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SINOREF
SINOREF HOLDINGS LIMITED
華耐控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1020)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Sinoref Holdings Limited (the “**Company**”) will be held at 35/F, Central Plaza 18 Harbour Road, Wanchai, Hong Kong on Friday, 7 April 2017 at 10:30 a.m. to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT** the English name of the Company be changed from “Sinoref Holdings Limited” to “Cybernaut International Holdings Company Limited” and the dual foreign name in Chinese of the Company be changed from “華耐控股有限公司” to “賽伯樂國際控股有限公司” with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company or a committee thereof be and are hereby authorised to do all such acts, deeds and things and execute all documents as he/she/they consider necessary or expedient to give effect to the proposed change of Company names and to attend to any necessary registration and/or filing for and on behalf of the Company.”

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as the ordinary resolutions of the Company:

2. “**THAT** Mr. Zhu Min be and is hereby re-elected as an executive Director of the Company (the “**Director**”) with immediate effect and the board of directors (the “**Board**”) of the Company be authorized to fix the Director’s remuneration.”
3. “**THAT** Mr. Gao Xiang be and is hereby re-elected as the Director with immediate effect and the Board of the Company be authorized to fix the Director’s remuneration.”

4. “**THAT** Mr. Lu Yongchao be and is hereby re-elected as the Director with immediate effect and the Board of the Company be authorized to fix the Director’s remuneration.”

By order of the Board
Sinoref Holdings Limited
Zhu Min
Chairman

Hong Kong, 16 March 2017

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1 – 1111
Cayman Islands

Head office and principal place of business:
Office B, 15th Floor,
Teda Building,
87 Wing Lok Street,
Sheung Wan, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. 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 of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. For the purposes of determining shareholders’ eligibility to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time for lodging transfer of shares to qualify
for attendance and voting at the EGM 4:30 p.m. on Thursday, March 30, 2017

Closure of register of members of the Company Friday, March 31, 2017 to Friday, 7 April 2017
(both dates inclusive)

Record date Friday, April 7, 2017

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the extraordinary general meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than the aforementioned latest times.

5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. *As at the date of this notice, the executive directors of the Company are Mr. Zhu Min, Mr. Gao Xiang, Mr. Lu Yongchao, Mr. Xu Yejun and Mr. Sin Kwok Wai Ronald; the non-executive directors of the Company are Mr. Chow Chi Wa and Ms. Yip Sum Yu and the independent non-executive directors of the Company are Mr. Cao Ke, Mr. Tong Yiu On and Mr. Li Yik Sang.*