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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a 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 SIM Technology Group Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or the transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SIM Technology

SIM Technology Group Limited

晨訊科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2000)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES;
PROPOSED RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of SIM Technology Group Limited to be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2015 at 10:00 a.m. is set out on pages 4 to 8 of this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete the form of proxy accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at Unit 2908, 29th Floor, 248 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so wish.

* For identification purposes only

LETTER FROM THE BOARD OF DIRECTORS



SIM Technology

SIM Technology Group Limited

晨訊科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2000)

Executive Directors:

Ms Yeung Man Ying (*Chairman*)

Mr Wong Cho Tung

Mr Zhang Jianping

Ms Tang Rongrong

Mr Chan Tat Wing, Richard

Mr Liu Hong

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business

in Hong Kong:

Unit 2908, 29th Floor

248 Queen's Road East

Wanchai

Hong Kong

Independent non-executive Directors:

Mr Liu Hing Hung

Mr Xie Linzhen

Mr Dong Yunting

29 April 2015

To the Shareholder

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND TO REPURCHASE SHARES;
AND
PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the annual general meeting of SIM Technology Group Limited (“**Company**”) to be held on Wednesday, 3 June 2015 at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong (“**Annual General Meeting**”), the notice of which (“**Notice of the Annual General Meeting**”) is set out on pages 4 to 8 of this circular. These proposed resolutions include the ordinary resolutions to (i) grant the directors of the Company (“**Directors**”) general mandates to allot, issue and deal with shares of HK\$0.10 each of the Company (“**Share**”) and repurchase issued Shares and, subject to the passing of the resolutions approving the grant of the aforesaid general mandates, to extend the general

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LETTER FROM THE BOARD OF DIRECTORS

mandate to allot, issue and deal with additional Shares by an amount not exceeding the amount of Shares purchased by the Company under the authority to repurchase; and (ii) re-elect the Directors who are due to retire by rotation at the Annual General Meeting.

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed in the terms set out in Resolution 4A of the Notice of the Annual General Meeting to renew the general and unconditional mandate to authorise the Directors to allot, issue and otherwise deal with new Shares of up to 20 per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution with effect from the expiry of the current general mandate to issue Shares granted to the Directors at the last annual general meeting of the Company held on 30 May 2014 (“**Issue Mandate**”). As at 23 April 2015, being the latest practicable date prior to the printing of this circular (“**Latest Practicable Date**”), a total of 2,557,498,500 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 511,499,700 Shares.

At the Annual General Meeting, an ordinary resolution will be proposed in the terms set out in Resolution 4B of the Notice of the Annual General Meeting to renew the general mandate to authorise the Directors to exercise the powers of the Company to repurchase Shares up to a limit of 10 per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution (“**Repurchase Mandate**”).

In addition, if the resolutions approving the Issue Mandate and the Repurchase Mandate are passed, an ordinary resolution in the terms set out in Resolution 4C of the Notice of the Annual General Meeting will be proposed to authorise the Directors to allot, issue and otherwise deal with further Shares up to an amount equal to the aggregate nominal amount of the Shares repurchased under the Repurchase Mandate (“**Extension Mandate**”).

An explanatory statement as required under the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) giving information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with bye-law 87 of the bye-laws of the Company (“**Bye-laws**”), at the Annual General Meeting, each of Mr Wong Cho Tung (an executive Director), Mr Chan Tat Wing, Richard (an executive Director) and Mr Dong Yunting (an independent non-executive Director) will retire from office by rotation and, being eligible, will offer himself for re-election.

Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD OF DIRECTORS

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll. The chairman of the Annual General Meeting will explain the procedures for conducting a poll at the commencement of the Annual General Meeting. To the best of the Directors' knowledge, information and belief, none of the shareholders of the Company is required to abstain from voting for the resolutions to be proposed at the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.sim.com.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2015 at 10:00 a.m. is set out on pages 4 to 8 of this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the form of proxy accompanying the Notice of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's principal place of business in Hong Kong at Unit 2908, 29th Floor, 248 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or (any adjournment thereof) should you so wish.

RECOMMENDATION

The Directors believe that all the ordinary resolutions in respect of the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and re-election of Directors, as set out in the Notice of the Annual General Meeting, are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the ordinary resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the board of Directors
SIM Technology Group Limited
Yeung Man Ying
Chairman

NOTICE OF ANNUAL GENERAL MEETING



SIM Technology

SIM Technology Group Limited

晨訊科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2000)

NOTICE IS HEREBY GIVEN that the annual general meeting of SIM Technology Group Limited (“**Company**”) will be held at Unit A, 29th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 3 June 2015 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2014.
2. (a) To re-elect Mr Wong Cho Tung as a director of the Company (“**Director**”).
(b) To re-elect Mr Chan Tat Wing, Richard as a Director.
(c) To re-elect Mr Dong Yunting as a Director.
(d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - A. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company or securities convertible into shares of the Company (“**Shares**”) or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options, including bonds, warrants and debentures and

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NOTICE OF ANNUAL GENERAL MEETING

any other securities which carry rights to subscribe for or are convertible into Shares which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (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 (as hereinafter defined) to make or grant offers, agreements and options, including bonds, warrants and debentures and any other securities which carry rights to subscribe for or are convertible into Shares, which would or might require the Shares to be issued, allotted or disposed of, whether during the continuance of or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than any allotment and issue of the Shares (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) on the exercise of the subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares 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 or similar arrangement of the Company adopted from time to time in accordance with the Listing Rules; 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 the aggregate of: (aa) 20 per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of 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 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 any applicable law or the bye-laws of the Company to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the expense and delay in determining the extent of any restrictions or obligations, under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

B. “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (for the purpose of this resolution, “**Relevant Period**” shall have the same meaning as assigned to it under the resolution set out in paragraph 4A of the notice convening this meeting) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs for this purpose, 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; and
- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. (10%) 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.”

- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of 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 pursuant to the resolution set out in paragraph 4A of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an

NOTICE OF ANNUAL GENERAL MEETING

amount representing 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 4B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By order of the board of Directors
SIM Technology Group Limited
Wong Cho Tung
Director

Hong Kong, 29 April 2015

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*
Unit 2908, 29th Floor
248 Queen’s Road East
Wanchai
Hong Kong

As at the date of this notice, the executive Directors are Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Zhang Jianping, Ms Tang Rongrong, Mr Chan Tat Wing, Richard and Mr Liu Hong and the independent non-executive Directors are Mr Liu Hing Hung, Mr Xie Linzhen and Mr Dong Yunting.

Notes:

1. Any member of the Company holding two or more Shares entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy needs not be a member of the Company.
2. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
3. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s principal place of business in Hong Kong at Unit 2908, 29th Floor, 248 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude any member from attending and voting at the above meeting (or any adjournment thereof) in person.
4. To ascertain the right to attend the above meeting, register of members of the Company will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 29 May 2015.

NOTICE OF ANNUAL GENERAL MEETING

5. In relation to the proposed resolution numbered 4B above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in appendix I to the circular despatched to the shareholders of the Company on the date hereof.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

The following is the explanatory statement required to be sent to shareholders of the Company under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for you to make an informed decision whether to vote for or against the resolution to approve the Repurchase Mandate.

1. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,557,498,500 Shares. Subject to the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the passing of the relevant resolution at the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 255,749,850 Shares.

2. Reasons for repurchases

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time of repurchase, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its shareholders as a whole.

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. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Bermuda law provides that the amount to be paid in connection with a Share repurchase may only be paid out of the capital paid up on the relevant purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from such sources.

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 of the Company for the year ended 31 December 2014 in the event that the repurchase of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. 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 I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

4. Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.430	0.345
May	0.370	0.320
June	0.390	0.350
July	0.495	0.355
August	0.500	0.400
September	0.520	0.400
October	0.440	0.390
November	0.460	0.400
December	0.415	0.345
2015		
January	0.405	0.350
February	0.435	0.370
March	0.440	0.390
April (up to the Latest Practicable Date)	0.540	0.400

5. Undertaking and disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the memorandum of association of the Company and Bye-laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the shareholders of the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries and no such person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders of the Company.

6. Hong Kong Code on Takeovers and Mergers

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("**Takeovers Code**"). As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and 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 Directors, Info Dynasty Group Limited, Simcom Limited and Intellipower Investments Limited, Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Wong Hei, Simon and Mr Wong Sun (together, the "**Concert Group**") were together beneficially interested in 1,212,502,000 Shares, representing approximately 47.41% of the issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate and if there is no other change in the issued share capital of the Company and the aggregate number of issued shares in which the Concert Group is interested remains unchanged, the shareholding of the Concert Group will be increased to approximately 52.68% of the issued share capital of the Company. Accordingly, an exercise of the Repurchase Mandate in full will result in the Concert Group becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

Save as disclosed above, the Directors are not aware of any shareholder or group of shareholders of the Company acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate.

7. Share repurchases made by the Company

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr Wong Cho Tung (王祖同先生) (“**Mr Wong**”), aged 70, is an executive Director and the president of the Group. Mr Wong had been the chief executive officer of the Group (resigned with effect from 11 September 2014). Mr Wong is responsible for participating in formulation of the direction, strategies and the development plan of the new business of the Group. Mr Wong is the chairperson of Shanghai SIM Technology Limited, a director of Shanghai Sunrise Simcom Limited and SIM Technology HK Limited, each a wholly-owned subsidiary of the Company. Mr Wong is also the director of Info Dynasty Group Limited and Intellipower Investments Limited, both are the substantial shareholders of the Company. Mr Wong together with his spouse, Ms Yeung Man Ying (“**Mrs Wong**”), an executive Director, was the founder of the Company. Mr Wong graduated in 1968 from the Beijing University of Aeronautics and Astronautics, specialising in electrical engineering. Mr Wong has decades of experience in the electrical, electronics and telecommunications industry. Mr Wong has not held any directorship in other listed companies during the last three years. Mr Wong is the spouse of Mrs Wong.

Mr Wong is a controlling shareholder (as defined under the Listing Rules) and also a director of Info Dynasty Group Limited, a substantial shareholder of the Company. Save as disclosed above, Mr Wong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr Wong was interested in 1,212,182,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”). Pursuant to the service agreement entered into between Mr Wong and the Company, Mr Wong is entitled to a fixed salary of HK\$1 per annum which was reviewed and approved by the remuneration committee of the Company (“**Remuneration Committee**”) based on factors including the terms of remuneration as set out in the service agreement entered into between the Company and Mr Wong in 2014 and Mr Wong’s shareholding interest in the Company. The service agreement also provides that, subject to the decision of the Remuneration Committee, the Company may also grant to Mr Wong options to subscribe for Shares in accordance with the share option schemes adopted or to be adopted by the Company. Under the service agreement between the Company and Mr Wong, Mr Wong’s appointment is for a term of one year from 31 May 2014, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Mr Chan Tat Wing, Richard (陳達榮先生) (“**Mr Chan**”), aged 58, is an executive Director and the chief finance officer of the Group. Mr Chan was qualified as a certified general accountant (CGA) in Canada in 1988. He is a member of the Certified General Accountants Association of Canada. Mr Chan has more than 15 years of financial management experience and has worked as, amongst other positions, the chief finance officer of E-Mice Solutions (HK) Limited and Chinatron Group Holdings Limited, the financial controller of SmarTone Telecommunications Holdings Limited and the finance director of EMI (Hong Kong) Ltd and had also held a financial management position in Merrell Dow Pharmaceuticals (Canada) Inc. Mr Chan obtained a bachelor’s degree in arts from York University, Canada in 1979 and a bachelor’s degree in administrative studies with

honours from the same university in 1982. Mr Chan joined SIM Technology (HK) Limited in July 2004. Mr Chan has not held any directorship in any other listed public companies during the last three years. Mr Chan does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Chan was interested in 5,967,000 underlying shares of the Company within the meaning of Part XV of the SFO. Pursuant to the service agreement entered into between Mr Chan and the Company, Mr Chan is entitled to (i) a fixed salary of HK\$1,300,000 per annum, which is subject to review by the Remuneration Committee after completion of twelve months of services; (ii) a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group and Mr Chan; and (iii) subject to the decision of the Remuneration Committee, the Company may also grant to Mr Chan options to subscribe for Shares in accordance with the share option scheme adopted or to be adopted by the Company. The emolument of Mr Chan is determined by reference to the level of remuneration package normally granted to senior executives in the industry of comparable caliber and job responsibilities. Under the service agreement between Mr Chan and the Company, Mr Chan's appointment is for a term of one year from 31 May 2014, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Mr Dong Yunting (“Mr Dong”), aged 69, is an independent non-executive Director. He graduated from the Department of Mathematics of Hangzhou University (杭州大學) (now part of Zhejiang University) in 1967 and received a master of science degree in computer science at Sun Yat-sen University in 1982. Since 1981, Mr Dong had been teaching in Hangzhou Dianzi University (杭州電子科技大學) and served as the Head of System Engineering Teaching and Research Section (系統工程教研室主任) in 1986, the Head of the Department of Management Engineering (管理工程系主任) in 1988, the Dean of School of Business Administration (工商管理學院院長) and vice-president of Hangzhou Dianzi University (杭州電子科技大學) in 1992. From 1989 to 1990, Mr Dong had been engaged in research work at the University of Toronto. Mr Dong was appointed a professor by the Ministry of Mechanical and Electronic Industry (機械電子工業部) of the People's Republic of China in 1993. In February 1997, Mr Dong was appointed as the president of China Electronic Industry Development and Planning Institute (中國電子工業發展規劃研究院院長). In October 1997, he was appointed the head (leading role) of the Policy and Law Research Office of the Ministry of Electronic Industry (電子工業部政策法規研究室主任 (正司級)) of the People's Republic of China. From 1998 to 2000, he served as the president of China Electronic Planning Institute (電子規劃院院長). Mr Dong was appraised as a doctoral post graduate students tutor (博士研究生指導教師) by the University of Electronic Science and Technology of China (電子科技大學) in 2004. Mr Dong is currently the chairman of China Electronics Enterprises Association (中國電子企業協會) and also a managing vice chairman (常務副理事長) and legal representative of China Association of Electronics Equipment For Technology Development (中國電子裝備技術開發協會). Mr Dong had been an independent director of Nantong Fujitsu Microelectronics Co., Ltd. (南通富士通微電子股份有限公司), a company listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange with stock code of 002156, from December 2003 to December 2009. He was the independent director of Nantian Electronics Information Corp, Ltd. (雲南南天電子信息產業股份有限公司) from 28 December 2007 to 28 December 2013, a company listed on the Main

Board of the Shenzhen Stock Exchange with stock code of 000948. He was an independent director of SuperMap Software Co., Ltd. (北京超圖軟件股份有限公司), a company listed on the Main Board of the Shenzhen Stock Exchange with stock code of 300036 from 28 April 2008 to 27 April 2014. He is currently an independent director of Tianshui Huatian Technology Co., Ltd. (天水華天科技股份有限公司), a company listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange with stock code of 002185 and an independent director of Xiamen Hongfa Technology Co., Ltd. (廈門宏發科技股份有限公司), a company listed on the Shanghai Stock Exchange with stock code of 600885. Mr Dong was appointed as an independent non-executive Director in June 2011. Save as disclosed above, Mr Dong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. Mr Dong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Dong did not have any interest in any Shares within the meaning of Part XV of the SFO. Pursuant to the appointment letter entered into between Mr Dong and the Company, the Director's fee of Mr Dong as independent non-executive Director is US\$20,000 per annum. The remuneration package of Mr Dong is determined by reference to his duties, responsibilities and expected time commitment to the Company's affairs. Under the appointment letter between Mr Dong and the Company, Mr Dong's appointment is for a term of one year from 25 January 2015, subject to retirement by rotation and re-election at general meetings of the Company as and when required under the Bye-laws.

Mr Dong, being an independent non-executive Director eligible for re-election at the Annual General Meeting, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr Dong meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Each of Mr Wong, Mr Chan and Mr Dong has confirmed to the board of Directors that the details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules are not relevant to him and therefore no information needs to be disclosed by any of them in relation to those paragraphs. Each of Mr Wong, Mr Chan and Mr Dong has further confirmed to the board of Directors 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 and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.