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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sino-Entertainment Technology 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 or transfer was effected for transmission to the purchaser or transferee.

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SINO-ENTERTAINMENT TECHNOLOGY HOLDINGS LIMITED

新娛科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6933)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Sino-Entertainment Technology Holdings Limited to be held at Suite No. 2, 3rd Floor, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong on Friday, 14 June 2024 at 3:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sinotecw.com).

References to time and dates in this circular are to Hong Kong time and dates.

26 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite No. 2, 3 rd Floor, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong on Friday, 14 June 2024 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Company”	Sino-Entertainment Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6933)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong, as amended, supplemented and/or otherwise modified from time to time
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“US\$”	United States dollar, the lawful currency of the United States of America

LETTER FROM THE BOARD



SINO-ENTERTAINMENT TECHNOLOGY HOLDINGS LIMITED

新娛科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6933)

Executive Directors:

Mr. Sui Jiaheng (*Chairman*)
Mr. Li Tao

Non-executive Director:

Mr. He Shaoning

Independent Non-executive Directors:

Ms. Pang Xia
Mr. Deng Chunhua
Ms. Chen Nan

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal Place of Business in the PRC:

Room 3-4, Floor 8, Fortune Plaza
No. 4 Deshan Road
Luocheng Dongmen Town
Luocheng Mulao Autonomous County
Hechi City, Guangxi, China

*Principal Place of Business
in Hong Kong:*

Suite No. 2, 3/F Sino Plaza
255 Gloucester Road
Causeway Bay
Hong Kong

26 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED RE-APPOINTMENT OF AUDITOR,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, 14 June 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Li Tao, an executive Director, Mr. He Shaoning, a non-executive Director, and Ms. Chen Nan, an independent non-executive Director, shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The nomination committee of the Company has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

Asian Alliance (HK) CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint Asian Alliance (HK) CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 8 June 2023, a general unconditional mandate was granted to the Directors to exercise all of the powers of the Company to repurchase Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary

LETTER FROM THE BOARD

resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 41,483,781 Shares on the basis that the issued share capital of the Company remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular. The Company confirms that neither the explanatory statement nor the Share Repurchase Mandate has any unusual features.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 8 June 2023, a general unconditional mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 82,967,563 Shares on the basis that the issued share capital of the Company remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinotecw.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of

LETTER FROM THE BOARD

attorney or authority, at the branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

7. RECOMMENDATION

The Directors consider that each of the resolutions numbered (1) to (6) as set out in the notice of Annual General Meeting is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 June 2024.

Yours faithfully,

For and on behalf of the Board

Sino-Entertainment Technology Holdings Limited

Sui Jiaheng

Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **LI TAO (李濤), executive Director**

Position and Experience

Mr. Li Tao, aged 43, is the executive Director and chief executive officer of the Group. Mr. Li is primarily responsible for the overall business planning and daily management of the Group, including, among others, coordinating the publishing of online games. He joined the Group in January 2017 as the vice general manager of the gaming business department of Luocheng Mulao Autonomous County Dinglian Technology Company Limited* (羅城仫佬族自治縣頂聯科技有限責任公司) (“**Dinglian Technology**”). He was the general manager of the gaming business department of Khorghos Dinglian Interactive Network Technological Company Limited* (霍爾果斯頂聯互動網絡科技有限公司) from January 2018 to January 2019. Mr. Li has been the chief executive officer of Dinglian Technology since February 2018.

Mr. Li has over 16 years of experience in marketing through his exposure to the gaming field and management of technology companies. Prior to joining the Group, Mr. Li worked in the marketing department of Guangzhou Jiexun Communication Technology Limited* (廣州捷訊通信技術有限公司) from September 2002 to April 2008, with the last position as marketing manager. From July 2008 to January 2011, Mr. Li worked on marketing-related matters at Shenzhen Zhengchuang Technology Limited* (深圳市徵創科技有限公司), a company principally engaged in game promotion. Mr. Li worked as the chief marketing officer at Guangzhou Miqi Network Technology Limited* (廣州市覓奇網絡科技有限公司) from November 2011 to July 2013. Mr. Li served as a marketing director of Guangzhou Yinhan Technology Co., Ltd.* (廣州銀漢科技有限公司), a company principally engaged in the provision of mobile value-added services, mass online game development and operation services, from August 2013 to May 2014. During the period from June 2014 to November 2014, Mr. Li was a marketing manager of Guangdong Xinghui Tiantuo Interactive Entertainment Limited* (廣東星輝天拓互動娛樂有限公司) (“**Teamtop**”). Teamtop, a wholly-owned subsidiary of Rastar Group (星輝互動娛樂股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 300043), is an integrated platform game company principally engaged in the research, development and distribution of internet games. Mr. Li worked as a general manager of Guangzhou Tianhen Network Technology Limited* (廣州市天痕網絡科技有限公司), a company principally engaged in the information technology services and promotion of games, from July 2015 to July 2016. Mr. Li obtained his diploma in tourism management from Guizhou University of Commerce (貴州商業高等專科學院) in July 2002.

Save as disclosed above, Mr. Li did not hold any other directorship in companies listed in Hong Kong and overseas in the last three years.

Length of service

Mr. Li was appointed as an executive Director on 15 April 2021. There is a service contract between Mr. Li and the Company for a term of three years commencing from 15 April 2021. Mr. Li is subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association.

Director's Emoluments

Mr. Li is entitled to a basic salary of approximately RMB388,212 per annum, which is determined with reference to his experience, qualifications, duties and responsibilities involved in the Company, the performance of the Company and the prevailing market conditions.

Interests in Shares

As at the Latest Practicable Date, Mr. Li did not have any interests in securities of the Company pursuant to Part XV of the SFO.

Relationships

Save as disclosed above, Mr. Li has no other relationship with any Director, senior management or substantial Shareholder or controlling Shareholder.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no other information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

(2) HE SHAONING (何紹寧), non-executive Director*Position and Experience*

Mr. He Shaoning (何紹寧), aged 42, is a non-executive Director of the Group, primarily responsible for the day-to-day business management of the Group. He has been the general manager of Dinglian Technology from December 2014 to April 2021, and has accumulated extensive experience in managing daily operations of Dinglian Technology and is responsible for work related to finance and human resources. He was appointed as director of Dinglian Technology from October 2017 to April 2021. He was appointed as an executive Director and the general manager of the Group from 3 April 2019 to 14 April 2021. Mr. He was redesignated as non-executive Director from executive Director since 15 April 2021.

Mr. He is one of the founders of the Group. He has over six years of sales and marketing experience and over four years of business management experience in the mobile game industry. Prior to joining the Group, from January 2002 to April 2007, he worked at Tongyun Business Shopping Mall* (通運商貿購物中心) as a salesperson. Mr. He served as the vice president and marketing director of Luocheng Mulao Autonomous County Wuyuechun Wine Limited* (羅城仫佬族自治縣五月春酒業有限公司) from June 2007 to November 2014.

Mr. He graduated from Guangxi Commercial School* (廣西商業學校), majoring in marketing and sales, in June 1998. He was awarded the Personal Science and Technology Innovation Award (個人科技創新獎) jointly by the China Enterprise Development Association (中國企業發展協會) and the Whole Country Brand Authentication Alliance (全國品牌認證聯盟) in November 2017.

Save as disclosed above, Mr. He did not hold any other directorship in companies listed in Hong Kong and overseas in the last three years.

Length of Service

Mr. He was appointed as a non-executive Director on 15 April 2021. There is a service contract between Mr. He and the Company for a term of three years commencing from 15 April 2021. Mr. He is subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association.

Director's Emoluments

Mr. He is entitled to a director's fee of RMB48,000 per annum. Mr. He, in his capacity as a non-executive Director, does not receive any other remuneration for holding his office as a non-executive Director.

Interests in Shares

As at the Latest Practicable Date, Mr. He did not have any interests in the securities of the Company pursuant to Part XV of the SFO.

Relationships

Save as disclosed above, Mr. He has no other relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no other information relating to Mr. He that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

(3) CHEN NAN (陳楠), independent non-executive Director*Position and Experience*

Ms. Chen Nan (陳楠), aged 38, is an independent non-executive Director primarily responsible for overseeing the management of the Group independently. She joined the Group on 23 April 2020, when she was appointed as an independent non-executive Director.

Ms. Chen worked in the Shenzhen office of JunZeJun Law Offices (君澤君律師事務所) as a paralegal from February 2012 to August 2013. She worked in the Shenzhen office of Dentons, a global law firm, as a paralegal from September 2013 to May 2015 and as an associate from June 2015 to May 2017. Ms. Chen is an associate of the Shenzhen office of JunZeJun Law Offices (君澤君律師事務所), and has focused her practice in domestic and foreign investment and financing, mergers and acquisitions of listed companies, foreign investment, and initial public offering since April 2017.

Ms. Chen obtained her bachelor's degree in law from South-Central Minzu University (中南民族大學) in June 2008. She obtained her master's degree in constitutional and administrative law from South-Central Minzu University in June 2012. She was admitted as a PRC qualified lawyer in March 2014 by Guangdong Department of Justice (廣東省司法廳).

Save as disclosed above, Ms. Chen did not hold any other directorship in companies listed in Hong Kong and overseas in the last three years.

Length of Service

Ms. Chen was appointed as an independent non-executive Director on 23 April 2020. There is an appointment letter between Ms. Chen and the Company for an initial term of three years commencing from 15 July 2020. Ms. Chen is subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association.

Director's Emoluments

Ms. Chen is entitled to a director's fee of RMB48,000 per annum. Ms. Chen, in her capacity as an independent non-executive Director, does not receive any other remuneration for holding her office as an independent non-executive Director.

Interests in Shares

As at the Latest Practicable Date, Ms. Chen did not have any interests in the securities of the Company pursuant to Part XV of the SFO.

Relationships

Save as disclosed above, Ms. Chen has no other relationship with any Director, senior management of the Company, substantial Shareholder or controlling Shareholder.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no other information relating to Ms. Chen that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

* *The English name is for identification purpose only*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 414,837,816 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 41,483,781 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the ability to repurchase the Shares is in the best interest of the Company and the Shareholders as a whole.

Shares repurchase may, depending on market conditions and funding arrangements at the time, result in an increase in the net assets per Share and/or earnings per Share. The Directors have sought the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then prevailing and such repurchases will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the Listing Rules, the laws of Cayman Islands and any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share 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.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	0.435	0.340
May	0.375	0.270
June	0.310	0.255
July	0.375	0.255
August	0.350	0.255
September	0.330	0.222
October	0.250	0.205
November	0.285	0.195
December	0.300	0.230
2024		
January	0.290	0.180
February	0.290	0.201
March	0.240	0.201
April (up to the Latest Practicable Date)	0.239	0.175

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. Sui Jiaheng, being an executive Director and a controlling shareholder (as defined in the Listing Rules) of the Company, was beneficially interested in 158,900,000 Shares, representing approximately 38.30% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the shareholding of Mr. Sui would be increased to approximately 42.56% of the issued share capital of the Company. Such increase may give rise to Mr. Sui having to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company did not repurchase any Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



SINO-ENTERTAINMENT TECHNOLOGY HOLDINGS LIMITED

新娛科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6933)

Notice is hereby given that the annual general meeting the (“**Annual General Meeting**”) of Sino-Entertainment Technology Holdings Limited (the “**Company**”) will be held at Suite No. 2, 3rd Floor, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong on Friday, 14 June 2024 at 3:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2.
 - a. To re-elect Mr. Li Tao as an executive Director of the Company.
 - b. To re-elect Mr. He Shaoning as a non-executive director of the Company.
 - c. To re-elect Ms. Chen Nan as an independent non-executive director of the Company.
 - d. To authorise the board of directors to fix the respective directors’ remuneration.
3. To re-appoint Asian Alliance (HK) CPA Limited as auditors and to authorise the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable 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 in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

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- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable 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 in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

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6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

Yours faithfully,

For and on behalf of the Board

Sino-Entertainment Technology Holdings Limited

Sui Jiaheng

Chairman

Hong Kong, 26 April 2024

As at the date of this notice, the executive Directors of the Company are Mr. Sui Jiaheng and Mr. Li Tao; the non-executive Director is Mr. He Shaoning; and the independent non-executive Directors are Ms. Pang Xia, Mr. Deng Chunhua and Ms. Chen Nan.

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

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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 certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Wednesday, 12 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 June 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a "black" rainstorm warning signal is in force at 10:00 a.m. on Friday, 14 June 2024, the Annual General Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Annual General Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Annual General Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.