
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 SiS Mobile Holdings Limited, you should at once hand this circular, together with 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 the transferee.

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SiS Mobile Holdings Limited
新龍移動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1362)

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

A notice convening the annual general meeting (the “AGM”) of SiS Mobile Holdings Limited (“Company”) to be held at Kellett Room III, 3/F The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 25 June, 2015 (Thursday) at 3:00 p.m. is set out in Appendix III to this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding 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.

24 April 2015

* For identification purposes only

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LETTER FROM THE BOARD



SiS Mobile Holdings Limited **新龍移動集團有限公司***

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1362)

Executive Directors:

Mr. Lim Kiah Meng
Mr. Fong Po Kiu
Ms. Wong Yi Ting
Ms. Cheng Wai Yee

Non-executive Directors:

Mr. Lim Kia Hong (*Chairman*)
Mr. Lim Hwee Hai

Independent non-executive Directors:

Ms. Chu Chung Yi
Ms. Ng See Wai Rowena
Ms. Doe Julianne Pearl

Registered office:

Clifton House, 75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal place of business

in Hong Kong:
4/F, Contempo Place
81 Hung To Road
Kwun Tong
Kowloon, Hong Kong

24 April 2015

Dear Shareholders,

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

I. INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including the general mandates to issue and repurchase shares of HK\$0.10 each of the Company (the “Shares”) granted to the directors of the Company (the “Directors”) and the proposed re-election of the retiring Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

II. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed for the renewal of the general mandates given to the Directors to exercise all powers of the Company to allot and issue new Shares; repurchase issued and fully paid Shares, and add back such repurchased Shares (if any) to the general mandate to allot and issue. The existing general mandates will expire at the AGM. Under such mandates (i) the number to allot and issue Shares may not exceed 20 per cent. of the issued share capital of the Company as at the date of the resolution granting the general mandate; (ii) the number of issued Shares that the Company is authorised to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) may not exceed 10 per cent. of the issued share capital of the Company as at the date of the resolution granting the general mandate; and (iii) the Directors may add such repurchase Shares under (ii) above to the 20 per cent. general mandate under (i) above. These general mandates will be effective during the relevant period which is fully defined in the notice of the AGM.

Assuming that there is no change in the issued share capital between the period from 20 April 2015, being the latest practicable date prior to the printing of the circular (the “Latest Practicable Date”) and the date of the AGM, the number of Shares that may be issued pursuant to the general mandate to be given to the Directors to exercise all powers of the Company to allot and issue new Shares will be 56,000,000 Shares, being 20 per cent. of the issued share capital of Company as at the Latest Practicable Date.

An explanatory statement as required by the rules governing the listing of securities on the Stock Exchange (the “Listing Rules”) in connection with the repurchase mandate is set out in Appendix I to this circular.

III. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108(a) of the memorandum and articles of association of the Company (“the Articles”), Mr. Lim Kiah Meng, Ms. Wong Yi Ting and Mr. Lim Hwee Hai shall retire from office by rotation at the AGM and are eligible to offer themselves for re-election at the AGM. The biographical details of them are set out in Appendix II to this circular.

Any shareholder who wishes to nominate a person to stand for election as a director of the Company at the AGM must lodge with the Company’s principal place of business at 4/F Contempo Place, 81 Hung To Road, Kwun Tong, Kowloon, Hong Kong within the period from 4 May 2015 (Monday) to 18 May 2015 (Monday), both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

IV. ANNUAL GENERAL MEETING

The notice of the AGM is set out in Appendix III to this circular. A form of proxy for use at the AGM is enclosed with this circular. Shareholders are requested to complete the accompanying form of proxy and deposit to the Company’s Hong Kong branch share registrar as soon as possible but in any event not

LETTER FROM THE BOARD

later than 48 hours before the time appointed for holding 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.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the AGM shall be conducted by way of poll and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

V. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the AGM will be closed on 24 June and 25 June 2015, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 23 June 2015.

VI. RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM, including (a) the approval of the mandates to (i) issue new Shares; (ii) repurchase issued and fully paid Shares; (iii) add such repurchased Shares, if any, to the general mandate to allot and issue new Shares and (b) re-election of the retiring Directors are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of all the resolutions to be proposed at the AGM.

VII. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
SiS Mobile Holdings Limited
Lim Kia Hong
Chairman

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the repurchase mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 280,000,000 Shares.

Subject to the passing of the proposed resolution granting the repurchase mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed to (i) allot and issue 56,000,000 Shares; and (ii) repurchase a maximum of 28,000,000 Shares by exercising the mandate in full.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when and to the extent that the Directors believe that such repurchases will benefit the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share. The Directors have no present intention to repurchase any Shares.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds of the Company legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of Cayman Islands.

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles and the applicable laws of Cayman Islands. A listed company may not repurchase its own securities 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.

Under the Companies Law, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or the share premium account of the Company, or, if authorised by the Articles and subject to the Companies Law, out of capital.

On the basis of the current financial position of the Company as at 31 December 2014 (being the date of its latest published audited accounts), the Directors consider that, if the repurchase mandate were to be exercised in full, it might have a material adverse impact on the working capital and/or the gearing position of the Company as compared with the current position disclosed. However, the Directors do not propose to

exercise the repurchase mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital position of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 15 January 2015, being the listing date of the Shares (“Listing Date”), and up to the Latest Practicable Date were as follows:

	Share prices (per Share)	
	Highest HK\$	Lowest HK\$
2015		
January	1.54	0.85
February	1.30	1.01
March	1.22	1.03
April (up to the Latest Practicable Date)	1.30	1.05

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PARTIES

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention, in the event that the proposed repurchase mandate is granted, to sell Shares to the Company. No 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 nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 of voting rights for the purpose of the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”). As a result, a shareholder or the group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the shareholder’s or the group of shareholders interest, may 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 Company, SiS International Holdings Limited held 52.30 per cent. of the issued share capital of the Company. In the event that the Directors of the Company should exercise in full the power to repurchase the Shares which is proposed to be granted pursuant to the resolution, the shareholding of SiS International Holdings Limited in

the Company would be increased to approximately 58.11 per cent. of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the repurchase mandate whether in whole or in part may result in less than 25% of the Shares being held by the public. The Directors do not intend to repurchase Shares which would result in a public shareholding of less than the prescribed minimum percentage of Shares in public hands.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the repurchase mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands, and in accordance with the regulations set out in Articles of the Company.

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Executive Director

Mr. LIM Kiah Meng (林家名), aged 62, is an executive Director and managing director of the Company, brother of Mr. Lim Kia Hong and brother-in-law of Mr. Lim Hwee Hai. Mr. Lim is one of the co-founders of the Company and its subsidiaries (the “Group”). He has twenty eight years’ experience in the information and communication technology industry, and is responsible for the Group’s operations in Hong Kong. Since April 2013, Mr. Lim has also been a non-executive director of SiS Distribution (Thailand) Public Co., Ltd (“SiS Thailand”), a company whose shares are listed on the Stock Exchange of Thailand (BKK: SIS). Mr. Lim obtained a master’s degree in international management from the American Graduate School of International Management, US in August 1980.

Mr. Lim has a service contract with the Company for three years till 15 December 2017 and is subject to retirement and re-election at annual general meetings in accordance with relevant provisions of the Articles and the Listing Rules. Mr. Lim may be re-appointed for further terms of three years upon the expiry of the initial term. He shall be paid on annual director’s fee of HK\$120,000 per annum.

As at the Latest Practicable Date, Mr. Lim had personal, family and join interests in 2,043,904 Shares in the Company and 6,387,200 shares in associated corporation and corporate interest in 203,607,467 Shares in the Company and 178,640,000 shares in associated corporation within the meaning of Part XV of the SFO. He is also a director of SiS International Holdings Limited, a company whose shares are listed on the Stock Exchange (HK stock code: 0529), which holds 52.30 per cent. shareholding in the Company as at the Latest Practicable Date. Mr. Lim received a director fee and emoluments of HK\$336,328 for the year ended 31 December 2014 from the Group.

Ms. WONG Yi Ting (黄依婷), aged 40, is an executive Director and the company secretary of the Company. Ms. Wong is responsible for the financial and accounting management of the Group. Ms. Wong worked at Deloitte Touche Tohmatsu from September 1997 to April 2001. Since April 2001, Ms. Wong has been serving at SiS HK Limited where she initially held the position of assistant accounting manager and was promoted to finance manager in December 2011. Ms. Wong has been a member of Hong Kong Institute of Certified Public Accountants since April 2001 and a member of Hong Kong Institute of Chartered Secretaries since February 2008. Ms. Wong obtained a bachelor’s degree in accountancy from City University of Hong Kong in November 1997.

Ms. Wong has a service contract with the Company for one year till 15 December 2015 and is subject to retirement and re-election at annual general meetings in accordance with relevant provisions of the Articles and the Listing Rules. Ms. Wong may be re-appointed for further terms of one year upon the expiry of the initial term. She shall be paid on annual director’s fee of HK\$120,000 per annum.

As at the Latest Practicable Date, Ms. Wong did not has any interest in the Company within the meaning of Part XV of the SFO. She received a director fee and emoluments of HK\$152,876 for the year ended 31 December 2014.

Non Executive Director

Mr. LIM Hwee Hai (林惠海), aged 64, is a non-executive Director and the brother-in-law of Mr. Lim Kiah Meng and Mr. Lim Kia Hong. Mr. Lim is one of the co-founders of the Group. He has over thirty years' experience in the information and communication technology industry. Since 2004, Mr. Lim has been a non-executive director of SiS Thailand. Since 2013, Mr. Lim has also been an independent non-executive director of Valuemax Group Limited, a company whose shares are listed on the Stock Exchange of Singapore (SGX: T6I). Mr. Lim obtained a bachelor's degree in commerce from Nanyang University, Singapore in July 1973 and a master's degree in business administration from the National University of Singapore, Singapore in July 1998.

Mr. Lim has a service contract with the Company for two years till 15 December 2016 and is subject to retirement and re-election at annual general meetings in accordance with relevant provisions of the Articles and the Listing Rules. Mr. Lim may be re-appointed for further terms of two years upon the expiry of the initial term. He shall be paid on annual director's fee of HK\$120,000 per annum.

As at the Latest Practicable Date, Mr. Lim had personal and family interests in 2,211,314 Shares in the Company and 6,910,358 shares in associated corporation within the meaning of Part XV of the SFO. He is also an executive director of SiS International Holding Limited, a company whose shares are listed on the Stock Exchange (HK stock code: 0529), which holds 52.3 per cent. shareholding in the Company as at the Latest Practicable Date. Mr. Lim received a director fee of HK\$30,575 for the year ended 31 December 2014.

Save as disclosed above, all the above Directors do not have any other relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, the above Directors have not held any directorship in other public listed companies in the last three years. The emoluments are determined by reference to their duties, responsibilities, performance, the Group's results and prevailing market conditions. Such emoluments were reviewed and approved by Remuneration Committee.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring Directors.



SiS Mobile Holdings Limited
新龍移動集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1362)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of SiS Mobile Holdings Limited (the “Company”) will be held at Kellett Room III, 3/F The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on 25 June 2015 (Thursday) at 3:00 p.m., for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the financial year ended 31 December 2014.
2. To re-elect Directors by separate resolutions and to authorise the Board to fix the remuneration of the Directors.
3. To appoint Deloitte Touche Tohmatsu as the auditors and to authorise the Directors to fix their remuneration.

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to (c) below, a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers;
 - (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 to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than any allotment of the shares of the Company (i) pursuant to a Rights Issue (as hereinafter defined) or; (ii) on the exercise of the subscription rights attaching to any warrants 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 of the Company; or (iv) in lieu of the whole or part of a dividend on shares in accordance with the Articles of the Company, shall not exceed 20 per cent. 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; and
- (d) for the purposes of this resolution,

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

- (i) the conclusion of Company’s next annual general meeting of the Company;
- (ii) the expiry of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; and
- (iii) when varied or revoked by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the law of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose under the Code on Share Repurchases, 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;

- (b) the aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. 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; and
- (c) for the purpose of this resolution, “Relevant Period” has the same meaning as defined in resolution No. 4 of the notice convening this meeting.”
6. “**THAT** conditional upon the passing of the resolution Nos. 4 and 5 as set out in 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 of the Company pursuant to the resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by 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 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. 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
SiS Mobile Holdings Limited
Wong Yi Ting
Company Secretary

Hong Kong, 24 April 2015

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, in the event of poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited, at the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned Meeting.
3. If more than one of joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders.
4. Completion and deposit of a proxy will not preclude a member from attending and voting in person at the Meeting if he/she wishes. If a member attend and vote at the Meeting, the authority of the proxy will be revoked.
5. The Register of Members will be closed on 24 June and 25 June 2015, during which period no share transfer will be effected. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:00 p.m. on 23 June 2015.