any one director of the Company (the “**Director(s)**”) be and is hereby authorised to do all such acts and things, sign and execute all such documents or agreements or deeds and take all such actions on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement I or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the best interest of the Company and the Shareholders as a whole; and
- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted with a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot up to 54,000,000 Subscription Shares to Subscriber I, on and subject to the respective terms and conditions of the Subscription Agreement I, provided that the Specific Mandate shall be in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution.”

2. “**THAT:**

- (a) the subscription agreement dated 29 June 2025 (the “**Subscription Agreement II**”) (a copy of which is tabled at the EGM and marked “B” and signed by the chairman of the EGM for identification purposes) entered into between the Company (as the issuer) and LINEX Holdings Ltd. (“**Subscriber II**”) (as the subscriber), pursuant to which the Company has conditionally agreed to issue and allot to Subscriber II, and Subscriber II has conditionally agreed to subscribe for 75,170,000 new Shares at HK\$1.66 per Subscription Share, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to do all such acts and things, sign and execute all such documents or agreements or deeds and take all such actions on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement II or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the best interest of the Company and the Shareholders as a whole; and

- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted with a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot up to 75,170,000 Subscription Shares to Subscriber II, on and subject to the respective terms and conditions of the Subscription Agreement II, provided that the Specific Mandate shall be in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution.”

3. “**THAT:**

- (a) the subscription agreement dated 29 June 2025 (the “**Subscription Agreement III**”) (a copy of which is tabled at the EGM and marked “C” and signed by the chairman of the EGM for identification purposes) entered into between the Company (as the issuer) and TX Capital Holdings Ltd. (“**Subscriber III**”) (as the subscriber), pursuant to which the Company has conditionally agreed to issue and allot to Subscriber III, and Subscriber III has conditionally agreed to subscribe for 7,500,000 new Shares at HK\$1.66 per Subscription Share, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to do all such acts and things, sign and execute all such documents or agreements or deeds and take all such actions on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement III or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the best interest of the Company and the Shareholders as a whole; and
- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted with a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot up to 7,500,000 Subscription Shares to Subscriber III, on and subject to the respective terms and conditions of the Subscription Agreement III, provided that the Specific Mandate shall be in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution.”

4. **“THAT:**

- (a) the subscription agreement dated 29 June 2025 (the “**Subscription Agreement IV**”) (a copy of which is tabled at the EGM and marked “D” and signed by the chairman of the EGM for identification purposes) entered into between the Company (as the issuer) and NIGHT WOOD PTE. LTD. (“**Subscriber IV**”) (as the subscriber), pursuant to which the Company has conditionally agreed to issue and allot to Subscriber IV, and Subscriber IV has conditionally agreed to subscribe for 25,750,000 new Shares at HK\$1.66 per Subscription Share, and all the transactions contemplated thereunder, including the approval for the connected transaction pursuant to the Subscription Agreement IV, be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to do all such acts and things, sign and execute all such documents or agreements or deeds and take all such actions on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement IV or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the best interest of the Company and the Shareholders as a whole; and
- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted with a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot up to 25,750,000 Subscription Shares to Subscriber IV, on and subject to the respective terms and conditions of the Subscription Agreement IV, provided that the Specific Mandate shall be in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution.”

5. **“THAT:**

- (a) the subscription agreement dated 29 June 2025 (the “**Subscription Agreement V**”) (a copy of which is tabled at the EGM and marked “E” and signed by the chairman of the EGM for identification purposes) entered into between the Company (as the issuer) and Rosen Holdings Ltd. (“**Subscriber V**”) (as the subscriber), pursuant to which the Company has conditionally agreed to issue and allot to Subscriber V, and Subscriber V has conditionally agreed to subscribe for 3,580,000 new Shares at HK\$1.66 per Subscription Share, and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) any one Director be and is hereby authorised to do all such acts and things, sign and execute all such documents or agreements or deeds and take all such actions on behalf of the Company as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement V or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith as are, in the opinion of such Director, in the best interest of the Company and the Shareholders as a whole; and
- (c) subject to the Listing Committee having granted the listing of, and permission to deal in the Subscription Shares, the Directors be and are hereby granted with a specific mandate which shall entitle the Directors to exercise all the powers of the Company to issue and allot up to 3,580,000 Subscription Shares to Subscriber V, on and subject to the respective terms and conditions of the Subscription Agreement V, provided that the Specific Mandate shall be in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may be granted from time to time to the Directors prior to the passing of this resolution.”

6. To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) the maximum number of shares that the Company be authorised to issue be and is hereby increased from 700,000,000 shares of par value HK\$0.001 each (the “**Shares**”) to 900,000,000 Shares by the creation of an additional 200,000,000 Shares (the “**Increase in Authorised Shares**”), each ranking *pari passu* in all respects with the existing Shares upon issued and fully paid; and
- (b) any Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things he may consider necessary, desirable or expedient for the purpose of, or in connection with the matters contemplated in and for the implementation of and giving effect to the Increase in Authorised Shares.”

## SPECIAL RESOLUTION

7. To consider and if thought fit, pass the following resolution (with or without modification) as a special resolution of the Company:

**“THAT:**

- (a) the existing amended and restated memorandum of association and articles of association of the Company (the **“Existing Memorandum and Articles”**) be amended in the manner as set out in the Appendix II to the Circular (the **“Proposed Amendments”**);
- (b) the new amended and restated memorandum of association and articles of association of the Company, which contain all the Proposed Amendments and a copy of which has been produced to this meeting and marked “F” and initialed by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of the Company (the **“Proposed Adoption”**); and
- (c) that any one Director, secretary or officer of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/they may, in his/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and the Proposed Adoption and any of the foregoing.”

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

Hong Kong, 10 August 2025

*Notes:*

- 1. A form of proxy for use in connection with the EGM is enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)). Whether or not you are able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 48 hours before the time designated for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.
- 2. Any member entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, a form of appointment of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for the time appointed for holding the EGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
6. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. For determining the entitlement to attend and vote at the EGM, the register of members will be closed from 21 August 2025 to 26 August 2025, both days inclusive. During this period, no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 20 August 2025. The record date for attending and voting at the EGM is 26 August 2025.
8. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above time of EGM, the EGM will be postponed. The Company will post an announcement on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.newhuotech.com](http://www.newhuotech.com)) to notify the Shareholders (as defined herein) of the date, time and place of the rescheduled meeting.

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