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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)**

### **PROPOSED BONUS ISSUE OF SHARES**

The Board is pleased to announce that it has resolved to recommend the Bonus Issue, being a bonus issue of Shares on the basis of eight Bonus Shares for every ten existing Shares held by Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares to be allotted and issued will be credited as fully paid by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. Upon issuance, the Bonus Shares will rank pari passu in all respects with the then existing Shares in issue except that they will not be entitled to the final dividend for the year ended 31 December 2016.

The register of members of the Company will be closed from Wednesday, 7 June 2017 to Friday, 9 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlements to the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Tuesday, 6 June 2017.

A circular containing, among other things, further details of the proposed Bonus Issue, will be dispatched to the Shareholders as soon as practicable.

Reference is made to the announcement of the Company dated 30 March 2017 relating to the annual results of the Company and its subsidiaries for the year ended 31 December 2016. The Board is pleased to announce that it has resolved to recommend the Bonus Issue, being a bonus issue of Shares on the basis of eight Bonus Shares for every ten existing Shares held by Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. Upon issuance, the Bonus Shares will rank pari passu in all respects with the then existing Shares in issue except that they will not be entitled to the final dividend for the year ended 31 December 2016. There will not be any fractional entitlements to the Bonus Shares.

## **BASIS OF THE BONUS ISSUE**

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of eight (8) Bonus Shares for every existing ten (10) Shares held on the Record Date by the Qualifying Shareholders.

On the basis of 525,620,200 existing Shares in issue as at the date of this announcement, and assuming (i) no further Shares will be issued or bought back before the Record Date; (ii) there are no Non-qualifying Shareholders, it is anticipated that 420,496,160 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. Immediately upon completion of the Bonus Issue, there will be a total of 946,116,360 Shares in issue as enlarged by the Bonus Issue.

## **CONDITIONS OF THE BONUS ISSUE**

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders approving the proposed Bonus Issue at the AGM;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any), under the applicable laws of the Cayman Islands and the current articles of association of the Company to effect the Bonus Issue.

## **REASONS FOR THE PROPOSED BONUS ISSUE**

In recognition of the continual support of the Shareholders and to encourage the Shareholders to continue to support the Company's future development, the Board decided to propose the Bonus Issue.

The Board believes that the Bonus Issue will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held by them in the Company without incurring any significant costs to them. Although the price per Share on an ex-entitlement basis is expected to reduce proportionately and the Bonus Issue is not expected to increase the Shareholders' proportionate equity interests in the Company, the Bonus Issue will increase the number of Shares to be held by the Shareholders, which will afford them with more flexibility in managing their own investment portfolios such as giving them more convenience in disposing of a portion of the Shares and realising a cash return to meet the individual Shareholders' financial needs.

The Board also believes that even if the price per Share on an ex-entitlement (or a post Bonus Issue) basis may be reduced proportionately, the Bonus Issue will not change the rights or the proportionate equity interest of the Shareholders in the Company. By way of illustration only, based on the closing price of HK\$4.25 per Share as at the date of this announcement, the theoretical price per Share is expected to decrease to HK\$2.36 after the Bonus Issue has taken place.

In addition, as the Bonus Issue will increase the total number of the issued Shares of the Company and reduce the price of each Share and hence the trading price of per board lot, the trading volume and the liquidity of the Shares on the market could be increased. Whilst it is arguable that the Bonus Issue may reduce the value of each Shareholder's holding in the Company due to the transaction costs involved in the Bonus Issue, it is expected that the transaction costs will be minimal.

Shareholders are advised to consult their professional advisers if they are in doubt about the advantages and disadvantages of the Bonus Issue.

## **STATUS OF BONUS SHARES**

The Bonus Shares, upon issue, will rank pari passu in all respects with the then existing Shares in issue except that they will not be entitled to the final dividend for the year ended 31 December 2016. There will not be any fractional entitlements to the Bonus Shares.

## **CLOSURE OF REGISTER OF MEMBERS**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated below under the heading “Overseas Shareholders”.

The register of members of the Company will be closed from Wednesday, 7 June 2017 to Friday, 9 June 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the Bonus Issue, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar not later than 4:30 p.m. on Tuesday, 6 June 2017.

## **OVERSEAS SHAREHOLDERS**

If, as at the close of business on the Record Date, a Shareholder’s address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders, no issue of the Bonus Shares will be made to such Overseas Shareholders.

Overseas Shareholders receiving a copy of the circular about the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless invitation could lawfully be made to him/her/it without requiring the Company or such Overseas Shareholders to comply with any registration or other legal requirements in the relevant territory.

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by post at his own risk, unless the amount falling to be distributed to such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

## **LISTING**

Application will be made to the Stock Exchange for listing of, and permission to deal in, the Bonus Shares. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Bonus Shares or any other securities of the Company to be listed or dealt in on any other stock exchange. No new class of securities is to be listed pursuant to the Bonus Issue.

## **CERTIFICATES FOR THE BONUS SHARES**

It is expected that after all the conditions have been fulfilled, certificates for the Bonus Shares will be posted on or about 23 June 2017 at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealing in the Bonus Shares are expected to commence on or about 26 June 2017.

## **EXPECTED TIMETABLE**

The following is a summary of the events in relation to the proposed Bonus Issue in the form of a timetable:

Dispatch of the circular relating to  
the proposed Bonus Issue . . . . . as soon as practicable

Latest time for lodging transfer of Shares in order  
to be entitled to attend and vote at the AGM . . . . . 4:30 p.m. on Thursday,  
25 May 2017

Latest time for lodging forms of proxy for the AGM. . . . . 11:00 a.m. on Monday,  
29 May 2017

Closure of register of members of the Company for  
the entitlement to attend and vote at the AGM. . . . . Friday, 26 May 2017 to  
Thursday, 1 June 2017

Date and Time of AGM. . . . . 11:00 a.m. on Thursday,  
1 June 2017

Publication of the poll results of the AGM . . . . . Thursday, 1 June 2017

Last day of dealings in Shares cum-entitlements  
to the Bonus Shares . . . . . Friday, 2 June 2017

First day of dealings in Shares ex-entitlements  
to the Bonus Shares . . . . . Monday, 5 June 2017

Latest time for lodging transfers of Shares for  
registration in order to qualify for the Bonus Issue . . . . . 4:30 p.m. on Tuesday,  
6 June 2017

Closure of register of members of the Company for  
the entitlement to the Bonus Issue . . . . . Wednesday, 7 June 2017 to  
Friday, 9 June 2017

Record Date . . . . . Friday, 9 June 2017

Certificates for the Bonus Shares  
expected to be dispatched . . . . . On or about Friday, 23 June 2017

Dealings in Bonus Shares expected to commence . . . . . Monday, 26 June 2017

*Note:* All references to times are Hong Kong time.

The above timetable is subject to change and to the fulfilment of the conditions of the Bonus Issue. The Company will announce in compliance with the Listing Rules if the above timetable changes.

## **CIRCULAR**

A circular containing, inter alia, further details of the proposed Bonus Issue will be dispatched to the Shareholders as soon as practicable.

No shareholder is required to abstain from voting on the ordinary resolution to approve the Bonus Issue at the AGM.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at Unit 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 1 June 2017 at 11:00 a.m.
“Board”	the board of directors of the Company
“Bonus Issue”	the proposed bonus issue of Shares on the basis of eight Bonus Shares for every ten existing Shares held by Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date
“Bonus Share(s)”	new Share(s) proposed to be issued pursuant to the Bonus Issue
“Company”	Alltronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	Overseas Shareholders who are excluded from the Bonus Issue and as detailed in the section headed “Overseas Shareholders” in this announcement
“Overseas Shareholders”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown in the register of members on that date is(are) outside Hong Kong
“Qualifying Shareholders”	holders of Shares, not being Non-Qualifying Shareholders, whose names appear on the register of members of the Company on the Record Date and are entitled to the Bonus Issue

“Record Date”	Friday, 9 June 2017, being the date by reference to which entitlements to the Bonus Issue will be determined
“Share Registrar”	Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Alltronics Holdings Limited**  
**Lam Yin Kee**  
*Chairman*

Hong Kong, 30 March 2017

As at the date of this announcement, the Board of the Company comprises:

*Executive Directors*

Mr. Lam Yin Kee, Ms. Yeung Po Wah, Ms. Liu Jing, Mr. Lam Chee Tai, Eric and Mr. So Kin Hung

*Non-executive Directors*

Mr. Fan, William Chung Yue and Mr. Lau Fai Lawrence

*Independent Non-executive Directors*

Mr. Pang Kwong Wah, Mr. Yau Ming Kim, Robert and Mr. Yen Yuen Ho, Tony