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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting of SiS International Holdings Limited (the “**Company**”) will be held at Kellett Room IV, 3/F The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 31 October 2017 (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 RESOLUTIONS**

1. “**THAT:**

- (a) the acquisition of all the issued and fully paid-up shares in the capital of SiS Distribution (Thailand) Public Company Limited, other than those already owned and controlled by the Company and its subsidiaries, Mr. Lim Kia Hong and Mr. Lim Hwee Hai (collectively the “**Offer Shares**” and each an “**Offer Share**”), by way of a voluntary general offer in Thailand by Thai Alliance Co Ltd. (the “**Offeror**”), a company incorporated in Thailand with limited liability and is directly held as to approximately 48.996% by Thai Investment Holdings Pte. Ltd., a company incorporated in Singapore with limited liability and is an indirectly wholly owned subsidiary of the Company, in respect of the Offer Shares at an offer price of Baht7.00 per Offer Share (subject to 10% adjustments based on the market conditions in Thailand) in cash in the manner described in the Company’s circular dated 16 October 2017 (the “**Acquisition**”) and all the transactions contemplated thereunder, be and are hereby ratified, confirmed, authorised and approved; and

\* *For identification purposes only*

- (b) any one or more directors of the Company be and are hereby authorised to do all such further acts and things and to sign, seal, execute and deliver all such documents, instruments, agreements and deeds, including under seal where applicable (in which case by any two directors of the Company) and to take all such steps as he may in his absolute discretion considers necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions set out in the above resolution and to agree to any variation, amendments, supplement or waiver of matters relating thereto.”

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

Hong Kong, 16 October 2017

*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.
3. 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.
6. The Register of Members will be closed on 31 October 2017, no share transfer will be effected on that date. In order to qualify for attending and voting at the meeting 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 30 October 2017.

*As at the date of this announcement, the executive directors are Mr. Lim Kia Hong, Mr. Lim Kiah Meng, Mr. Lim Hwee Hai and Madam Lim Hwee Noi. The independent non-executive directors are Mr. Lee Hiok Chuan, Ms. Ong Wui Leng and Mr. Ma Shiu Sun Michael.*