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SIM TECHNOLOGY GROUP LIMITED

晨訊科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 2000)

PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF RESTATED BYE-LAWS

The board (“**Board**”) of directors (“**Directors**”) of SIM Technology Group Limited (“**Company**”) proposes to amend the existing bye-laws of the Company (“**Bye-laws**”) and to adopt an amended and restated bye-laws (“**Restated Bye-laws**”) of the Company.

The Board proposes to amend the Bye-laws to give effect to, among others, the following:

- (i) to bring the Bye-laws to conform to the core shareholder protection standards that apply to all issuers to provide the same level of protection to all investors as set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (ii) to allow general meetings of the Company to be held as a physical meeting in any part of the world and at one or more locations, or as an electronic meeting or as a hybrid meeting;
- (iii) to allow the Directors to postpone or make changes to a general meeting when they in their absolute discretion consider it is inappropriate, impracticable, unreasonable or undesirable to hold the general meeting on or at the scheduled date or time or place or in the scheduled form, for example, in case of bad weather conditions or other similar events;

- (iv) to provide for more physical and electronic channels for the giving or issue of any notice or document by or on behalf of the Company;
- (v) to modify the definition of “associates” into that of “close associate”, and making corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote on (nor be counted in the quorum) in relation to any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested and the provision in relation to prohibition of loan to Directors); and
- (vi) to make other housekeeping amendments, including making consequential amendments in line with the above amendments to the existing Bye-laws and bringing the Bye-laws to be aligned with the latest Companies Act of Bermuda.

In view of the number of proposed changes, the Board proposes to seek approval of the shareholders of the Company by special resolution at the forthcoming annual general meeting of the Company (“AGM”) to amend the existing Bye-laws by way of adoption of the Restated Bye-laws.

A circular containing, among other matters, full particulars of the proposed amendments to the Bye-laws, together with a notice of the AGM will be despatched to the shareholders of the Company in due course.

By order of the Board
SIM Technology Group Limited
Wong Cho Tung
Executive Director

20 April 2022

As at the date of this announcement, the executive directors of the Company are Ms Yeung Man Ying, Mr Wong Cho Tung, Mr Liu Jun, Mr Zhu Wenhui and Mr Gao Jun, the non-executive director of the Company is Mr Wong Hei, Simon, and the independent non-executive directors of the Company are Mr Liu Hing Hung, Mr Wu Zhe and Mr Li Minbo.

** For identification purposes only*