
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Sing Lee Software (Group) Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the transferee.

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This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 4/F, Chinachem Johnston Plaza, 178-186 Johnston Road, Wan Chai, Hong Kong on Monday, 3 June 2024 at 11:00 a.m. (the “**AGM**”) is set out on pages 19 to 24 of this circular. A form of proxy for the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, please complete and return the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Abacus Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company’s website at www.singlee.com.cn.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 4/F, Chinachem Johnston Plaza, 178-186 Johnston Road, Wan Chai, Hong Kong on Monday, 3 June 2024 at 11:00 a.m., notice of which is set out on pages 19 to 24 of this circular
“Board”	the board of Directors from time to time
“Bye-laws”	the bye-laws of the Company adopted on 27 August 2001 and may be amended from time to time
“close associate”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	Sing Lee Software (Group) Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on GEM
“core connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and all its subsidiaries from time to time
“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
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	25 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Old Share Option Scheme”	the share option scheme adopted by the Company on 27 August 2001
“Options”	options(s) to subscribe for Shares granted under the Share Option Scheme or the Old Share Option Scheme (as the case may be)
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 28 February 2011
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

Board of Directors

Executive Directors:

Lin Xue Xin (*Chairman*)

Hung Ying (*Vice Chairman*)

Zang Jingjing

Li Dong

Cai Jin

Independent non-executive Directors:

Chan Tsang Mo

Pao Ping Wing

Chen Xinai

Head Office and Principal Place of

Business in Hong Kong:

Room 1610, 16/F, Tower II

Silvercord, 30 Canton Road

Tsim Sha Tsui

Hong Kong

Head Office and Principal Place of

Business in the PRC:

16th Floor, Building 9

West City Best Space

No. 158, Zixuan Road

Sandun, Xihu District

Hangzhou, China

Registered Office:

Clarendon House

2 Church Street

Hamilton, HM11

Bermuda

2 May 2024

To the shareholders

Dear Sir or Madam,

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

* *For identification purposes only*

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to:

- (a) the granting of the Issue Mandate to issue Shares;
- (b) the granting of the Repurchase Mandate to repurchase Shares;
- (c) the granting of the extension mandate to extend the Issue Mandate by an amount representing the aggregate number of any Shares repurchased under the Repurchase Mandate; and
- (d) the re-election of Directors.

BACKGROUND

On 31 May 2023, resolutions were passed by the Shareholders granting general unconditional mandates to the Directors to exercise the powers of the Company to:

- (a) allot, issue and deal with share capital of the Company not exceeding 20% of the total number of issued Shares on 31 May 2023;
- (b) repurchase Shares not exceeding 10% of the total number of issued Shares on 31 May 2023; and
- (c) add to the general mandate for issuing Shares set out in paragraph (a) above the number of Shares purchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the forthcoming AGM and the purpose of this circular is to seek your support, at the forthcoming AGM, to approve the general mandates as referred to below.

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, details of which are set out in ordinary resolution numbered 4(A) of the notice of AGM. The new Shares which may be allotted and issued pursuant to the Issue Mandate are limited to a maximum of 20% of the total number of issued Shares at the date of passing of the resolution approving the Issue Mandate.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,317,240,000 Shares. Assuming there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 263,448,000 Shares.

The Issue Mandate will continue in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws; or (3) the date upon which such authority is revoked or varied by ordinary resolution of the company in general meeting.

Subject to the passing of the ordinary resolution regarding the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to issue new Shares in an amount not exceeding the aggregate total number of the Shares repurchased pursuant to the Repurchase Mandate, details of which are set out in ordinary resolution No. 4(C) of the notice of AGM.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution No. 4(B) of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 10% of the total number of issued Shares of the Company at the date of passing the resolution approving the Repurchase Mandate.

The Repurchase Mandate will continue in force until the earlier of: (1) the conclusion of the next annual general meeting of the Company; (2) the date by the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws; or (3) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,317,240,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 131,724,000 Shares.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to bye-law 86 (2) of the Bye-laws, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to bye-law 87 (1) of the Bye-laws, at every annual general meeting of the Company, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Pursuant to bye-law 87 (2) of the Bye-laws, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to bye-law 86 (2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to bye-law 86 (2) of the Bye-laws, Ms. Chen Xinai will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

Pursuant to bye-law 87 (1) of the Bye-laws, Mr. Zang Jingjing, Mr. Li Dong, Ms. Cai Jin and Mr. Chan Tsang Mo will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

Each of the Mr. Chan Tsang Mo and Ms. Chen Xinai, being an independent non-executive Director eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. During their years of appointment, Mr. Chan Tsang Mo and Ms. Chen Xinai have demonstrated their ability to provide an independent view to the Company's matters. The Board is of the view that Mr. Chan Tsang Mo and Ms. Chen Xinai are able to continue to fulfill their role as required and thus recommends them for re-election at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50 (2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above five retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. Zang Jingjing, Mr. Li Dong, Ms. Cai Jin, Mr. Chan Tsang Mo and Ms. Chen Xinai to the Board for it to recommend to Shareholders for re-election at the AGM. Mr. Chan Tsang Mo was the member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his respective nomination was being considered. The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the 2023 annual report of the Company. The Nomination Committee had also taken into account of the respective contributions of Mr. Zang Jingjing, Mr. Li Dong, Ms. Cai Jin, Mr. Chan Tsang Mo and Ms. Chen Xinai to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Mr. Chan Tsang Mo and Ms. Chen Xinai, having regard to the independence criteria as set out in Rule 5.07 of the GEM Listing Rules. Mr. Chan Tsang Mo and Ms. Chen Xinai have been serving as an independent non-executive Director since 2023 and 2024 respectively. The Board is of the view that Mr. Chan Tsang Mo’s finance, accounting and treasury experience and Ms. Chen Xinai’s academic background will contribute to the diversity of the Board.

Mr. Zang Jingjing, Mr. Li Dong and Ms. Cai Jin, who are proposed to be re-elected as an executive Director and Mr. Chan Tsang Mo and Ms. Chen Xinai, who are proposed to be re-elected as an independent non-executive Director of the Company, confirmed to the Company that he/she did not, as at the Latest Practicable Date, hold six or more directorships in any other listed companies. The biographical details of Mr. Zang Jingjing, Mr. Li Dong, Ms. Cai Jin, Mr. Chan Tsang Mo and Ms. Chen Xinai is more particularly set out in Appendix II of this circular. The Board accepted Nomination Committee’s nominations and recommended Mr. Zang Jingjing, Mr. Li Dong and Ms. Cai Jin to stand for re-election as executive Directors and Mr. Chan Tsang Mo and Ms. Chen Xinai to stand for re-election as an independent non-executive Director by Shareholders at the AGM. The Board considers that the re-election of Mr. Zang Jingjing, Mr. Li Dong, Ms. Cai Jin, Mr. Chan Tsang Mo and Ms. Chen Xinai as Directors is in the best interest of the Company and Shareholders as a whole. Each of the retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations. Further information about the Board’s composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors’ attendance record at Board meetings and Board committee meetings has been disclosed in the corporate governance report in the 2023 annual report of the Company. Save for disclosed above and in Appendix II in relation to the re-election of Directors, there is no other matters which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Company will convene the AGM at 11:00 a.m. on Monday, 3 June 2024 at 4/F, Chinachem Johnston Plaza, 178-186 Johnston Road, Wan Chai, Hong Kong at which resolutions will be proposed for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular. The notice of the AGM is set out on pages 19 to 24 to this circular.

PROXY ARRANGEMENT

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and in any event by not later than 48 hours before the time appointed for the holding of the AGM (or any adjourned meeting thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

VOTING AT THE AGM

Pursuant to Rule 17.47 (4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47 (5) of the GEM Listing Rules.

RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board of
Sing Lee Software (Group) Limited
Lin Xue Xin
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,317,240,000 shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution no. 4(B) in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 131,724,000 shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) during the period from the date of passing of the ordinary resolution no. 4(B) as set out in the notice of AGM up to (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 Bye-laws or any applicable law to be held; or (iii) the revocation or variation or renewal of the Repurchase Mandate by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first. As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate.

2. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing the Shares, they believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, 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 a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws and regulations.

Shares may only be repurchased out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of repurchase. The premium, if any, payable on repurchases must have been provided for out of the profits of the Company or out of the share premium account of the Company before or at the time the Shares are repurchased. The Company may not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 consolidated financial statements contained in the 2023 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. DIRECTORS' UNDERTAKING

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

6. DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention, to sell Shares to the Company in the event the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to sell the Shares to the Company, in the event of Repurchase Mandate is approved by the Shareholders.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.024	0.019
May	0.022	0.015
June	0.019	0.015
July	0.019	0.016
August	0.019	0.016
September	0.018	0.015
October	0.017	0.014
November	0.019	0.013
December	0.015	0.011
2024		
January	0.015	0.011
February	0.019	0.012
March	0.017	0.011
April (up to the Latest Practicable Date)	0.013	0.011

8. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, 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 Takeovers Code. As a result, 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 interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Goldcorp Industrial Limited, who is a Shareholder, is deemed to be interested in an aggregate of 136,307,500 Shares, representing approximately 10.35% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of Goldcorp Industrial Limited in the issued share capital of the Company would be increased to approximately 11.50%. Such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate. Further, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

9. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

Mr. Zang Jingjing, Executive Director

Mr. Zang Jingjing, aged 49, has 23 years of experience in the field of computer technology. He obtained his bachelor degree of Mechanical Engineering specializing in Thermal Processing from the Jiangsu University of Science and Technology (which later merged to form Jiangsu University) in 1997. Mr. Zang Jingjing joined the Group since 2000 and served in a number of positions including chief of the Xi'an office and manager of the Northwest region of Hangzhou Singlee Technology Co., Ltd ("**Singlee Technology**"), a subsidiary of the Company, sales director of Hangzhou Singlee Software (Zhuhai) Co., Ltd, deputy sales director of Singlee Technology and promoted as deputy general manager of Singlee Technology in May 2011.

Mr. Zang Jingjing has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2023. Mr. Zang Jingjing is entitled to receive an annual remuneration of HK\$96,000 and RMB514,447 for his position as an executive Director and deputy general manager of Singlee Technology. The remuneration of the Directors are determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to the Director's contributions, experience, and relevant duties and responsibilities within the Company and the Company's remuneration policy and are subject to review by the Board from time to time. He is subject to retirement by rotation and re-election in accordance with the Bye-laws.

As at the Latest Practicable Date, save that Mr. Zang Jingjing is beneficially owned 65,860,000 Shares of the Company, representing approximately 5.00% of the issued share capital of the Company. Save as disclosed herein, Mr. Zang Jingjing does not have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zang Jingjing has confirmed that he (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; and (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

In relation to the appointment of Mr. Zang Jingjing as an executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50 (2)(h) to (v) of GEM Listing Rules.

Mr. Li Dong, Executive Director

Mr. Li Dong, aged 49, has 24 years of experience in the field of computer technology. He obtained his bachelor degree of Electric System and Automation from the Hefei University of Technology in 1997. Mr. Li Dong joined the Group since 2001 and served in a number of positions including product manager, technology deputy director, customer service director and subsequently promoted as deputy general manager of Singlee Technology in May 2011.

Mr. Li Dong has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2023. Mr. Li Dong is entitled to receive an annual remuneration of HK\$96,000 and RMB543,031 for his position as an executive Director and deputy general manager of Singlee Technology. The remuneration of the Directors are determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to the Director's contributions, experience, and relevant duties and responsibilities within the Company and the Company's remuneration policy and are subject to review by the Board from time to time. He is subject to retirement by rotation and re-election in accordance with the Bye-laws.

As at the Latest Practicable Date, save that Mr. Li Dong is beneficially owned 65,860,000 shares of the Company and 5,915,500 share Options of the Company, representing approximately 5.45% of the issued share capital of the Company. Save as disclosed herein, Mr. Li Dong does not have any other interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li Dong has confirmed that he (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; and (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

In relation to the appointment of Mr. Li Dong as an executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50 (2)(h) to (v) of GEM Listing Rules.

Ms. Cai Jin, Executive Director

Ms. Cai Jin, aged 41, has 16 years of experience in business management, marketing and sales. She obtained her bachelor degree of Bio-technology from the Zhejiang University of Science and Technology in 2003 and her Dipl.- Ing. of Food Process Engineering from the University of Applied Science and Art Hannover, Germany in 2007. Ms. Cai Jin served as a planning supervisor in Doehler Food & Beverage from 2007 to 2011. She then served as an assistant to the head of human resources in Bayer China from 2012 to 2013. She later served as a marketing and sales manager in DMK (Deutsches Milchkontor) Shanghai from 2013 to 2018. She served as a business partner in Rurui Health Management from 2018 to 2022. Since 2022, she acted as a director of Shanghai Biyun Culture and Art Center.

Ms. Cai Jin has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2023. Ms. Cai Jin is entitled to receive an annual remuneration of HK\$96,000 for her position as an executive Director. The remuneration of the Directors are determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to the Director's contributions, experience, and relevant duties and responsibilities within the Company and the Company's remuneration policy and are subject to review by the Board from time to time. She is subject to retirement by rotation and re-election in accordance with the Bye-laws.

Save as disclosed above, as at the Latest Practicable Date, Ms. Cai Jin has confirmed that she (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In relation to the appointment of Ms. Cai Jin as an executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50 (2)(h) to (v) of GEM Listing Rules.

Mr. Chan Tsang Mo, Independent Non-executive Director

Mr. Chan Tsang Mo, aged 39, has over 17 years of finance, accounting and treasury experience. Mr. Chan assumed various positions in professional accounting and financial firms including as a senior auditor (mainly responsible for accounting, auditing and taxation assignments) of RSM Nelson Wheeler (principally engaged in the provision of accounting services) from December 2009 to January 2011, as a supervisor in the corporate services division (mainly responsible for accounting, payroll, treasury and audit assignments) of Intertrust Resources Management Limited (principally engaged in the provision of legal and financial administrative services) from June 2011 to June 2013, and as an accounting manager (mainly responsible for the management and supervision of tax and financial matters) of Reignwood International Investment (Group) Co., Ltd. (principally engaged in investment services) from October 2013 to April 2016.

Mr. Chan was an executive director of Ares Asia Limited (stock code: 645), the shares of which are listed on the Main Board of the Stock Exchange, from June 2014 to March 2016. From May 2016 to October 2017, he worked as a financial controller in Wan Cheng Metal Packaging Company Limited (stock code: 8291), the shares of which are listed on GEM of the Stock Exchange and was responsible for overseeing the consolidated accounts and preparing financial information, forecast memorandum, notes to the consolidated financial statements and checklists for the listing application of the company. Mr. Chan served as the company secretary of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited) (stock code: 8132), the shares of which are listed on GEM of the Stock Exchange, from April 2020 to August 2021. From September 2022 to July 2023, Mr. Chan served as an independent non-executive director of Hong Wei (Asia) Holdings Company Limited (stock code: 8191), the shares of which are listed on the GEM of the Stock Exchange. Since August 2017, he has been a director of Morton Professional Services Limited and is responsible for advising on company formation, business establishments and legal compliance related matters. Since February 2018, Mr. Chan was appointed as the company secretary of China International Development Corporation Limited (formerly known as Ascent International Holdings Limited) (stock code: 264), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chan was appointed as the company secretary of Yues International Holdings Group Limited (stock code: 1529), the shares of which are listed on the Main Board of the Stock Exchange, with effect from June 2022. Since 15 January 2019, Mr. Chan served as an independent non-executive director of Geotech Holdings Limited (stock code: 1707), the shares of which are listed on the Main Board of the Stock Exchange. Since 31 August 2023, Mr. Chan served as an independent non-executive director of Speedy Global Holdings Limited (stock code: 540), the shares of which are listed on Main Board of the Stock Exchange.

Mr. Chan has been admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2010 and is currently a practicing member of the Accounting and Financial Reporting Council. Mr. Chan graduated from the City University of Hong Kong with a Bachelor of Business Administration degree in Accountancy in November 2006.

Mr. Chan Tsang Mo has entered into a letter of appointment with the Company as an independent non-executive director of the Company for an initial term of two years commencing from 1 April 2023. Mr. Chan Tsang Mo will be entitled to receive an annual remuneration of HK\$96,000 for his position as an independent non-executive Director. The remuneration of the Directors are determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to the Director's contributions, experience, and relevant duties and responsibilities within the Company and the Company's remuneration policy and are subject to review by the Board from time to time. He is subject to retirement by rotation and re-election in accordance with the Bye-laws.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan Tsang Mo has confirmed that he (i) did not hold any other positions in the Group; (ii) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) did not have any other major appointments and professional qualifications; (iv) did not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In relation to the appointment of Mr. Chan Tsang Mo as an Independent Non-executive Director, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 17.50 (2)(h) to (v) of GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 8076)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of the members of Sing Lee Software (Group) Limited (the “**Company**”) will be held at 4/F, Chinachem Johnston Plaza, 178-186 Johnston Road, Wan Chai, Hong Kong on Monday, 3 June 2024 at 11:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company, the reports of the directors and the independent auditors’ report for the financial year ended 31 December 2023;
2.
 - (a) To re-elect Mr. Zang Jingjing as an executive director of the Company;
 - (b) To re-elect Mr. Li Dong as an executive director of the Company;
 - (c) To re-elect Ms. Cai Jin as an executive director of the Company;
 - (d) To re-elect Ms. Chan Tsang Mo as an independent non-executive director of the Company;
 - (e) To re-elect Ms. Chen Xinai as an independent non-executive director of the Company;
and
 - (f) To authorise the board (the “**Board**”) of directors (the “**Directors**”) to fix the remuneration of the Directors;
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration;

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

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

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), 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 additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval of paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers during or after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend 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 bye-laws of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 bye-laws of the Company, or any applicable law of the Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the 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 in the Company, 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 in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 bye-laws of the Company, or any applicable law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

(C) “**THAT:**

conditional upon resolutions no. 4(A) and no. 4(B) above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4(B) above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of the said resolution.”

By Order of the Board
Sing Lee Software (Group) Limited
Lin Xue Xin
Chairman

Zhejiang Province, the PRC, 2 May 2024

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Directors are as follows:

Executive Directors:

Lin Xue Xin (*Chairman*)

Hung Ying (*Vice Chairman*)

Zang Jingjing

Li Dong

Cai Jin

Independent non-executive Directors:

Chan Tsang Mo

Pao Ping Wing

Chen Xinai

Registered office:

Clarendon House

2 Church Street

Hamilton, HM11

Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*

Room 1610, 16/F, Tower II,

Silvercord, 30 Canton Road,

Tsim Sha Tsui

Hong Kong

*Head Office and Principal Place
of Business in the PRC:*

16th Floor, Building 9

West City Best Space

No. 158, Zixuan Road

Sandun, Xihu District

Hangzhou, China

Notes:

1. The register of members of the Company will be closed from Tuesday, 28 May 2024 to Monday, 3 June 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Monday, 3 June 2024, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share register in Hong Kong, Tricor Abacus Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 27 May 2024.
2. Any member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote on his behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. To be valid, a form of proxy and 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 Abacus Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. If two or more persons are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

5. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Resolution No. 4(B) as set out in this notice is enclosed in this circular.
6. In respect of Resolution No. 2, details of Mr. Zang Jingjing, Mr. Li Dong, Ms. Cai Jin, Mr. Chan Tsang Mo and Ms. Chen Xinai who are proposed to be re-elected as Directors at the AGM, are set out in Appendix II to this circular.
7. A form of proxy for use at the AGM is enclosed.