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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting the (“**Extraordinary General Meeting**”) of Sino-Entertainment Technology Holdings Limited (the “**Company**”) will be held at 3:15 p.m. (or immediately after the conclusion of the EGM concerning the major transaction) on Wednesday, 9 April 2025 at Suite No. 2, 3/F, Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong to consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Share(s)**”) which may be issued (including any transfer of Shares out of treasury that are held as treasury shares of the Company (“**treasury Shares**”)) in respect of the awards granted under the New Share Scheme of the Company (the “**New Share Scheme**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Scheme be and is hereby approved and adopted, and the directors of the Company (“**Directors**”) or their delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Scheme, including but without limitation:
 - (i) to administer the New Share Scheme under which award shares will be granted to the Eligible Participants eligible under the New Share Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the New Share Scheme;

- (ii) to modify and/or amend the New Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Scheme;
 - (iii) to grant awards of Shares under the New Share Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued (and/or to transfer such number of treasury Shares, as applicable) in respect of the awards to be granted under the New Share Scheme;
 - (iv) to make application at appropriate time or times to The Stock Exchange of Hong Kong Limited and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the awards to be granted under the New Share Scheme; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Scheme;
- (b) subject to and conditional upon the New Share Scheme becoming unconditional, the existing share option scheme adopted by the Company on 19 June 2020 (“**2020 Share Option Scheme**”) be and is hereby terminated except that the provisions of the 2020 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise as may be required in accordance with the provisions of the 2020 Share Option Scheme.
- (c) subject to and conditional upon the New Share Scheme becoming unconditional, the existing share award plan adopted by the Company on 15 April 2021 as amended on 8 December 2021 (“**2021 Share Award Plan**”) be and is hereby terminated except that the provisions of the 2021 Share Award Plan will remain in full force and effect to the extent necessary to give effect to the exercise of any awards granted prior to its termination, or otherwise as may be required in accordance with the provisions of the 2021 Share Award Plan.
2. “**THAT**, subject to and conditional upon the passing of ordinary resolutions numbered 1, the Scheme Mandate Limit (as defined in the New Share Scheme) being 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether

under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”

3. “**THAT** subject to and conditional upon the passing of ordinary resolutions numbered 1, the Service Provider Sublimit (as defined in the New Share Scheme) on the total number of Shares that may be issued (including any transfer of Shares out of treasury that are held as treasury Shares) in respect of all Awards to be granted to Service Provider Participants (as defined in the New Share Scheme) under the New Share Scheme or all other share schemes of the Company (i.e. 1% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

Yours faithfully,

For and on behalf of the Board

Sino-Entertainment Technology Holdings Limited

Sui Jiaheng

Chairman

Hong Kong, 21 March 2025

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.

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 3:15 p.m. on Monday, 7 April 2025) 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 Monday, 7 April 2025 to Wednesday, 9 April 2025 both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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 Thursday, 3 April 2025.
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 Wednesday, 9 April 2025, the Extraordinary General Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Extraordinary 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 Extraordinary General Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.