THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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 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 11/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 27 May 2020 at 10:00 a.m. is set out on pages 16 to 20 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 54, 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the annual general meeting, including:

- **compulsory body temperature checks and health declarations**
- **recommended wearing of a surgical face mask for each attendee**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

24 April 2020

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the annual general meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

(i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue or be required to leave the meeting venue.

(ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.

(iii) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the annual general meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

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 11/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 27 May 2020 at 10:00 a.m. or any adjournment thereof, notice of which is set out on pages 16 to 20 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 30 May 2019
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	15 April 2020, 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
"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. CHENG Chih-Hung#
Mr. FUNG Wing Lap*
Mr. XIAO Sui Ning*
Mr. HO Yeung Nang*

Registered Office:
12/F., The Octagon
No. 6 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

Non-executive Directors
* Independent Non-executive Directors

24 April 2020

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND 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; and

(2) the re-election of retiring Directors.

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 Shares on the Stock Exchange 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 RETIRING DIRECTORS

In accordance with Articles 110, 117 and 118 of the Articles, Mr. Yu Pun Hoi, Mr. Fung Wing Lap, Mr. Xiao Sui Ning, Mr. Cheng Chih-Hung and Mr. Ho Yeung Nang shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to the Code Provision A.4.3 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, any further appointment of an independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by the shareholders. 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 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, gained valuable insights and experience in the Group's business.

Mr. Xiao Sui Ning and Mr. Ho Yeung Nang as well as other independent non-executive Directors contribute to ensuring that the interests of all the Shareholders are taken into account by the Board. The Company has received written confirmations from Mr. Xiao Sui Ning and Mr. Ho Yeung Nang concerning their respective independence in accordance with the Listing Rules. Accordingly, the Board has resolved that Mr. Xiao Sui Ning and Mr. Ho Yeung Nang continue to be independent, and the Board recommends each of them to be re-elected as an independent non-executive Director at the AGM.

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

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 16 to 20 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 54, 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.

The register of members will be closed from Friday, 22 May 2020 to Wednesday, 27 May 2020, 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 AGM. 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2020.

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.

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, 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 21,720,504,877 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 between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase a maximum of 2,172,050,487 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 as a whole. 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 2019 (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 59.11% 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 65.68% 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**
	HK$	*HK$*
2019		
April	0.077	0.063
May	0.072	0.060
June	0.075	0.063
July	0.070	0.063
August	0.067	0.050
September	0.079	0.053
October	0.070	0.051
November	0.063	0.052
December	0.060	0.052
2020		
January	0.058	0.046
February	0.053	0.040
March	0.050	0.038
April (up to and including the Latest Practicable Date)	0.045	0.041

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 61, 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 nomination committee member of the Company.

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

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

Mr. Yu is entitled to receive a director's emoluments determined by the Board with reference to his duties within the Company. The total remuneration of Mr. Yu for the year ended 31 December 2019 was approximately HK$126,000.

Mr. Yu entered into a service contract with the Company on 30 May 2018 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 (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Yu is interested in 12,838,585,316 Shares and 40,673,177,261 shares (long position) and 17,826,086,957 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 59, 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 has he held any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Fung is entitled to receive a director's emoluments determined by the Board with reference to his duties within the Company. The total emoluments of Mr. Fung for the year ended 31 December 2019 was approximately HK$120,000.

Mr. Fung entered into a service contract with the Company on 30 May 2018 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 (as defined in the Listing Rules) of the Company.

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 72, graduated from Yunnan Finance and Management College, majoring in enterprise management; and recognised as a senior economist by Bank of Communications. Mr. Xiao was an independent director of Beijing SPC Environment Protection Tech Co., Ltd. (resigned in October 2019), an independent non-executive director of Haitong Securities Co., Ltd.(retired in June 2019) and an independent director of Zhongrun Resources Investment Corporation (resigned in mid-2018).

Mr. Xiao joined the Board in April 2016, and has been the chairman of the remuneration committee, the member of the audit committee and the nomination committee of the Company. Mr. Xiao is also the independent non-executive director, the chairman of the remuneration committee, the member of the audit committee and the 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 has he held any other directorships in listed public companies in Hong Kong or overseas for the last three years.

Mr. Xiao is entitled to receive a director's emoluments determined by the Board with reference to his duties within the Company. The total emoluments of Mr. Xiao for the year ended 31 December 2019 was approximately RMB120,000.

Mr. Xiao entered into a service contract with the Company on 30 May 2018 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 directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

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.

Mr. Cheng Chih-Hung — *Non-executive Director*

Mr. Cheng Chih-Hung ("Mr. Cheng"), aged 64, holds a Bachelor's degree in Mass Communications from the Chinese Culture University. Prior to joining the Group, Mr. Cheng held senior position in United Task Marketing Ltd. and United Communication Inc., and has extensive experience in management of international information and media business, and in management of marketing and media. Mr. Cheng was a general manager of 北京世華國際金融信息有限公司 (Beijing Shihua International Financial Information Company Limited), a former subsidiary of the Company, between 2004 and 2007 and was appointed as a deputy chairman of the former subsidiary in 2007, and subsequently was appointed as a director of Nan Hai Development Limited, a wholly-owned subsidiary of Nan Hai, responsible for marketing and sales. Mr. Cheng is also a director and/or general manager of a number of subsidiaries of Nan Hai.

Mr. Cheng joined the Board in May 2019 as a non-executive Director.

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

Mr. Cheng is entitled to receive a director's emoluments determined by the Board with reference to his duties within the Company. The total emoluments of Mr. Cheng for the year ended 31 December 2019 was approximately HK$35,000.

Mr. Cheng entered into a service contract with the Company on 31 May 2019 for a term of two years subject to the retirement and rotation requirements in accordance with the Articles.

Mr. Cheng does not have any relationships with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Cheng is interested in 6,800,000 shares of Nan Hai within the meaning of Part XV of the SFO.

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

Mr. Ho Yeung Nang — *Independent non-executive Director*

Mr. Ho Yeung Nang ("Mr. Ho"), aged 70, holds a Bachelor's Degree in Arts from The University of Hong Kong and a Master's Degree in Business Administration from The Chinese University of Hong Kong. Mr. Ho served in different managerial positions in banking industry both in Hong Kong and China during the period from about 1973 to 1988. During the period from about 1989 to 1991, Mr. Ho was in Canada running his own business. In about 1992, Mr. Ho joined the Group and worked as a general manager of the then property division of the Group, who left the Group in July 2009. He has been the chief operating officer of a private company, which is engaged in coal mining and iron sand mining businesses in Indonesia and the Philippines, since he left the Group in 2009.

Mr. Ho joined the Board in May 2019 and served as member of audit committee, remuneration committee and nomination committee of the Company. Mr. Ho is also the independent non-executive director, member of audit committee, remuneration committee and nomination committee of Nan Hai.

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

Mr. Ho is entitled to receive a director's emoluments determined by the Board with reference to his duties within the Company. The total emoluments of Mr. Ho for the year ended 31 December 2019 was approximately HK$70,000.

Mr. Ho entered into a service contract with the Company on 31 May 2019 for a term of two years subject to the retirement and rotation requirements in accordance with the Articles.

Mr. Ho does not have any relationships with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Ho 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. Ho 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.

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 11/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 27 May 2020 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 2019.

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 re-elect Mr. Cheng Chih-Hung as a non-executive director of the Company.

   (e) To re-elect Mr. Ho Yeung Nang as an independent non-executive director of the Company.

   (f) 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 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.

"**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."

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."

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

Hong Kong, 24 April 2020

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. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

3. 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 54, 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.

4. The register of members will be closed from Friday, 22 May 2020 to Wednesday, 27 May 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 May 2020.

5. In respect of the ordinary resolution numbered 2 above, Mr. Yu Pun Hoi, Mr. Fung Wing Lap, Mr. Xiao Sui Ning, Mr. Cheng Chih-Hung and Mr. Ho Yeung Nang 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 24 April 2020.

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 24 April 2020.

9. If a tropical cyclone warning signal no. 8 or above is hoisted or black rainstorm warning signal is in force in Hong Kong at or after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the Company's website (http://www.sino-i.com) to notify shareholders of the date, time and venue of the rescheduled meeting.

10. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the annual general meeting arrangements at short notice. Shareholders should check the Company's website (http://www.sino-i.com) and the HKEXnews website (www.hkexnews.hk) for future announcements and updates on the annual general meeting arrangements.

11. 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. Cheng Chih-Hung, Mr. Fung Wing Lap, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang.