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**If you have sold or transferred** all your shares in SiS International Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**SiS INTERNATIONAL HOLDINGS LIMITED**

**新龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00529)**

**WAIVER OF ASSURED ENTITLEMENT  
UNDER A PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
INFORMATION TECHNOLOGY CONSULTANTS LIMITED ON  
THE DHAKA STOCK EXCHANGE AND  
THE CHITTAGONG STOCK EXCHANGE IN BANGLADESH  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM to be held at Kellett Room III, 3/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 9 December 2014 (Tuesday) at 3:00 p.m. is set out on pages 10 to 11 of this circular. A form of proxy is enclosed with this circular. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.

\* *For identification purposes only*

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## DEFINITIONS

*In this circular, the following expressions have the meanings set out below unless the context requires otherwise:*

“Bangladesh”	People’s Republic of Bangladesh
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“BSE”	Bangladesh Securities and Exchange Commission
“Companies Act”	the Companies Act 1994 (Act XVIII of 1994 of the laws of Bangladesh)
“Company”	SiS International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00529)
“Director(s)”	the director(s) of the Company
“General Offer”	a proposed public offer of 12,000,000 new ITCL Shares
“Group”	the Company and its subsidiaries including the ITCL Group
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“I.T.”	information technology
“ITCL”	Information Technology Consultants Limited, a public limited company incorporated in Bangladesh under the Companies Act in 2000
“ITCL Group”	ITCL and its subsidiaries or any of them
“ITCL Share(s)”	ordinary share(s) with par value of TK10 (equivalent to approximately HK\$1) each in the share capital of ITCL
“Latest Practicable Date”	17 November 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

## DEFINITIONS

“Lim’s Family”	Mr. Lim Kiah Meng, Mr. Lim Kia Hong, Mr. Lim Hwee Hai and Madam Lim Hwee Noi and their respective associates
“Listing”	the listing of ITCL Shares on the Dhaka Stock Exchange and the Chittagong Stock Exchange in Bangladesh
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Minority Shareholder(s)”	Shareholder(s) other than the Lim’s Family
“PN15”	Practice Note 15 of the Listing Rules
“Proposed Spin-off”	the proposed disposal of part of the Company’s interest in ITCL by way of a separate listing of ITCL Shares on the Dhaka Stock Exchange and the Chittagong Stock Exchange in Bangladesh
“Remaining Group”	the Group excluding the ITCL Group
“SGM”	the special general meeting of the Company to be held at Kellett Room III, 3/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 9 December 2014 (Tuesday) at 3:00 p.m.
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TK”	taka, the lawful currency of Bangladesh
“%”	per cent

For the purpose of this circular, conversion of TK into HK\$ is based on the exchange rate of TK1 to HK\$0.1. The exchange rate is used for illustration purposes only and should not be taken as a representation that the HK\$ amount could actually be converted into TK at that rate, or at all.



**SIS INTERNATIONAL HOLDINGS LIMITED**

**新龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00529)**

*Executive Directors:*

Mr. Lim Kia Hong  
Mr. Lim Kiah Meng  
Mr. Lim Hwee Hai  
Madam Lim Hwee Noi

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Independent Non-executive Directors:*

Mr. Lee Hiok Chuan  
Ms. Ong Wui Leng  
Mr. Ma Shiu Sun, Michael

*Principal place of business*

*in Hong Kong:*  
604 Eastern Harbour Centre  
28 Hoi Chak Street  
Quarry Bay, Hong Kong

20 November 2014

*To the Shareholders*

Dear Sir or Madam,

**WAIVER OF ASSURED ENTITLEMENT  
UNDER A PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
INFORMATION TECHNOLOGY CONSULTANTS LIMITED ON  
THE DHAKA STOCK EXCHANGE AND  
THE CHITTAGONG STOCK EXCHANGE IN BANGLADESH  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Company's announcement dated 5 November 2014 in respect of the Proposed Spin-off.

The purposes of this circular are to: (i) provide the Shareholders with information on the Proposed Spin-off and the waiving of assured entitlement requirement under PN15; and (ii) give to the Shareholders notice of the SGM at which an ordinary resolution will be proposed to waive the assured entitlement requirement.

\* *For identification purposes only*

## LETTER FROM THE BOARD

### **THE PROPOSED SPIN-OFF OF ITCL**

The Company had submitted a spin-off proposal to the Stock Exchange pursuant to PN15 in relation to the Proposed Spin-off. The Stock Exchange approved the PN15 submission on 18 July 2014. A listing application was submitted to the BSE to apply for the Listing. The Proposed Spin-off is expected to be effected by way of a separate listing of the ITCL Shares on the Dhaka Stock Exchange and the Chittagong Stock Exchange in Bangladesh.

ITCL was incorporated in Bangladesh in 2000 and is principally engaged in the business of providing electronic payment services to major banks, financial institutions, government organizations and retailers in Bangladesh with transaction processing services.

It is proposed, that under the General Offer, the ITCL Shares are expected to be offered to third parties independent of the Company.

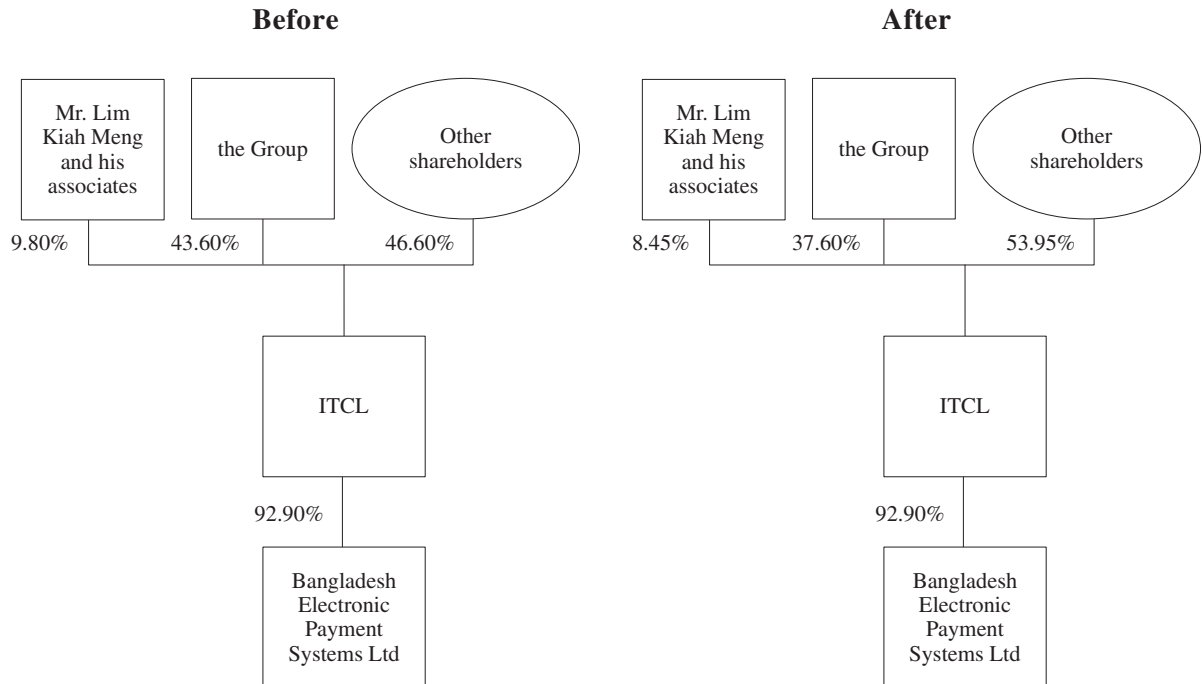
### **Shareholding effects of the Proposed Spin-off**

*Shareholding structure of the ITCL Group prior to the Proposed Spin-off and upon completion of the Proposed Spin-off*

As at the Latest Practicable Date, ITCL was owned as to approximately 43.60% by indirectly wholly-owned subsidiaries of the Company. 12,000,000 new ITCL Shares are expected to be offered pursuant to the General Offer. Upon the completion of the Proposed Spin-off and the Listing, the Company's equity interest in ITCL will be reduced to approximately 37.60%.

## LETTER FROM THE BOARD

The shareholding structure of the ITCL Group before and after completion of the Proposed Spin-off is set out below:



### Intended use of proceeds

The estimated aggregate net proceeds to ITCL from the General Offer will be approximately TK109,323,500 (equivalent to approximately HK\$10,932,350). It is intended that such proceeds will mainly be used for (i) the expansion of business of the ITCL Group, including procurement and enhancement of software and hardware and (ii) repayment of loan.

### Conditions precedent to the Proposed Spin-off

The Proposed Spin-off will be conditional upon, among other things:

- i. the Minority Shareholders (as required under paragraph 3(f) of PN15) agreeing to waive the assured entitlement requirement under PN15 at the SGM; and
- ii. the BSE's approval of the Listing.

If any of these and other applicable conditions are not fulfilled or waived, if applicable, prior to the dates and times to be specified, the Proposed Spin-off will not proceed and an announcement will be published by the Company as soon as practicable thereafter.

## LETTER FROM THE BOARD

### Financial information of ITCL

Set out below are the total revenue and net profit before and after tax of ITCL based on its audited consolidated financial statement for the two years ended 30 June 2013 and 30 June 2014:

	<b>For the year ended 30 June 2013</b>	<b>For the year ended 30 June 2014</b>
	<i>TK</i>	<i>TK</i>
Total Revenue	434,951,730 (equivalent to approximately HK\$43,495,173)	670,707,822 (equivalent to approximately HK\$67,070,782)
Profit before tax	28,521,636 (equivalent to approximately HK\$2,852,164)	78,447,681 (equivalent to approximately HK\$7,844,768)
Profit after tax	26,343,342 (equivalent to approximately HK\$2,634,334)	77,720,893 (equivalent to approximately HK\$7,772,089)

### Financial effects of the Proposed Spin-off

Immediately upon the completion of the Proposed Spin-off and the Listing, the Company's equity interests in ITCL will reduce from 43.60% to approximately 37.60% and it is intended that ITCL will remain as a subsidiary of the Company. As a result, ITCL will continue to be consolidated into the consolidated financial statements of the Group.

### Business delineation between the Remaining Group and the ITCL Group

After the Proposed Spin-off, there will be a clear delineation of business between the Remaining Group and the ITCL Group:

- i. The Remaining Group will focus on investment in promising businesses, I.T. and/or mobile phone companies, investment in real estate properties consisting of hotel, commercial, industrial and residential properties and provide distribution of I.T., mobile phone and related products in Asia.
- ii. The ITCL Group will focus on providing electronic payment services to major banks, financial institutions, government organizations and retailers in Bangladesh with transaction processing services.

The business of the ITCL Group operates independently from the Remaining Group. The ITCL Group does not rely on the Remaining Group for its business development, staffing, logistics, administration, finance, I.T., sales and marketing or company secretarial functions. The ITCL Group has its own departments in Bangladesh specializing in these respective areas which have been in operations and are expected to continue to operate separately and independently from the Remaining Group.



## **LETTER FROM THE BOARD**

### **Restrictions on the Company for selling the ITCL Shares**

The Company will be subject to a lock-up period of three years with respect to the ITCL Shares it holds from the date of issuance of the relevant prospectus in Bangladesh.

### **Reasons for and benefits of the Proposed Spin-off**

The Board believes that the Proposed Spin-off will bring the following benefits to both the Company and ITCL:

- i. the Proposed Spin-off and the Listing will provide ITCL with a separate platform for raising funds from both equity and debt capital markets. ITCL will also have access to bank financing on potentially more advantageous terms than are presently available to it. ITCL will therefore enjoy more diversified funding sources to finance its future expansion. The Company will, through its holding of approximately 37.60% immediately upon completion of the Listing, continue to enjoy the benefits from the growth and development of the business of ITCL; and
- ii. the Proposed Spin-off and the Listing will assist ITCL to achieve its fair valuation potential fully and improve the company profile and status of ITCL. ITCL will be able to attract strategic investors, who can create synergies for ITCL and form strategic partnerships with ITCL.

### **Assured entitlement**

In compliance with PN15, the Company is required to provide the Shareholders with an assured entitlement to the ITCL Shares. PN15 further provides that the Minority Shareholders may by resolution in general meeting resolve to waive such requirement.

Pursuant to PN15, the Company has considered the option of distributing the ITCL Shares to the Shareholders by way of a distribution in specie. However, considering that only a potentially small number of ITCL Shares could be distributed (since the Company presently owned 43.60% of the ITCL Shares) and that there is a large number of Shareholders, distributing the ITCL Shares to the Shareholders may not be meaningful. Further, any distribution would have to be made in proportion to the number of Shares held by the Shareholders; therefore the assured entitlement would in most cases give the Shareholders odd-lots of the ITCL Shares which are of no significant value owing to the discount applied to the low marketability of odd-lots shares. The Company will also incur extra cost and unproductive administrative work to register all the Shareholders as shareholders of ITCL in Bangladesh.

If the Shareholders are to be offered assured entitlement, they may face practical difficulties in order to hold the ITCL Shares, including, amongst other things:

- i. opening of a bank account in Bangladesh;
- ii. opening of a share trading account with a registered broker in Bangladesh;
- iii. paying brokerage fee per transaction; and

## LETTER FROM THE BOARD

- iv. dealing with foreign exchange requirements in Bangladesh.

Having considered the above, it is in the best interest of the Company that all the ITCL Shares be held with the Company for the benefit of the Shareholders pursuant to the Proposed Spin-off.

As ITCL will not be listed in Hong Kong, the ITCL Shares can only be made available to the Shareholders by way of a public offering in Hong Kong. Since the number of Shareholders to be offered the preferential offering is likely to exceed 50 persons, such public offering would require registration of a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). Given the time and expenses to prepare and obtain regulatory approval for a prospectus is relatively costly as compared with the size of the fund to be raised in the General Offer, the Board does not consider that the provision of an assured entitlement by way of preferential offering is appropriate because the ITCL Shares will only be traded in Bangladesh.

Based on the above reasons, the Board considers that strict compliance with the assured entitlement requirement under PN15 would not be beneficial to the Company. The Company therefore proposes to convene the SGM to seek approval from the Minority Shareholders to waive such requirement.

Mr. Lim Kiah Meng, one of the executive Directors of the Company, holds approximately 9.80% of the ITCL Shares through a related corporation. As a result, he is an interested party to the Proposed Spin-off and will abstain from voting at the SGM. In addition, the Lim's Family are controlling Shareholders of the Company and therefore are not regarded as Minority Shareholders and will abstain from voting at the SGM.

### **LISTING RULES IMPLICATIONS**

The Proposed Spin-off constitutes a deemed disposal of the interest in a subsidiary of the Company under Rule 14.29 of the Listing Rules and all of the applicable percentage ratios in respect of the Proposed Spin-off are expected to be below 5%. The Board is of the view that the Company complies with all the spin-off requirements under PN15, subject to the Minority Shareholders passing an ordinary resolution at the SGM to waive the assured entitlement requirement.

**As the Proposed Spin-off and the Listing are subject to, among other things, the approval of the Listing by the BSE, the Minority Shareholders waiving the assured entitlement requirement under PN15, market conditions and other considerations, Shareholders and potential investors should be aware that there is no assurance that the Proposed Spin-off and the Listing will take place and, if so, when they may take place. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## LETTER FROM THE BOARD

### SPECIAL GENERAL MEETING

The SGM will be held at Kellett Room III, 3/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 9 December 2014 (Tuesday) at 3:00 p.m.. A notice convening the SGM is set out on pages 10 to 11 of this circular. A form of proxy is enclosed with this circular. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Branch Share Registrar in Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and deposit of a proxy will not preclude a Shareholder from attending and voting in person at the meeting if he or she so wishes.

The resolution to waive the assured entitlement requirement at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the results of the SGM.

### RECOMMENDATIONS

The Board is of the view that waiving the assured entitlement requirement is fair and reasonable so far as the Shareholders as a whole are concerned and in the interests of the Company. The Board therefore recommends the Minority Shareholders to vote in favour of the resolution to be proposed at the SGM to waive the assured entitlement requirement.

Yours faithfully,  
For and on behalf of the Board of  
**SiS International Holdings Limited**  
**Lim Kia Hong**  
*Chairman*

**SiS INTERNATIONAL HOLDINGS LIMITED****新龍國際集團有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 00529)**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of SiS International Holdings Limited (the “**Company**”) will be held at Kellett Room III, 3/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 9 December 2014 (Tuesday) at 3:00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

**ORDINARY RESOLUTION****“THAT**

1. the assured entitlement requirement in respect of the proposed spin-off of Information Technology Consultants Limited (“**ITCL**”) for separate listing on the Dhaka Stock Exchange and the Chittagong Stock Exchange in Bangladesh (“**Proposed Spin-off**”) in accordance with Practice Note 15 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**PN15**”) be and is hereby waived; and
2. any Director be and is hereby authorized to do all actions and to sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as such Director may in his discretion consider necessary or desirable for the purpose of giving effect to the Proposed Spin-off without strict compliance with the assured entitlement requirement under PN15.”

By Order of the Board  
**SiS International Holdings Limited**  
**Chiu Lai Chun, Rhoda**  
*Company Secretary*

Hong Kong, 20 November 2014

*Notes:*

1. The resolution set out in this notice will be voted by poll.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, in the event of poll, vote in his stead. A proxy needs not be a member of the Company.

\* *For identification purposes only*

3. A form of proxy is enclosed with the circular of the Company dated 20 November 2014. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited, at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
4. If more than one of 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 in respect of the relevant shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders.
5. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes. If a member attends and votes at the meeting, the authority of the proxy will be revoked.