
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 this circular, together with the enclosed 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 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;
AND
NOTICE OF ANNUAL GENERAL MEETING**

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, 7 June 2018 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 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 accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at Unit 2908, 29th Floor, 248 Queen's Road East, Wanchai, Hong Kong by 10:00 a.m., on Tuesday, 5 June 2018 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.

* *For identification purposes only*

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DEFINITIONS

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, 7 June 2018 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-5 of this circular
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“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
“Group”	the Company and its subsidiaries from time to time and “member(s) of the Group” shall be construed accordingly
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2018, 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

DEFINITIONS

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

LETTER FROM THE BOARD



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:

Ms Yeung Man Ying (*Chairman*)

Mr Wong Cho Tung

Ms Tang Rongrong

Mr Chan Tat Wing, Richard

Mr Liu Jun

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr Liu Hing Hung

Mr Wang Tianmiao

Mr Wu Zhe

Principal place of business

in Hong Kong:

Unit 2908, 29th Floor

248 Queen's Road East

Wanchai

Hong Kong

27 April 2018

To the Shareholder

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES;
AND
PROPOSED RE-ELECTION OF DIRECTORS**

(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 on Thursday, 7 June 2018 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-5 of this circular. These proposed resolutions include, among others, the ordinary 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 allot, issue and

* *For identification purposes only*

LETTER FROM THE BOARD

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

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

At the Annual General Meeting, an ordinary resolution will be proposed in the terms set out in Resolution 5A of the Notice of the Annual General Meeting to renew the general and unconditional mandate to authorise the Directors to allot, issue and otherwise deal with new Shares of up to 20 per cent. (20%) of the number of issued shares of the Company as at the date of passing the resolution with effect from the expiry of the current general mandate to issue Shares granted to the Directors at the annual general meeting of the Company held on 8 June 2017 (“**Issue Mandate**”). As at the Latest Practicable Date, a total of 2,559,546,300 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 511,909,260 Shares.

At the Annual General Meeting, an ordinary resolution will be proposed in the terms set out in Resolution 5B of the Notice of the Annual General Meeting to renew the general mandate to authorise the Directors to exercise the powers of the Company to repurchase Shares up to a limit of 10 per cent. (10%) of the number of issued shares of the Company as at the date of passing the resolution (“**Repurchase Mandate**”).

In addition, if the resolutions approving the Issue Mandate and the Repurchase Mandate are passed, an ordinary resolution in the terms set out in Resolution 5C of the Notice of the Annual General Meeting will be proposed to authorise the Directors to allot, issue and otherwise deal with further Shares up to an amount equal to the aggregate number of the Shares repurchased under the Repurchase Mandate (“**Extension 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 87 of the Bye-laws, at the Annual General Meeting, each of Ms Yeung Man Ying (an executive Director), Ms Tang Rongrong (an executive Director) and Mr Liu Jun (an executive Director) will retire from office by rotation and, being eligible, will offer himself/herself for re-election.

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.

LETTER FROM THE BOARD

(IV) 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 the 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 for 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 and the website of the Company at www.sim.com.

The notice convening the Annual General Meeting to be held at 24th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 7 June 2018 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 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 accompanying the Notice of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at Unit 2908, 29th Floor, 248 Queen's Road East, Wanchai, Hong Kong by 10:00 a.m., on Tuesday, 5 June 2018 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.

(V) 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)	4 June 2018 (Monday) to 7 June 2018 (Thursday)
Latest time to lodge transfers	4:30 p.m. on 1 June 2018 (Friday)
Record date	7 June 2018 (Thursday)
Annual General Meeting	7 June 2018 (Thursday)

LETTER FROM THE BOARD

For determining Shareholders' entitlement to receive the proposed final dividend*:

Closure dates of register of Shareholders
(both days inclusive) 13 June 2018 (Wednesday)
to 15 June 2018 (Friday)

Latest time to lodge transfers 4:30 p.m. on 12 June 2018 (Tuesday)

Record date 15 June 2018 (Friday)

Proposed final dividend payment date 28 June 2018 (Thursday)

(* *subject to the Shareholders' approval at the Annual General Meeting*)

During the periods 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before the relevant latest time to lodge transfers.

(VI) RECOMMENDATION

The Directors believe that all the ordinary resolutions in respect of, among others, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate 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 its shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the ordinary resolutions to be proposed at the Annual General Meeting.

(VII) 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
Yeung Man Ying
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

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.

1. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,559,546,300 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 255,954,630 Shares.

2. Reasons for repurchases

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its 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 its 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 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 2017 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.400	0.320
May	0.380	0.325
June	0.375	0.325
July	0.500	0.345
August	0.435	0.355
September	0.475	0.355
October	0.520	0.415
November	0.450	0.380
December	0.435	0.345
2018		
January	0.425	0.390
February	0.400	0.355
March	0.415	0.350
April (up to the Latest Practicable Date)	0.370	0.350

5. Undertaking and disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will 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 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

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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

Hong Kong Code on Takeovers and Mergers (“**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, 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 together beneficially interested in 1,212,502,000 Shares, representing approximately 47.37% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and if there is no other change in the issued share capital of the Company and the aggregate number of issued shares in which the Concert Group is interested remains unchanged, the shareholding of the Concert Group will be increased to approximately 52.64% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in the Concert Group becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. 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.

Save as disclosed above, the Directors are not aware of any shareholder or group of shareholders of the Company acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate.

7. Share repurchases made by the Company

The Company has 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:

Ms Yeung Man Ying (“Mrs Wong”), aged 73, is the chairman and an executive Director of the Company, and a director of Sunrise Electronic Industry Limited, a wholly-owned subsidiary of the Company. Mrs Wong is responsible for developing direction and strategies of the Group. Mrs Wong together with her spouse, Mr Wong Cho Tung (“**Mr Wong**”), an executive Director, were the founders of the Company. Over the years, Mrs Wong and Mr Wong had established a number of companies which engaged in the electronics and telecommunications business including Shanghai Sunrise Simcom Ltd. (“**Shanghai Sunrise Simcom**”), one of the Group’s main operating subsidiary which was established in November 1993. Mrs Wong has over 20 years of operational and management experience in the electronics and telecommunications industry. Mrs Wong lectured at the Electrical Department of the South China University of Technology in 1977. Mrs Wong has been a guest professor at Tongji University since 2003. Mrs Wong graduated in 1968 from the Beijing University of Aeronautics and Astronautics (currently known as Beihang University), specialising in electrical engineering. As at the Latest Practicable Date, Mrs Wong did not hold any directorship in other listed companies during the last three years and did not hold any other major appointments and qualifications. Mrs Wong is the spouse of Mr Wong.

Save as disclosed above, Mrs Wong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mrs Wong was interested in 738,275,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). Save as disclosed, Mrs Wong did not have any interest in the Shares within the meaning of the SFO as at the Latest Practicable Date. Pursuant to the service agreement entered into between Mrs Wong and the Company, Mrs Wong is entitled to a fixed salary of HK\$1 per annum which was reviewed and approved by the remuneration committee of the Company (“**Remuneration Committee**”) based on factors including the terms of remuneration as set out in the service agreement entered into between the Company and Mrs Wong in 2017 and Mrs Wong’s shareholding interest in the Company. The service agreement also provides that, subject to the decision of the Remuneration Committee, the Company may also grant to Mrs Wong options to subscribe for Shares in accordance with the share option schemes adopted or to be adopted by the Company. Under the service agreement between the Company and Mrs Wong, Mrs Wong’s appointment is for a term of one year from 31 May 2017, subject to retirement by rotation and re-election at general meeting of the Company as and when required under the Bye-laws.

Ms Tang Rongrong (“Ms Tang”), aged 64, is an executive Director, vice president of the business operation headquarter (located in Shanghai, PRC) of the Group and a director of Shanghai Sunrise Simcom, Shenyang SIM Real Estate Limited, Shenyang SIM Technology Limited, Shanghai Mobile Phone Public Testing Platform Co., Ltd. and Shanghai SIM Technology Limited. Ms Tang has nearly 20 years of experience in human resources management, administration and corporate operation. Prior to joining the Group in 1995, Ms Tang was a physician of 江西省贛州市第一人民醫院 (unofficial English translation being

Jiangxi Ganzhou First People's Hospital) and the head of technology and deputy chief physician of 南昌市計劃生育指導所 (unofficial English translation being Nanchang Birth Planning Institute). Since then, Ms Tang has served as the manager and deputy general manager of the personnel and administration department of Shanghai Sunrise Simcom. Ms Tang graduated from 贛南醫學專科學校 (unofficial English translation being Gannan Medical College) in 1978. As at the Latest Practicable Date, Ms Tang did not hold any directorship in any other listed public companies during the last three years and did not hold any other major appointments and qualifications. Ms Tang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms Tang was interested in 3,510,000 underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed, Ms Tang did not have any interest in the Shares within the meaning of the SFO as at the Latest Practicable Date. Pursuant to the service agreement entered into between Ms Tang and the Company in respect of her appointment as an executive Director, Ms Tang is entitled to (i) a fixed salary of RMB420,000 per annum, which is subject to annual review by the Remuneration Committee; (ii) a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Ms Tang, and (iii) subject to the decision of the Remuneration Committee, the Company may also grant to Ms Tang options to subscribe for Shares in accordance with the share options schemes adopted or to be adopted by the Company. The emolument of Ms Tang is determined by reference to the level of remuneration package normally granted to senior executives in the industry of comparable caliber and job responsibilities. Under the service agreement between Ms Tang and the Company, Ms Tang's appointment is for a term of one year from 31 May 2017, subject to retirement by rotation and re-election at general meeting of the Company as and when required under the Bye-laws.

Mr Liu Jun, aged 45, is an executive Director since 4 June 2015 and the chief executive officer of the Group since 11 September 2014. Mr. Liu Jun joined the Group in 2009. Mr Liu Jun is fully responsible for the overall management of the Group. Mr Liu Jun graduated with a bachelor's degree in electronic engineering from 天津大學 (Tianjin University) in 1994 and was awarded a master's degree in information technology from 南京郵電學院 (unofficial English translation being Nanjing Institute of Post and Telecommunications) (currently known as 南京郵電大學 (Nanjing University of Post and Telecommunications)) in 1997. Mr Liu Jun has extensive experience in the field of telecommunication technology and software programmes development. Prior to joining the Group, Mr Liu Jun has worked for the mobile research and development centre of Motorola in Beijing and was responsible for the development of telecommunication software programmes. Mr Liu Jun has also worked for China Techfaith Wireless Communication Technology Limited, a company listed on the NASDAQ of the United States, from August 2002 to March 2007, in various positions including as a director, chief operating officer and executive senior vice president. As at the Latest Practicable Date, Mr Liu Jun did not hold any directorship in any other listed public companies during the last three years and did not hold any other major appointments and qualifications. Mr Liu Jun does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Liu Jun was interested in 1,936,000 Shares and underlying shares of the Company within the meaning of Part XV of the SFO. Save as disclosed, Mr. Liu Jun did not have any interest in the Shares within the meaning of the SFO as at the Latest Practicable Date. Pursuant to the service agreement entered into between Mr Liu Jun and the Company in respect of his appointment as an executive Director, Mr Liu Jun will not receive a fixed salary for his acting as an executive Director but Mr Liu Jun is currently entitled to a fixed monthly salary of RMB60,000 as the chief executive officer of the Group and will be entitled to a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Mr Liu Jun and subject to the decision of the Remuneration Committee, the Company may also grant to Mr Liu Jun options to subscribe for Shares in accordance with the share option scheme adopted or to be adopted by the Company. The emolument of Mr Liu Jun is determined by reference to the level of remuneration package normally granted to senior executives in the industry of comparable caliber and job responsibilities pursuant to his service contract entered into with the Group. Under the director's service agreement between Mr Liu Jun and the Company, Mr Liu Jun's appointment will be for a term of one year from 31 May 2017, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Each of Mrs Wong, Ms Tang and Mr Liu Jun has confirmed to the board of Directors that the details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules are not relevant to him or her and therefore no information needs to be disclosed by any of them in relation to those paragraphs. Each of Mrs Wong, Ms Tang and Mr Liu Jun has further confirmed to the board of Directors 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.

NOTICE OF ANNUAL GENERAL MEETING



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, 7 June 2018 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 2017.
2. To declare final dividend for the year ended 31 December 2017.
3. (a) To re-elect Ms Yeung Man Ying as a director of the Company (“**Director**”).
(b) To re-elect Ms Tang Rongrong as a Director.
(c) To re-elect Mr Liu Jun as a Director.
(d) To authorise the board of Directors to fix the Directors’ remuneration.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
5. 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 or securities convertible into shares of the Company (“**Shares**”) or options, warrants, or similar right to subscribe for any shares or

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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) 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 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 on the date of the passing of this resolution); and the said approval shall be limited accordingly;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

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 5A 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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 5A and 5B 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 pursuant to the resolution set out in paragraph 5A 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 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 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. (10%) of the number of issued shares of the Company as at the date of passing this resolution.”

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

27 April 2018

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

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 and Mr Liu Jun and the independent non-executive Directors are Mr Liu Hing Hung, Mr Wang Tianmiao and Mr Wu Zhe.

NOTICE OF ANNUAL GENERAL MEETING

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 needs 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 by 10:00 a.m., on Tuesday, 5 June 2018 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, 4 June 2018 to Thursday, 7 June 2018 (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, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 1 June 2018.
5. In relation to the proposed resolution numbered 5B 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 despatched to the shareholders of the Company on the date hereof.