
THIS DOCUMENT 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 to be taken, you should consult your 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 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)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
ADOPTION OF A NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of SiS International Holdings Limited (the “**Company**”) to be held at Kellett Room III, 3/F The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 26 May, 2017 (Friday) at 3:00 p.m. is set out in Appendix IV to this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong Branch Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later 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 attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

LETTER FROM THE BOARD



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:
803
Nine Queen's Road Central
Hong Kong

20 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
ADOPTION OF A NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

SiS International Holdings Limited (the “**Company**”) will propose at forthcoming annual general meeting (the “**AGM**”) include, inter alia, (i) re-elect the directors of the Company (the “**Directors**”) who are due to retire at the AGM (the “**Retiring Directors**”), (ii) grant to the Directors the general mandates to issue and repurchase shares of HK\$0.10 each of the Company (the “**Share**”) upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the annual general meeting held on 27 May 2016; and (iii) adoption of a new share option scheme.

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LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on resolutions to be proposed at the AGM and to give you the notice of AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

II. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Company's Bye-laws 99(B), Ms. Ong Wui Leng and Mr. Ma Shiu Sun, Michael will retire by rotation at the AGM, and being eligible, have offered themselves for re-election. Information on such Retiring Directors as required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") is set out in Appendix I to this circular.

Notwithstanding that Ms. Ong Wui Leng was appointed as an independent non-executive Director for more than nine years since 2004, she is independent of management and free from any business or other relationships with the Group and its connected persons (as defined in the Listing Rules) which may affect her independence as per her confirmation of the independence pursuant to Rule 3.13 of the Listing Rules. The Directors, therefore, consider Ms. Ong Wui Leng to be independent and recommend the re-election of Ms. Ong as an independent non-executive Director at the AGM.

Any shareholder who wishes to nominate a person to stand for election as a director of the Company at the AGM must lodge with the Company's principal place of business at 803 Nine Queen's Road Central, Hong Kong within the period from 27 April 2017 (Thursday) to 10 May 2017 (Wednesday), both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

III. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed for the renewal of the general mandates given to the Directors to exercise all powers of the Company to allot and issue new Shares; repurchase issued and fully paid Shares, and add back such repurchased Shares (if any) to the general mandate to allot and issue. The existing general mandates will expire at the AGM. Under such mandates (i) the number to allot and issue Shares may not exceed 20 per cent of the issued share capital of the Company as at the date of the resolution granting the general mandate; (ii) the number of issued Shares that the Company is authorised to repurchase on the Stock Exchange may not exceed 10 per cent of the issued share capital of the Company as at the date of the resolution granting the general mandate; and (iii) the Directors may add such repurchase Shares under (ii) above to the 20 per cent general mandate under (i) above. These general mandates will be effective during the relevant period which is fully defined in the notice of the AGM.

Assuming that there is no change in the issued share capital between the period from 11 April 2017, being the latest practicable date prior to the printing of the circular (the "**Latest Practicable Date**") and the date of the AGM, the number of Shares that may be issued pursuant to the general mandate to be given to the Directors to exercise all powers of the Company to allot and issue new Shares will be 55,593,333 Shares, being 20 per cent of the issued share capital of Company as at the Latest Practicable Date.

An explanatory statement as required by the Listing Rules in connection with the repurchase mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

IV. ADOPTION OF THE NEW SHARE OPTION SCHEME

1. The Existing Share Option Scheme

The Company adopted the existing share option scheme on 21 May 2007 (the “**Existing Share Option Scheme**”). Since the Existing Share Option Scheme will expire on 20 May 2017, the board of Directors (the “**Board**”) proposes to adopt a new share option scheme in accordance with Chapter 17 of the Listing Rules on the AGM (the “**New Share Option Scheme**”).

As at the Latest Practicable Date, 2,250,000 options granted under the Existing Share Option Scheme entitling the holders thereof to subscribe for Shares were outstanding. The Directors confirm that no further Option will be granted under the Existing Share Option Scheme from the Latest Practicable Date up to the expiry date of the Existing Share Option Scheme.

2. The New Share Option Scheme

The purpose of the New Share Option Scheme is to enable the Company to grant options to selected Qualified Participants (as defined in Appendix III to this circular) as incentives or rewards for their contributions or potential contributions to the Group. A summary of the principal terms of the New Share Option Scheme is set out in the Appendix III to this circular.

It is proposed by the Directors that an ordinary resolution will be proposed at the AGM for the Company to approve and adopt the New Share Option Scheme, which will take effect on the date of its adoption at the AGM subject to the Stock Exchange granting the approval for the listing of, and permission to deal, in the new Shares which may fall to be allotted and issued upon the exercise of the share options in accordance with the terms and conditions of the New Share Option Scheme.

Although the rules of the New Share Option Scheme provide that the New Share Option Scheme is not subject to any performance target and does not prescribe any specific minimum period for which an Option must be held before it can be exercised, the Board believes that the ability for the Board to prescribe at its discretion a minimum period for which an Option must be held before it can be exercised and the requirement for a minimum exercise price (which is summarised in the Appendix III to this circular) of the New Share Option Scheme will serve to protect the value of the Shares and encourage Qualified Participants to acquire proprietary interests in the Company which will increase in value in line with the contributions by the Qualified Participants to the Company, so as to achieve the purpose of the New Share Option Scheme.

None of the Directors is and will be trustee of the New Share Option Scheme or has a direct or indirect interest in the trustee. With respect to the operation of the New Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

LETTER FROM THE BOARD

3. Value of the Options

The Board considers that it is not appropriate at this stage to state the value of all options that can be granted under the New Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the option value have not been reasonably determined. Such variables include without limitation the exercise price, the exercise period, conditions and limitations (if any), vesting period (if any), and other relevant factors (if any), which can only be determined at the time of grant. The Board believes that any calculation of the value of any options which might have been granted as at the Latest Practicable Date would be based on a number of speculative assumptions and would not be meaningful or representative, and it could also be misleading to the Shareholders. The Company will, for the purpose of calculation of the value of all options, use the Black-Scholes option pricing model, the binomial model or a comparable generally accepted methodology in accordance with the Listing Rules.

4. Conditions precedent of the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

1. the passing of an ordinary resolution to approve the adoption of the New Share Option Scheme by the Shareholders at the AGM; and
2. the Listing Committee of the Stock Exchange granting the listing of and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of options in accordance with the terms and conditions of the New Share Option Scheme.

As at the Latest Practicable Date, the total number of Shares in issue was 277,966,666. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the adoption date, the number of Shares that may fall to be allotted and issued upon exercise in full of the options that may be granted after the resolution authorising the Directors to allot and issue up to 10% of the then issued share capital of the Company has passed at the AGM would be 27,796,666 Shares should the New Share Option Scheme be adopted. The limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes must not exceed 30% of the relevant class of securities of the Company in issue from time to time.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the options granted under the New Share Option Scheme.

A copy of the New Share Option Scheme will be available for inspection at the Company's principal place of business in Hong Kong at 803 Nine Queen's Road Central, Hong Kong for a period of 14 days before the date of the AGM, and at the AGM.

LETTER FROM THE BOARD

V. ANNUAL GENERAL MEETING

The notice of AGM is set out in Appendix IV to this circular. A form of proxy is enclosed for use by shareholders at the AGM. Shareholders are requested to complete and return the form of proxy to the Company's Branch Share Registrar in Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM. The lodging of the form of proxy will not preclude the shareholder from attending the AGM and voting in person should he so wish.

VI. VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

The poll results will be published on the Company's website at www.sisinternational.com.hk and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the AGM.

VII. RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM, including (a) re-election of the Retiring Directors; (b) the approval of the mandates to (i) issue new Shares; (ii) repurchase issued and fully paid Shares; and (iii) add such repurchased Shares, if any, to the general mandate to allot and issue new Shares; and (c) the adoption of the New Share Option Scheme are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of all the resolutions to be proposed at the AGM.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept 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.

IX. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions to approve the adoption of the New Share Option Scheme at the AGM. The Directors confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he or she has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

LETTER FROM THE BOARD

X. MISCELLANEOUS

Your attention is drawn to the information set out in appendix III to this Circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following is the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the AGM.

ONG Wui Leng, independent non-executive director, aged 56, joined the Group in 2004 and has more than ten years of experience in corporate banking. She also has many years of experience in corporate finance and management. Ms. Ong graduated from the University of London, United Kingdom with a Bachelor of Science (Economics) in Management Studies and completed her Master of Practising Accounting from Monash University, Australia. Since April 2013, Ms. Ong is an independent non-executive director of Hwa Hong Corporation Limited, a company whose shares are listed on the Stock Exchange of Singapore. From 1 January 2017, Ms. Ong is also an independent non-executive director of QAF Limited, a company whose shares are listed on the Stock Exchange of Singapore.

The term of office of Ms. Ong Wui Leng as the independent non-executive director is the period up to her retirement by rotation in accordance with the Company's Bye-Laws.

As at the Latest Practicable Date, Ms. Ong had personal interest in 250,000 Shares in the Company and 120,000 share options in the Company. She also had 64,000 shares in an associated corporation of the Company within the meaning of Part XV of the SFO. She received a director emoluments (including equity-settled share option expense) of total HK\$351,000 for the year ended 31 December 2016.

MA Shiu Sun, Michael, independent non-executive director, aged 48, joined the Group in 2012 and holds a Bachelor of Science (Economics) from London School of Economics, University of London, a Bachelor of Laws from University of Sydney and a Postgraduate Certificate of Laws (P.C.LL) from University of Hong Kong. Mr. Ma has been a practicing lawyer for over ten years and is practicing as a partner in a Hong Kong law firm in the areas of commercial and corporate matters.

Mr. Ma has a service contract with the Company for three years to 1 February 2019 and is subject to retirement and re-election at annual general meetings in accordance with the Bye-Laws of the Company.

As at the Latest Practicable Date, Mr. Ma had 150,000 share options in the Company. Other than disclosed above, he had no interest in the Company within the meaning of Part XV of the SFO. He received a director emoluments (including equity-settled share option expense) of total HK\$368,000 for the year ended 31 December 2016.

Save as disclosed above, none of the above Directors have service contracts for a specified term with the Company or its subsidiaries, did not hold any directorships in other listed companies in the last three years, and have no other relationship with any Director, senior management or substantial or controlling shareholders of the Company. The emoluments are determined by reference to their duties, responsibilities, performance, the Group's results and the prevailing market conditions. Such emoluments were reviewed and approved by Remuneration Committee.

Save as disclosed above, the Board is not aware of any other information which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. The Retiring Directors have further confirmed to the Board 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.

APPENDIX II EXPLANATORY STATEMENT FOR PURCHASE OF SHARES

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to shareholders for their consideration of the repurchase mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 277,966,666 Shares in issue.

The exercise of the mandates in full, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to (i) 55,593,333 Shares being allotted and issued; and (ii) 27,796,666 Shares being repurchased by the Company.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may enhance the net assets value of the Company and its assets and/or its earnings per Share.

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. The Company is empowered under its Memorandum of Association to repurchase Shares pursuant to and in accordance with Section 42A of The Companies Act 1981 of Bermuda, as amended. The Bye-laws supplement the Company's Memorandum of Association by providing that this power is exercisable by the Directors upon such terms and subject to such conditions as they think fit. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant repurchased shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium or contributed surplus accounts of the Company. Under Bermuda law, a company's repurchased Shares shall be treated as cancelled upon purchase and the company's issued share capital diminished by the nominal value of those shares accordingly (but such repurchase is not to be taken as reducing the amount of the company's authorised share capital).

As compared with the financial position of the Company as at 31 December 2016 (being the date of its latest published audited accounts), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the repurchase mandate is exercised in full. 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 II EXPLANATORY STATEMENT FOR PURCHASE OF SHARES

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and the period from 1 April 2017 to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2016	4.00	3.90
May 2016	4.00	3.90
June 2016	4.02	3.91
July 2016	4.20	3.99
August 2016	4.20	3.79
September 2016	3.96	3.80
October 2016	3.95	3.83
November 2016	3.89	3.83
December 2016	4.20	3.83
January 2017	3.85	3.83
February 2017	3.85	3.85
March 2017	4.10	3.85
April 2017 (up to the Latest Practicable Date)	4.10	4.10

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor to the best of their knowledge and belief having made all reasonable enquires, none of their associates (as defined in the Listing Rules) have any present intention, in the event that the mandate is approved by shareholders, to sell the Shares to the Company.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell the Shares to the Company nor has he/she undertaken not to do so in the event that the Company is authorised to make purchase of the Shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the propose resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in Memorandum of Association and the Bye-laws of the Company.

7. TAKEOVERS CODE

A repurchase of Shares by the Company may result in any increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Merger (the “**Takeovers Code**”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gold Sceptre Limited held 51 per cent of the issued share capital of the Company. In the event that the Directors of the Company should exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the resolution, the shareholding of Gold Sceptre Limited in the Company would be increased to approximately 56 per cent of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company did not purchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

THE NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme:

1. The purpose of the New Share Option Scheme

The purpose of this New Share Option Scheme is to recognize and acknowledge the contributions or potential contributions made or to be made by the Qualified Participants to the Group, to motivate the Qualified Participants to optimize their performance and efficiency for the benefit of its shareholders, and to maintain or attract business relationship with the Qualified Participants whose contributions are or may be beneficial to the growth of the Group.

2. Conditions Precedent of the New Share Option Scheme

This New Share Option Scheme shall take effect subject to: (a) the passing of the necessary resolutions by the shareholders of the Company for the adoption of this New Share Option Scheme; and (b) the approval by the Stock Exchange of the listing of and permission to deal in any Shares to be allotted and issued pursuant to the exercise of Options under this New Share Option Scheme.

3. Qualified Participant

The Board may at its discretion grant Options to (i) any executive director, or employee (whether full time or part time) of the Company, any Subsidiary (as defined in the Listing Rules) or any entity in which the Company or any Subsidiary holds any equity interest (“**Invested Entity**”); (ii) any non-executive director (including independent non-executive directors) of the Company, any Subsidiary or any Invested Entity; (iii) any supplier of goods or services to the Company, any Subsidiary or any Invested Entity; (iv) any customer of the Company, any Subsidiary or any Invested Entity; (v) any such other consultant, adviser, contractor, business partner or service provider of the Company or any Subsidiary or any Invested Entity; and (vi) any full time employee of any supplier, customer, consultant, adviser, contractor, business partner or service provider of the Company, any Subsidiary or any Invested Entity who in the absolute discretion of the Board has contributed or will contribute to the Group (the “**Qualified Participant**”), provided that no such grants shall be made except in such manner that the Company will not be required under the applicable securities laws and regulations to issue a prospectus or other offer document in respect thereof, and will not result in the breach by the Company or the Directors of any applicable securities laws and regulations or in any filing or other requirements arising.

In determining the basis of eligibility of each Qualified Participant, the Board would take into account a number of factors, including but not limited to the years of service/business relationship between the Qualified Participant and the Group, general working performance, working experience, knowledge in the industry and/or business connection or network of the Qualified Participant, contributions or potential contributions made or to be made by the Qualified Participant to the Group which is or is expected to be beneficial to the prosperity, business development, growth or financial performance or success of the Group, continuing efforts made by the Qualified Participant to promote the interests of the Group, and any other factors as the Board may at its discretion consider appropriate to enable the Group to recruit and retain high-calibre employees, attract human resources and attract business relationship that are valuable to the Group and any Invested Entity.

4. Price of Shares

The price per Share at which a Qualified Participant who accepts the offer of the grant of an Option in accordance with the terms of this Scheme or (where the context so permits) a person who, in accordance with the applicable laws of succession, is entitled to any Option (to the extent not already exercised) as a result of the death of any Qualified Participant (the “**Grantee**”) may subscribe for shares upon exercise of an Option (the “**Subscription Price**”) in relation to each Option under the New Share Option Scheme shall subject to any adjustments to be made in the event of reorganization of capital structure of the Company pursuant to paragraph (14) below, be a price determined and notified by the Board to the respective Qualified Participant as set out in the Letter (as defined below). Such price shall be at least the highest of (a) the closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets on the date on which the option is offered to a Qualified Participant (“**Offer Date**”); (b) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five (5) business days immediately preceding the Offer Date; and (c) the nominal value of the Shares on the Offer Date.

5. Grant of Option

Subject to the terms of the New Share Option Scheme and any operational rules made from time to time, the Board may offer to grant to any Qualified Participant on the basis of his contributions to the development and growth of the Company and its Subsidiaries as the Board may in its absolute discretions, select an Option to subscribe for such number of Shares as the Board may determine at the Subscription Price but otherwise on such terms as the Board thinks fit, provided that no Option shall be granted under the New Share Option Scheme after the expiry of the New Share Option Scheme Period or after the termination of the New Share Option Scheme in accordance with the termination provisions under the New Share Option Scheme.

An offer of the grant of an Option shall be made a Qualified Participant by letter (the “**Letter**”) in such form as the Board may from time to time determine, requiring the Qualified Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the New Share Option Scheme including any operational rules.

An Option shall be deemed to have been granted and accepted by the Grantee and to have taken effect when the duplicate Letter comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of the Company of HK\$100 by way of consideration for the grant of the Option shall have been received by the Company on or before the last day for acceptance as set out in the Letter. Such remittance is not in any circumstance refundable. Once accepted, the Option is granted as from the date on which it was offered to the relevant Qualified Participant.

The Company and the Board have no present intention to grant the Options upon the adoption of the New Share Option Scheme.

6. Terms of Options

The Options granted must be accepted within ten (10) business days from the date on which the offer is made (otherwise, the offer will be deemed to be irrevocably declined) provided that no such offer shall be open for acceptance after the expiry of the New Share Option Scheme Period or after the termination of the New Share Option Scheme;

Unless the Board otherwise determined and stated in the offer letter of the grant of Options, a Grantee is not required to achieve any performance targets before any Options granted under this New Share Option Scheme can be exercised and there is no minimum period for which any Option must be held before it can be exercised.

Unless otherwise provided in the Letter, the grant of an Option may be accepted for less than number of Shares it is offered provided that it is accepted in a board lot for dealing in Shares on the Stock Exchange or an multiple thereof and to the extent that the offer of the grant of an Option is not accepted before the last date for acceptance as set out in the Letter, it will be deemed to have been irrevocably declined and shall immediately lapsed.

7. Maximum number of Shares

- (i) Subject to sub-paragraph (ii) and (iii), the maximum number of Shares in respect of which Options may be granted under this New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed the number of Shares that shall represent ten per cent (10%) of the total number of Shares in issue as at the date upon which this New Share Option Scheme is approved by shareholders of the Company in general meeting (“**Scheme Mandate**”). For the purpose of calculating the Scheme Mandate, Options which have lapsed in accordance with the terms of the Scheme and any other share option scheme of the Company shall not be counted.
- (ii) The Company may seek approval by its shareholders in general meeting for refreshing the Scheme Mandate provided that the total number of Shares in respect of which Options may be granted under the New Share Option Scheme and any other share option schemes of the Company under the Scheme Mandate as refreshed must not exceed ten per cent (10%) of the total number of Shares in issue as at the date of such shareholder approval. For these purposes, Options previously granted under this New Share Option Scheme and any other share option schemes of the Company, whether outstanding, cancelled, lapsed in accordance with its applicable rules or already exercised, will not be counted. The Company shall send to the Shareholders a circular containing the information required under Chapter 17 of the Listing Rules.
- (iii) The Company may seek separate approval by its shareholders in general meeting for granting Options beyond the Scheme Mandate provided the Options in excess of the Scheme Mandate are granted only to Qualified Participants who are specifically identified before such approval is sought. A circular will be sent by the Company to its shareholders in accordance with the Listing Rules.

- (iv) Notwithstanding any provisions to the contrary, the limit on the number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed thirty per cent. (30%) of the relevant class of shares of the Company in issue from time to time. No options may be granted under any schemes of the Company if such grant will result in this thirty per cent. (30%) limit being exceeded.
- (v) Unless approved by shareholders in general meeting in the manner prescribed in the Listing Rules, the Board shall not grant Options to any Grantee if the acceptance of those Options would result in the total number of Shares issued and to be issued to that Grantee on the exercise of his Options (including both exercised and outstanding Options) during any 12 month period exceeding 1 per cent. (1%) of the total Shares then in issue.
- (vi) The maximum numbers set out in sub-paragraph (i) to (v) above shall be adjusted, in such manner as the auditors shall certify in writing to the Board to be fair and reasonable in the event of any alteration to the capital structure of the Company in accordance with paragraph (14) below whether by way of capitalization of profits or reserves, rights issue, consolidation, reclassification, reconstruction, subdivision or reduction of the share capital of the Company but shall not in any event exceed the limits imposed by the Listing Rules.

8. Timing for exercise options

The period during which an Option may be exercised by the Grantee (or his legal personal representative) (to the extent that it is vested and/or exercisable pursuant to the terms and conditions set out in the Letter) in accordance with the terms of the New Share Option Scheme (the “**Option Period**”) shall be a period of time to be notified by the Board to each Grantee, which the Board may in its absolute discretion determine, save that such period must not be more than ten years from the Offer Date.

9. Rights personal to Grantee

An Option shall be personal to the Grantee and shall not be transferable or assignable. No Grantee shall sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt to do so (except that the Grantee may nominate a nominee, of which the Grantee is the sole beneficial owner, in whose name the Shares issued pursuant to the New Share Option Scheme may be registered provided that evidence of such trust arrangement between the Grantee and the nominee has been provided to the satisfaction of the Board).

The Company may, after having reasonably satisfied itself that the Grantee shall have committed a breach to the above paragraph, revoke the Option granted to that Grantee (to the extent not already exercised) by notice. Such revocation notice shall be final and binding on the Grantee.

10. Rights on death/ceasing employment

- (i) If the Grantee who is a director or an employee (whether full time or part time) of the Company or any Subsidiary or any Invested Entity (“**Eligible Employee**”) ceases to be so engaged by reason other than his death or the termination of his employment on one or more of the grounds under paragraph 15 (v) below or retirement in accordance with the terms of his contract of employment or by virtue of any statutory requirement, the Grantee shall be entitled to exercise the Option up to his entitlement (to the extent exercisable but not already exercised) at the date of cessation within a period of 1 month from the date of such cessation, which date shall be the last day on which the Grantee was at work with the Company, the relevant Subsidiary or Invested Entity (whether salary is paid in lieu of notice or not) (or within such longer period as the Board may determine);
- (ii) In the event of death of the Grantee (being an individual) before exercising the Option in full, and none of the events which would be a ground for termination of his employment under paragraph 15 (v) has arisen in case such Grantee is an Eligible Employee, his legal personal representatives may exercise the Option up to the Grantee’s entitlement (to the extent exercisable as at the date of his death and not exercised) within the period of 12 months following his death or such longer period as the Board may determine;
- (iii) If the Grantee being an Eligible Employee ceases to be so engaged by reason of retirement in accordance with the terms of his contract of employment or by virtue of any statutory requirement and none of the events which would be a ground for termination of his employment as specified in paragraph 15 (v) below has arisen, the Grantee shall be entitled within a period of 12 months from the date of retirement (or such longer period as the Board may determine) to exercise the Option up to Grantee’s entitlement (to the extent exercisable but not already exercised); and
- (iv) If the Grantee being a non-Eligible Employee in the absolute opinion of the Board ceases to be qualified as a Qualified Participant by reason of termination of its business relation with the relevant member of the Group or otherwise, such Grantee shall be entitled within a period of 1 month from the date of termination (or such other period as the Board may determine) to exercise the Option up to its entitlement (to the extent exercisable but not already exercised).

11. Rights on general offer

If a general offer (whether by way of takeover offer, scheme of arrangement or otherwise) is made to all the holders of Shares (or all holders other than the offeror and its concert parties and persons controlled by the offeror) and the offer becomes or is declared unconditional during the Option Period of the outstanding Option, the Grantee (or his or her legal personal representatives) shall be entitled to exercise the Option (to the extent not already exercised but whether vested or not) at any time before the expiry of the period of ten (10) business days following the date on which the offer becomes or is declared unconditional.

12. Rights on voluntary winding up

If an effective resolution is passed for the voluntary winding-up of the Company or an order of court is made for the winding-up of the Company, a Grantee may in respect of outstanding Options by giving notice in writing to the Company within fifteen (15) business days after the date of such resolution, elect to be treated as if the Option (to the extent not already exercised but whether vested or not) had been exercised immediately before the passing of the resolution. The notice must state the number of Shares in respect of which the election is made and be accompanied by a remittance for the full amount of the aggregate Subscription Price for the relevant Shares. Immediately upon receipt of the notice by the Company, the Grantee will become entitled to receive out of the assets available in the liquidation *pari passu* with the holders of Shares such sum as would have been received in respect of the Shares that are the subject of the election.

13. Rights on a compromise or arrangement

If a compromise or arrangement between the Company and its shareholders or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice to all Grantees on the same day as it gives notice of the meeting to its shareholders or creditors to consider the compromise or arrangement. Upon receipt of the notice, the Grantee may, during the period commencing on the date of the notice and ending on the earlier of:

- (i) the date two calendar months thereafter; and
- (ii) the date on which such compromise or arrangement is sanctioned by the court;

exercise the Option (to the extent not already exercised but whether vested or not) (whether in full or in part), conditional upon the compromise or arrangement being sanctioned by the court and becoming effective. With effect from the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. The Company may require the Grantee to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the Grantee in the same position as nearly as would have been the case had such Shares been subject to the compromise or arrangement. If for any reason such compromise or arrangement is not approved by the court (whether upon the terms present to the court or upon any other terms as may be approved by such court) the rights of Grantees to exercise their respective Options shall with effect from the date of the making of the order by the court be restored in full and shall thereupon become exercisable (but subject to the other terms of the New Share Option Scheme) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

14. Reorganisation of capital structure

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable, whether by way of capitalisation issue, rights issue, consolidation, subdivision or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party), the Board shall make (and shall notify to the Grantee) such corresponding alterations (if any) in:

- (a) the number of Shares subject to any Option so far as such Option remains unexercised; and/or
- (b) the Subscription Price; and/or
- (c) the number of Shares subject to the New Share Option Scheme,

as the auditors shall certify in writing to the Board to be in their opinion fair and reasonable, provided that any adjustment shall be made on the basis that are required to give each Grantee the same proportion of the share capital as that to which the Grantee was previously entitled, but not so that the effect would be to enable any Share to be issued to a Grantee at less than its nominal value.

The capacity of the auditors in this paragraph is that of experts and not of arbitrators and their certification shall be final and binding on the Company and the Grantees.

15. Lapse of options

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the Option Period;
- (ii) the expiry of the periods referred to in paragraphs (10), (11), (12) or (13);
- (iii) the date of the commencement of the winding-up of the Company in respect of the situation contemplated in paragraph (12);
- (iv) the date the scheme or compromise referred to in paragraph (13) become effective;

- (v) the date on which the Grantee being an Eligible Employee ceases to be a Qualified Participant by reason of the termination of his or her employment on any one or more of the grounds that he or she has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of a criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment forthwith pursuant to applicable laws or under the Grantee's employment contract and a resolution of the Board or the board of directors of the relevant Subsidiary or the Invested Entity to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified herein shall be conclusive;
- (vi) the date on which the Grantee commits a breach of paragraph (9);
- (vii) if an Option was granted subject to certain conditions, restrictions or limitations, the date on which the Board resolves that the Grantee has failed to satisfy or comply with such conditions, restrictions or limitations;
- (viii) in respect of the Grantee being a consultant or adviser (whether individual or corporation), the date on which the Board resolves that the consultant or adviser fails to comply with any provisions of the relevant contracts, or breaches its fiduciary duty under the common law; and
- (ix) the occurrence of such event or expiry of such period as may have been specifically provided for in the Offer Letter, if any.

16. Rights attaching to Shares

The Shares to be allotted upon exercise of an Option will be subject to all the provisions of the Memorandum and Bye-laws of the Company and the Companies Act 1981 of Bermuda (as amended) for the time being in force and will rank *pari passu* with the fully paid Shares in issue on the date of allotment. Accordingly, the Shares will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment provided that the record date for the dividend or distribution is a date after the date of allotment.

A Share issued upon the exercise of an Option shall not carry any voting rights until the registration of the Grantee or his nominee as the holder of the Share on the register of members of the Company.

17. Duration of the New Share Option Scheme

Subject to paragraph (22), the New Share Option Scheme shall be valid and effective for a period of ten years commencing on the date on which the New Share Option Scheme is deemed to take effect in accordance with its terms (the “**Scheme Period**”), after which time no further Options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in all other respects. In particular, all Options granted before the end of the Scheme Period shall continue to be valid and exercisable after the end of such period in accordance with the terms of the New Share Option Scheme.

18. Amendments of the New Share Option Scheme

- (i) Any amendment to the New Share Option Scheme other than those set out in sub-paragraph (ii) below must be approved by resolution of the Board.
- (ii) The following matters require the prior sanction of a resolution of the shareholders of the Company in general meeting:
 - (a) any material alteration to its terms and conditions or any change to the terms of Options granted (except where the alterations take effect under the existing terms of this New Share Option Scheme);
 - (b) any alteration to the provisions of the New Share Option Scheme in relation to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Grantee;
 - (c) any change to the authority of the Board or the scheme administrator appointed by the Board pursuant to the terms of the New Share Option Scheme;
 - (d) any amendments to the terms of options granted to a Grantee who is a substantial shareholder of the Company or an independent non-executive director, or any of their respective associates. The resolution to approve the amendment must be taken on a poll and the Grantee, his associates and all core connected person of the Company must abstain from voting on the resolution to approve such amendment, except that such persons may vote against such resolution; and
 - (e) any alteration to this paragraph (18),
- (iii) Without prejudice to other provisions contained in this paragraph (18), no alteration shall be made to the New Share Option Scheme if such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the shareholders of the Company under the Memorandum and Bye-laws of the Company and the Companies Act 1981 of Bermuda (as amended) for the time being for a variation of the rights attached to the Shares and provided further that any amendments on the terms of the New Share Option Scheme or the terms of the Options shall comply with the requirements of the Listing Rules.

- (iv) For the avoidance of doubt, all Options granted after the adoption date shall, save and except the Subscription Price, be bound by the rules of the New Share Option Scheme as amended from time to time.

19. Administration

- (i) Any disputes arising out of or in connection with the New Share Option Scheme (whether as to the number of Shares, the subject of an Option, the amount of the Subscription Price or otherwise) shall be referred to the decision of the auditors who shall act as experts and not as arbitrators and whose decision shall in the absence of manifest error, be final and binding on all parties who may be affected thereby. The New Share Option Scheme shall be administered by the Board whose decision as to all matters relating to the New Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties affected thereby. The Board may appoint a scheme administrator to manage the New Share Option Scheme. In particular, the Board shall finally determine whether a person is eligible to participate in the New Share Option Scheme.
- (ii) Without prejudice to any of the provisions of the New Share Option Scheme, the Board may from time to time adopt such operational rules as it may deem fit for the purpose of giving effect to or implementing the New Share Option Scheme including rules which restrict the exercise of the Options granted or to be granted or otherwise impose restrictions on the Grantee provided that such operational rules do not conflict with the New Share Option Scheme or contravene any of the provisions of the Listing Rules.

20. Options to Connected Persons

- (i) Any grant of Options to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by all the independent non-executive directors of the Company (excluding independent non-executive director who is a Grantee of the Options).
- (ii) Without prejudice to sub-paragraph (i) above, any grant of Options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates must be approved by the shareholders of the Company in general meeting if the Shares issued and to be issued upon exercise of all Options already granted and proposed to be granted to him (whether exercised, cancelled or outstanding) in the 12 month period up to and including the proposed Offer Date:
 - (a) would represent in aggregate more than 0.1 per cent of the Shares then in issue; and
 - (b) would have an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000 (or such other amount as shall be permissible under the Listing Rules from time to time).

- (iii) At the general meeting to approve the proposed grant of Options pursuant to the sub-paragraph (ii) above, the Grantee, his associates and all core connected persons of the Company must abstain from voting unless they intend to vote against the proposed grant and that intention has been stated in a circular to be despatched to shareholders of the Company in accordance with the Listing Rules. At such general meeting, the vote to approve the grant of such Options must be taken on a poll in accordance with the Listing Rules. The Company shall send to the shareholders of the Company a circular containing the details and information required under Chapter 17 of the Listing Rules.
- (iv) Any proposed change in the terms of the Options granted to a Grantee who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, must be approved by the shareholders of the Company in general meeting in accordance with the relevant provisions of the Listing Rules.

21. Cancellation of Options

With the Grantee's consent, the Board shall be entitled for the following causes to cancel any Option in whole or in part by giving notice in writing to the Grantee stating that such Option is thereby cancelled with effect from the date specified in such notice (the "**Cancellation Date**"):

- (a) the Company pays to the Grantee an amount equal to the fair market value of the option at the date of cancellation as determined by the Board at its absolute discretion, after consultation with the auditors or an independent financial advisor appointed by the Board;
- (b) the Board offers to grant to the Grantee replacement options (or options under any other share option scheme) provided that such replacement options are granted under a scheme with available unissued options (excluding the cancelled options) within the limit mentioned in paragraph (7), or makes such arrangements as the Grantee may agree to compensate him for the loss of the option; or
- (c) the Board makes such arrangements as the Grantee may agree to compensate him for the cancellation of the option.

22. Termination

The Company may at any time terminate the operation of the New Share Option Scheme by resolution of the Board or resolution of the Shareholders in general meeting and in such event no further Options will be offered but the provisions of the New Share Option Scheme shall remain in force in all other respects. In particular, all Options granted and accepted prior to the termination and yet to be exercised shall continue to be valid and exercisable in accordance with the terms of the New Share Option Scheme.

**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 annual general meeting of the shareholders 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 26 May 2017 (Friday) at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2016.
2. To declare final dividend.
3. To re-elect Directors by separate resolutions and to authorise the Board to fix the remuneration of the Directors.
4. To appoint Deloitte Touche Tohmatsu as the auditors and to authorise the Directors to fix their remuneration.

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to (c) below, a general mandate be and is hereby unconditionally given to the Directors 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 or options which would or might require the exercise of such powers;

* For identification purposes only

- (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 to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than any allotment of the shares of the Company (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) on the exercise of the subscription rights attaching to any warrants 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 of the Company; 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 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s Bye-laws to be held; and
- (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 the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

6. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose under the Code on Share Repurchases, 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;
 - (b) the aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” has the same meaning as defined in resolution No. 5 of the notice convening this meeting.”
7. **“THAT** conditional upon the passing of the resolution Nos. 5 and 6 as set out in 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 of the Company pursuant to the resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”
8. **“THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of and permission to deal in the shares of the Company, representing 10% of the number of issued shares on the date of the passing of this resolution, which may fall to be issued by the Company pursuant to the exercise of any options to be granted under the New Share Option Scheme (as defined in the circular despatched to the shareholders of the Company dated the same date as of the notice convening this meeting), the terms of which are set out in the printed document mark “A” produced to this meeting and for the purpose of identification signed by the Chairman, be and is hereby approved and adopted to be the share option scheme of the Company and with effect from the date of the New Share Option Scheme becoming unconditional and coming

into effect, and that the board of directors of the Company be and is hereby authorised to do all such acts and to take all such steps and to enter into all such transactions, arrangements and agreements and to execute all such documents on behalf of the Company as may be necessary or expedient in order to give effect to the New Share Option Scheme, including without limitation:

- (a) to administer and grant options thereunder and to allot and issue shares in the capital of the Company pursuant to the New Share Option Scheme;
- (b) to alter and/or modify the New Share Option Scheme from time to time provided that such alteration and/or modification is effected in accordance with the provisions of the New Share Option Scheme relating to the alteration and/or modification and subject to Chapter 17 of the Listing Rules;
- (c) to allot and issue from time to time such number of shares of the Company as may be required to be allotted and issued pursuant to the exercise of options granted under the New Share Option Scheme provided always that the total number of shares of the Company subject to the New Share Option Scheme aggregated with the number of shares of the Company subject to any grant after the date of passing of this resolution pursuant to any other share option schemes of the Company, shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme and the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total issued shares of the Company from time to time; and
- (d) to consent, if a Director so deems fit and expedient, to such conditions, alteration and/or modification as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”

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

Hong Kong, 20 April 2017

Notes:

1. 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 need not be a member of the Company.
2. 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.
3. 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.
4. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the Meeting if he/she wishes. If a member attend and vote at the Meeting, the authority of the proxy will be revoked.
5. The Register of Members will be closed from 23 May 2017 to 26 May 2017, during which period no share transfer will be effected. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers accompanied by the relevant share certificates must be lodged with 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 later than 4:00 p.m. on 22 May 2017.
6. The Register of Members will be closed on 6 July 2017 and 7 July 2017, during which period no share transfer will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with 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 later than 4:00 p.m. on 5 July 2017.