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PROSTEN TECHNOLOGY HOLDINGS LIMITED

長達科技控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Prosten Technology Holdings Limited (the “Company”) will be held on 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and auditors for the year ended 31 March 2016;
2. (i) To re-elect the following Directors:
 - (a) Mr. Han Jun;
 - (b) Mr. Yip Heon Keung;
 - (c) Mr. Xu Zhigang;
 - (d) Mr. Poon Yan Wai;
 - (e) Mr. Song Xuxi; and
 - (f) Mr. Shi Liangsheng;
- (ii) To authorise the board of directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Group and to authorise the Board to fix their remuneration;

** For identification purpose only*

4. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (b) of this resolution, 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 Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Futures Commission and or 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;
- (b) The aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company 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” 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 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 of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company (“Shareholders”) in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM of, 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 bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue where shares are offered to Shareholders or any class thereof on a fixed record date in proportion to their then holdings of shares or any class thereof (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) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital 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 Articles of Association of the Company in force from time to time, shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) 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 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the passing of ordinary resolutions set out in items 4 and 5 in the above notice, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to ordinary resolution set out in item 5 in the above notice be and is hereby extended by the addition of the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution set out in item 4 in the above notice, provided that such amount of shares shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing the said resolution.”

7. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the ordinary shares of the Company to be issued upon exercise of share options granted under the refreshed scheme mandate limit of the share option scheme adopted by the Company on 10 August 2011 (“Share Option Scheme”), the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued upon exercise of options which may be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) must not exceed 10% of the shares of the Company in issue as at the date on which this resolution is passed (“Refreshed

Scheme Mandate Limit”), and THAT the Directors be and are hereby authorised: (i) to do all such acts and execute all such documents to effect the Refreshed Scheme Mandate Limit; (ii) subject to compliance with the GEM Listing Rules, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate Limit pursuant to the Share Option Scheme; and (iii) to exercise all powers to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”

8. As a special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Prosten Technology Holdings Limited” to “Prosten Health Holdings Limited” and the Chinese name “長達健康控股有限公司” be adopted as the dual foreign name in Chinese of the Company to replace the existing Chinese name of the Company “長達科技控股有限公司”, which was adopted for identification purposes only (the “Proposed Change of Company Name”); and
- (b) any one or more of the Directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all documents and make all arrangements as he/she/they consider necessary or expedient to give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

9. As a special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) subject to the passing of Resolution numbered 8 set out in the notice convening this meeting and the Proposed Change of Company Name taking effect, the memorandum of association (the “Memorandum”) and the articles of association of the Company (the “Articles”) be and are hereby amended by deleting the name “Prosten Technology Holdings Limited” and replacing therewith the name “Prosten Health Holdings Limited 長達健康控股有限公司” in the Memorandum and the Articles;
- (b) article 134 of the Articles be hereby amended by deleting “provided that at least one Directors’ meeting shall be held in the Cayman Islands in each calendar year” and the phrase “subject thereto” after such line;
- (c) article 111 of the Articles be hereby deleted in its entirety and be replaced with “The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director”;
- (d) article 112 of the Articles be hereby deleted in its entirety and be replaced with “The Directors 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 additional Director. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting”; and
- (e) any one or more of the Directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all documents and make all arrangements as he/she/they consider necessary or expedient to give effect to the foregoing and to attend to any necessary.”

By Order of the Board
PROSTEN TECHNOLOGY HOLDINGS LIMITED
Xu Zhigang
Chairman

Hong Kong, 29 August 2016

Head office and principal place of business:

Unit 905, Star House, 3 Salisbury Road,
Tsim Sha Tsui,
Hong Kong

Notes:

1. As at the date of this notice, the Board comprises Mr. Xu Zhigang, Mr. Han Jun, Mr. Shi Liangsheng, (all of them are executive Directors); Mr. Chen Weixi, Mr. Yip Heon Keung and Mr. Song Xuxi (all of them are non-executive Directors); Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong (all of them are independent non-executive Directors).
2. Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead in accordance with the Articles of Association. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend 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. A proxy need not be a Shareholder of the Company.
3. In order to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis 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 AGM or any adjourned meeting thereof.
4. The register of members of the Company will be closed from Tuesday, 27 September 2016 to Wednesday, 28 September 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 September 2016.
5. In relation to ordinary resolutions set out in items 4 to 6 in the above notice, the Directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company as at the Latest Practicable Date.