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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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “Meeting”) of Alltronics Holdings Limited (the “Company”) will be held at Unit 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 1 June 2017 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 2016;
2. To declare a final dividend of HK8.0 cents per share for the year ended 31 December 2016;
3. To re-elect Mr Lam Yin Kee as an Executive Director;
4. To re-elect Ms Yeung Po Wah as an Executive Director;
5. To re-elect Mr So Kin Hung as an Executive Director;
6. To re-elect Mr Lau Fai Lawrence as a Non-executive Director;
7. To re-elect Mr Yen Yuen Ho, Tony as an Independent Non-executive Director;
8. To authorise the Board of Directors to fix Directors’ remuneration;

9. To re-appoint Ernst & Young as the Independent Auditor and to authorise the Board of Directors to fix its remuneration;
10. 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;
 - (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 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 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.”;
11. 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 issue, allot and deal with additional shares 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), 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 passing of this resolution and the said approval shall be limited accordingly; 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.”;

12. 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 11 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 10 provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”; and

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

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as defined below):

- (A) upon the recommendation of the Directors, such amount standing to the credit of the share premium account of the Company be capitalized and the Directors be and are hereby authorized to apply such amount in paying up in full at par such number of new shares of HK\$0.01 each in the capital of the Company (“Bonus Shares”) on the basis of eight Bonus Shares for every ten existing issued ordinary shares of HK\$0.01 each in the capital of the Company on the Record Date (as defined below), and the Directors be authorised to allot, issue and distribute the Bonus Shares, which shall be credited as fully paid, to the members of the Company whose names appear in the register of members of the Company in Hong Kong as at the close of business on 9 June 2017 (“Record Date”), other than those members (“Excepted Shareholders”) whose addresses as shown in the register of members of the Company at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the articles of association of the Company, on the basis of eight Bonus Shares for every ten existing issued ordinary shares of HK\$0.01 each in the capital of the Company then held by them respectively (“Bonus Issue”), and the Directors be authorised to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

- (B) the Bonus Shares to be allotted and issued pursuant to this resolution shall, subject to the articles of association of the Company, rank pari passu in all respects with the existing issued ordinary shares of HK\$0.01 each in the capital of the Company, except that they shall not be eligible for the Bonus Issue mentioned in this resolution and the final dividend for the year ended 31 December 2016;
- (C) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Excepted Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Excepted Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances thereof at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case, the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (D) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

On behalf of the Board
Lam Yin Kee
Chairman

Hong Kong, 26 April 2017

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.
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, 30 May 2017). 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. The Register of Members of the Company will be closed for the following periods:
 - (a) For the purpose of determining members who are entitled to attend and vote at the Meeting to be held on 1 June 2017, the Register of Members of the Company will be closed on Friday, 26 May 2017 to Thursday, 1 June 2017, 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 Thursday, 25 May 2017.
 - (b) For the purpose of determining members who qualify for the proposed final dividend and the bonus issue of shares of the Company, the Register of Members of the Company will be closed on Wednesday, 7 June 2017 to Friday, 9 June 2017, both days inclusive. In order to qualify for the proposed final dividend and the bonus issue of shares, 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 Tuesday, 6 June 2017.
4. In relation to the ordinary resolutions numbered 10 to 12 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 and Mr So Kin Hung are the executive Directors of the Company, Mr Fan, William Chung Yue and Mr Lau Fai Lawrence are the non-executive Directors of the Company, and Mr Pang Kwong Wah, Mr Yau Ming Kim, Robert and Mr Yen Yuen Ho, Tony are the independent non-executive Directors of the Company.