
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Alltronics Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES OF THE COMPANY
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Alltronics Holdings Limited to be held at Tactic Room, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 6 June 2019 at 11:00 a.m. is set out in this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

If you do not propose to attend the Annual General Meeting, you are requested to complete the form of proxy for the use at the Annual General Meeting in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Tuesday, 4 June 2019) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting should they so wish.

This circular together with the form of proxy are also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/alltronics/).

References to time and dates in this circular are to Hong Kong time and dates.

26 April 2019

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Re-election of Directors	4
3. Share Buy-back and Issuance Mandates	5
4. Annual General Meeting and Proxy Arrangement	5
5. Recommendation	6
 Appendix I – Explanatory statement on the Share Buy-back Mandate	7
 Appendix II – Details of Directors proposed to be re-elected at the Annual General Meeting	10
 Notice of the Annual General Meeting	16

DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Tactic Room, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 6 June 2019 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular or any adjournment thereof;
“Associates”	has the same meaning ascribed to such term in the Listing Rules;
“Board”	the board of Directors;
“Close Associates”	has the same meaning ascribed to such term in the Listing Rules;
“Company”	Alltronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Connected Person(s)”	has the same meaning ascribed to such term in the Listing Rules;
“Core Connected Person(s)”	has the same meaning ascribed to such term in the Listing Rules;
“Corporate Governance Code”	the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules;
“Current Articles of Association”	the current articles of association of the Company;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	18 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Buy-back Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Future Commission in Hong Kong as amended from time to time;
“HK\$”	Hong Kong dollars; and
“%”	per cent.

LETTER FROM THE BOARD



ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

Executive Directors:

Mr Lam Yin Kee

(Chairman and Chief Executive)

Ms Yeung Po Wah

Ms Liu Jing

Mr Lam Chee Tai, Eric

Mr So Kin Hung

Mr Meng Fei (executive duties suspended)

Non-executive Director:

Mr Fan, William Chung Yue

Independent non-executive Directors:

Mr Pang Kwong Wah

Mr Yau Ming Kim, Robert

Mr Yen Yuen Ho, Tony

Mr Lin Kam Sui

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place

of business in Hong Kong:

Unit 408, 4/F

Citicorp Centre

18 Whitfield Road

Hong Kong

26 April 2019

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATES TO BUY BACK SHARES
AND TO ISSUE SHARES OF THE COMPANY
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of Directors retiring at the Annual General Meeting; (ii) the grant of the Share Buy-back Mandate to the Directors; (iii) the grant of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares bought back by the Company under the Share Buy-back Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 87 of the Current Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office. The Directors to retire in every year shall include any Director who wishes to retire and not to offer himself for re-election or those who have been longest in office since their last election or appointment but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to article 86(3) of the Current Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to articles 86(3) and 87 of the Current Articles of Association, Ms Yeung Po Wah, Mr So Kin Hung, Mr Yau Ming Kim, Robert and Mr Yen Yuen Ho, Tong shall retire at the Annual General Meeting. All the above Directors, being eligible, will offer themselves for re-election.

Mr Yau Ming Kim, Robert who has been serving as Independent Non-executive Director of the Company for more than 9 years, and is holding other listed company directorships as set out in his biographical information set out in Appendix II to this circular, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Brief biographical details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

LETTER FROM THE BOARD

3. SHARE BUY-BACK AND ISSUANCE MANDATES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) to buy back Shares on the Stock Exchange up to 10% of the total number of issued Shares of the Company on the date of passing such resolution (i.e. a total of 94,611,636 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (“Share Buy-back Mandate”);
- (b) to issue, allot and deal with Shares up to 20% of the total number of issued Shares of the Company on the date of passing such resolution (i.e. a total of 189,223,272 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (“Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares bought back by the Company pursuant to and in accordance with the Share Buy-back Mandate.

The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate and they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of Directors, the grant of the Share Buy-back Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Share Buy-back Mandate.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is also enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/alltronics/). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 11:00 a.m. on Tuesday, 4 June 2019) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

To the best information of the Directors after making reasonable enquiries, no Shareholder is required to abstain from voting for any resolution proposed to be adopted at the AGM.

5. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the grant of the Share Buy-back Mandate and the grant/extension of the Issuance Mandate are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Lam Yin Kee
Chairman of the Board

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Share Buy-back Mandate.

1. REASONS FOR SHARE BUY-BACK

The Directors believe that the proposed grant of the Share Buy-back Mandate is in the interests of the Company and the Shareholders.

Shares buy-back may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of the Share Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 946,116,360 Shares.

Subject to the passing of the ordinary resolution numbered 8 set out in the notice of the Annual General Meeting in respect of the grant of the Share Buy-back Mandate and on the basis that no Shares are issued or bought back by the Company prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 94,611,636 Shares (representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting) during the period in which the Share Buy-back Mandate remains in force.

3. FUNDING OF SHARE BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Current Articles of Association, the laws of the Cayman Islands and other applicable laws.

The Company is empowered by its Current Articles of Association to buy back its Shares. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share buy-back may only be paid out of either the profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, if so authorised by its articles of association and subject to the provisions of the Cayman Islands laws, out of capital. The amount of premium payable on buy-back may be paid out of profits of the company or out of the share premium account of the company, or, if so authorised by its articles of association and subject to the provisions of the Cayman Islands laws, out of capital before the shares are bought back.

4. IMPACT OF SHARE BUY-BACK

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 contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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.

5. TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, 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 purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr Lam Yin Kee and Ms Yeung Po Wah, being executive Directors of the Company, together with parties acting in concert with them, were beneficially interested in 445,822,922 Shares representing approximately 47.12% of the total issued share capital of the Company. On the basis that no Shares are issued or bought back prior to the date of the Annual General Meeting, in the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr Lam Yin Kee and Ms Yeung Po Wah together with parties acting in concert with them would be increased to approximately 52.36% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective Close Associates have any present intention to sell any Shares to the Company in the event that the grant of the Share Buy-back Mandate is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

The Company has not been notified by any Core Connected Persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	2.7100	2.5100
May	2.5400	2.0000
June	2.2500	1.8000
July	2.0900	1.7500
August	1.9600	1.5900
September	1.8000	1.3800
October	1.5700	1.1900
November	1.4700	1.0000
December	1.2300	1.1400
2019		
January	1.3000	1.1200
February	1.6000	1.1800
March	1.2500	1.0500
April (up to the Latest Practicable Date)	1.1200	0.8800

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Current Articles of Association and will be proposed to be re-elected at the Annual General Meeting are provided below.

(1) Ms Yeung Po Wah, aged 69, an executive Director

Experience

Ms Yeung Po Wah, aged 69, is an executive Director, the spouse of Mr Lam Yin Kee and the mother of Mr Lam Chee Tai, Eric. Ms Yeung is a co-founder of the Group and is responsible for the overall administrative functions and strategic planning of the Group. From 1967 to 1984, Ms Yeung worked at the Bank of Tokyo with the last position being assistant manager of the remittance department. Save as disclosed, Ms Yeung did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Ms Yeung has entered into a service contract with the Company for an initial term of 3 years commencing from 15 July 2005 until the conclusion of the then annual general meeting of the Company, of which Ms Yeung was re-elected by the Shareholders of the Company. Ms Yeung's appointment shall continue thereafter unless and until terminated by, among others, either party giving to the other not less than three calendar months' prior notice in writing.

Ms Yeung is currently entitled to a basic monthly salary of HK\$122,625, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company and the Board with reference to her performance, duties and responsibilities, the performance of the Company and prevailing market conditions. There is no director's fee payable to Ms Yeung.

Relationships

Other than the relationship arising from her being the spouse of Mr Lam Yin Kee, the mother of Mr Lam Chee Tai, Eric, an executive Director and a substantial shareholder of the Company, Ms Yeung does not hold any other positions in the Company or its subsidiaries, nor does she have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms Yeung was interested in 445,822,922 Shares of the Company pursuant to Part XV of the SFO.

Public sanction

On 15 April 2010, the Stock Exchange publicly censured the Company for its breach of the former Rule 13.09 of the Listing Rules for failing to publish an announcement to disclose the deterioration of the Group's business performance in the first six months ended 30 June 2008 and publicly censured Ms Yeung for her breach of director's undertakings in failing to use her best endeavours to procure the Company's compliance with the former Rule 13.09 of the Listing Rules.

Matters that need to be brought to the attention of the Shareholders

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(i) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms Yeung that need to be brought to the attention of the Shareholders of the Company.

(2) Mr So Kin Hung, aged 62, an executive Director*Experience*

Mr So Kin Hung, aged 62, was appointed as an executive Director of the Company on 1 August 2008. Mr So graduated from the University of East London (previously known as "North East London Polytechnic") in the United Kingdom in 1982, with a degree of Bachelor of Science (Electrical and Electronic Engineering). Mr So joined the Group since 1997 and is also the general manager of two of the Company's subsidiaries, namely Alltronics Tech. Mftg. Limited and Shenzhen Allcomm Electronic Co. Ltd.. He has over 25 years of experience in the electronic industry and is responsible for the marketing and engineering operations of the Group. Prior to joining the Group in 1997, Mr So worked for a Hong Kong listed company as the assistant general manager. Save as disclosed, Mr So did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

There is no service contract between the Company and Mr So in relation to his role as an executive Director of the Company. Mr So will not be appointed for a specific term but shall be subject to retirement at least once every three years.

Mr So is currently entitled to receive a monthly salary of HK\$114,854, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions. There is no director's fee payable to Mr So.

Relationships

Other than the relationship arising from his being an executive Director of the Company and the general manager of two of the Group's subsidiaries, Mr So does not hold any other positions in the Company or its subsidiaries, nor does he have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr So does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Public sanction

On 15 April 2010, the Stock Exchange publicly censured the Company for its breach of the former Rule 13.09 of the Listing Rules for failing to publish an announcement to disclose the deterioration of the Group's business performance in the first six months ended 30 June 2008 and publicly criticised Mr So for his breach of director's undertakings in failing to use his best endeavours to procure the Company's compliance with the former Rule 13.09 of the Listing Rules.

Matters that need to be brought to the attention of the Shareholders

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(i) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr So that need to be brought to the attention of the Shareholders of the Company.

(3) Mr Yau Ming Kim, Robert, aged 80, an independent non-executive Director*Experience*

Mr Yau Ming Kim, Robert, aged 80, was appointed by the Group as an independent non-executive Director of the Company from 1 September 2009. Mr Yau graduated from Wah Yan College and has extensive experience in the textile and clothing industry and worldwide trade affairs. He served as a trade officer in the Hong Kong Government from 1964 to 1971. In 1970, he was seconded to the General Agreement on Tariffs and Trade ("GATT") Secretariat (now known as "World Trade Organisation") in Geneva, Switzerland and was awarded GATT Fellowship. Mr Yau had held senior positions including chief executive and managing director of various major international and local apparel companies since 1971. In addition, from 1998 to 2004, he was appointed as the vice chairman of Hong Kong Exporters' Association, member of the Executive Committee of The Hong Kong Shippers' Council and member of the Garment Advisory Committee of the Hong Kong Trade Development Council.

Mr Yau is currently an independent non-executive director of Parkson Retail Group Limited and Tungtex (Holdings) Company Limited since 1 January 2007 and 18 September 2006 respectively, both of these companies are listed on the main board of the Stock Exchange. Save as disclosed, Mr Yau did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Pursuant to an appointment letter dated 17 August 2009 with the Company, Mr Yau agreed to act as an independent non-executive Director of the Company for the period from 1 September 2009 until the conclusion of the 2010 annual general meeting of the Company, at which he was re-elected and shall continue thereafter from year to year until terminated by either party with one month's notice in writing. Mr Yau is currently entitled to a standard director's fee of HK\$317,400 per annum, which is determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions.

Relationships

Other than the relationship arising from his being an independent non-executive Director of the Company, Mr Yau does not hold any other positions in the Company or its subsidiaries, nor does he has any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr Yau does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr Yau that need to be brought to the attention of the Shareholders of the Company.

(4) Mr Yen Yuen Ho, Tony, aged 70, an independent non-executive Director

Experience

Mr Yen Yuen Ho, Tony, aged 70, was appointed on 12 August 2016 as an independent non-executive Director of the Company and a member of the audit committee, remuneration committee and nomination committee respectively. Mr Yen is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia. From August 1994 to March 2007, he was the Law Draftsman of the Department of Justice of Hong Kong. He was

also a member of the Hong Kong Government's Law Reform Commission. Mr Yen was conferred the Silver Bauhinia Star Medal by the Hong Kong Government in 2000. Currently, he is an adjunct professor at the Hong Kong Shue Yan University and the Beijing Normal University. Mr Yen is an Honorary Court Member of the Hong Kong University of Science and Technology and an Honorary Fellow of the Faculty of Education, University of Hong Kong. He is the director of two secondary schools, the Vice President of the Neighbourhood Advice Action Council and a member of Heep Hong Society's Executive Council. He is an honorary adviser to Pok Oi Hospital and the Hong Kong Academy of Nursing. From April 2009 to April 2015, Mr Yen was the vice chairman of the Hong Kong Government's Social Welfare Department Lump Sum Grant Independent Complaints Handling Committee. Since January 2013, he has been a member of the Hong Kong Government's Panel of Review Board on School Complaints.

Mr Yen is an independent non-executive director of Jinchuan Group International Resources Co. Ltd. (stock code: 2362) and Panda Green Energy Group Limited (stock code: 686), which shares are listed on the Main Board of the Stock Exchange, and also an independent non-executive director of WWPKG Holdings Company Limited (stock code: 8069), which shares are listed on the Growth Enterprise Market of the Stock Exchange. He is also an independent director of China Minsheng Jiaye Investment Co., Limited. Mr Yen also served as an independent non-executive director of Link Holdings Limited (stock code: 8237) from 20 June 2014 to 16 October 2014, which shares are listed on the Growth Enterprise Market of the Stock Exchange. Save as disclosed, Mr Yen did not hold any directorship in any other listed public companies in the last three years.

Length of service and emoluments

Pursuant to a letter of appointment dated 11 August 2016 signed by the Company and Mr Yen, Mr Yen's term of services with the Company is fixed at three years with effect from 12 August 2016. Mr Yen is subject to retirement by rotation and re-election at the Annual General Meeting, in accordance with the Current Articles of Association of the Company. Mr Yen, if so re-elected at the Annual General Meeting, shall continue thereafter from year to year until terminated by either Party with one month's notice in writing.

Mr Yen is currently entitled to a fixed director's fee of HK\$317,400 per annum, which is determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities, the performance of the Company and the prevailing market conditions.

Relationships

Other than the relationship arising from his being an independent non-executive Director of the Company, Mr Yen does not hold any other positions in the Company or its subsidiaries, nor does he have any relationships with any other directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Yen does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr Yen that need to be brought to the attention of the Shareholders of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING



ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “Meeting”) of Alltronics Holdings Limited (the “Company”) will be held at Tactic Room, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 6 June 2019 at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2018;
2. To re-elect Ms Yeung Po Wah as an Executive Director;
3. To re-elect Mr So Kin Hung as an Executive Director;
4. To re-elect Mr Yau Ming Kim, Robert as an Independent Non-executive Director;
5. To re-elect Mr Yen Yuen Ho, Tony as an Independent Non-executive Director;
6. To authorise the Board of Directors to fix Directors’ remuneration;
7. To re-appoint Ernst & Young as the Independent Auditor and to authorise the Board of Directors to fix its remuneration;
8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
 - (c) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (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 under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong), or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme 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 articles of association of the Company, the number of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total number of issued shares of the Company as at the date of

NOTICE OF THE ANNUAL GENERAL MEETING

passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (b) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”; and

10. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution numbered 9 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the number of shares of the Company bought back by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to buy back such shares since the grant of such general mandate referred to in the above resolution numbered 8 provided that such number of Shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

On behalf of the Board
Lam Yin Kee
Chairman

Hong Kong, 26 April 2019

Notes:

1. A member of the Company who is entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not to be a member of the Company but must attend in person to represent the member. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF THE ANNUAL GENERAL MEETING

2. In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 11:00 a.m. on Tuesday, 4 June 2019) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. For the purpose of determining members who are entitled to attend and vote at the Meeting to be held on 6 June 2019, the Register of Members of the Company will be closed on Monday, 3 June 2019 to Thursday, 6 June 2019, both days inclusive. In order to qualify for attending and voting at the Meeting, all transfer documents should be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2019.
4. In relation to the ordinary resolutions numbered 8 to 10 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or buy back any existing shares of the Company.
5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, Mr Lam Yin Kee, Ms Yeung Po Wah, Ms Liu Jing, Mr Lam Chee Tai, Eric, Mr So Kin Hung and Mr Meng Fei (executive duties suspended) are the executive Directors of the Company, Mr Fan, William Chung Yue is the non-executive Director of the Company, and Mr Pang Kwong Wah, Mr Yau Ming Kim, Robert, Mr Yen Yuen Ho, Tony and Mr Lin Kam Sui are the independent non-executive Directors of the Company.