
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 Unit 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 7 June 2018 at 11:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is 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/) respectively.

If you do not propose to attend the meeting, you are requested to complete the form of proxy 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, 5 June 2018) 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 meeting should they so wish.

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

26 April 2018

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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 Unit 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 7 June 2018 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”	20 April 2018, 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;

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;
“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

Non-executive Directors:

Mr Fan, William Chung Yue

Mr Lau Fai Lawrence

Independent non-executive Directors:

Mr Pang Kwong Wah

Mr Yau Ming Kim, Robert

Mr Yen Yuen Ho, Tony

Mr Lin Kam Sui

To 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. 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 Liu Jing, Mr Lam Chee Tai, Eric, Mr Meng Fei, Mr Fan, William Chung Yue, Mr Pang Kwong Wah and Mr Lin Kam Sui shall retire at the Annual General Meeting. All the retiring Directors, being eligible, will offer themselves for re-election.

Brief biographical details of the retiring Directors offer for re-election are set out in Appendix II of this circular.

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.

LETTER FROM THE BOARD

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.

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, 5 June 2018) 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.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Share Buy-back Mandate) and Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

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 11 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 2017) 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 for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, 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 445,244,922 Shares representing approximately 47.06% 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 52.29% 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 have no intention to, and will not buy back Shares which would result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any buy-back to be made under the Share Buy-back Mandate.

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>
2017		
April	5.0000	4.6300
May	4.9500	4.6600
June	5.1000	2.3500
July	3.0600	2.4100
August	3.1500	2.6900
September	2.9800	2.6100
October	2.8800	2.6900
November	2.7400	2.2900
December	2.6900	2.2300
2018		
January	2.7500	2.3800
February	2.7300	2.4500
March	2.8400	2.4100
April (up to the Latest Practicable Date)	2.7100	2.5600

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 Liu Jing, aged 45, an executive Director

Experience

Ms Liu Jing, aged 45, was appointed as an executive Director of the Company from 5 March 2016. Ms Liu completed the studies for master degree in Finance, Trade and Economics at the Graduate School of Chinese Academy of Sciences, and is a senior accountant and a member of The Chinese Institute of Certified Public Accountants. Ms Liu is currently an executive director of Beijing Extraordinary Leading Investment Management Co. Ltd., and is responsible for financial administration. Ms Liu has over twenty years' experience in corporate strategic development, business operation management and finance, and has over seven years' experience in management of investment funds. During the period from July 1994 to July 2009, Ms Liu held various positions in HNA Group Co. Ltd. and its affiliates, including assistant general manager, general manager and chief financial officer, and was responsible for financial, investment and corporate finance activities of the group. During the period from July 2009 to July 2012, Ms Liu set up Shanghai Rich-yield Investment Management Centre (Limited Partnership) with other founders, and was responsible for its investment and corporate finance activities.

Length of service and emoluments

Pursuant to an appointment letter dated 4 March 2016 with the Company, Ms Liu agreed to act as an executive Director of the Company for the period of three years commencing from 5 March 2016 until the conclusion of the then annual general meeting of the Company, at which Ms Liu was re-elected by the Shareholders of the Company. Ms Liu's appointment shall be renewed automatically unless terminated in accordance with the said letter of appointment.

Ms Liu is currently entitled to a basic monthly salary of HK\$55,125, 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 Liu.

Relationships

Other than the relationship arising from her being an executive Director of the Company, Ms Liu 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 Liu was interested in 124,509,600 Shares of the Company pursuant to Part XV of 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 Ms Liu that need to be brought to the attention of the Shareholders of the Company.

(2) Mr Lam Chee Tai, Eric, aged 38, an executive Director*Experience*

Mr Lam Chee Tai, Eric, aged 38, was appointed as an executive Director of the Company on 30 March 2012. Mr Lam holds a Bachelor Degree in Commerce (Marketing) and a Master Degree in Business Systems from Monash University, Australia. Mr Lam joined the Group as an assistant Marketing Manager in June 2004 and is currently the General Manager of a major subsidiary of the Group. Mr Lam has extensive experience in production and customer management and is mainly responsible for the overall supervision of the Group's manufacturing operations in China and for business development in China market. Mr Lam is the son of Mr Lam Yin Kee and Ms Yeung Po Wah.

Length of service and emoluments

Mr Lam has been appointed by the Company for a term commencing from 30 March 2012 until the conclusion of the then annual general meeting of the Company, at which Mr Lam was re-elected by the Shareholders of the Company. Mr Lam'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.

Mr Lam is currently entitled to a basic monthly salary of HK\$143,992, 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 Lam.

Relationships

Mr Lam is the son of Mr Lam Yin Kee and Ms Yeung Po Wah, both of them are executive Directors of the Company and Mr Lam Yin Kee is also the Chairman, Chief Executive and a substantial shareholder of the Company. Save as disclosed, Mr Lam 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.

Interests in Shares

As at the Latest Practicable Date, Mr Lam was interested in 3,018,708 Shares of the Company pursuant to 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 Lam that need to be brought to the attention of the Shareholders of the Company.

(3) Mr Meng Fei, aged 43, an executive Director*Experience*

Mr Meng Fei, aged 43, was appointed as an executive Director of the Company from 1 June 2017. He has completed the master degree study in Macro Economy at Tianjin University of Finance and Economics. Mr Meng has over ten years experience in trade, corporate management, finance and investment, business re-structuring and capital market, and currently is the Deputy General Manager of Shenzhen Ao Ying Investment Co., Limited. Mr Meng was the Deputy General Manager of South Huitong Shihua Micro Hard-Drive Company from 2004 to 2006, and was the Deputy General Manager of International Business Office of China Potevio Company Limited from 2006 to 2016.

Length of service and emoluments

Mr Meng has entered into a letter of appointment dated 1 June 2017 with the Company and the term of his service shall continue for a period of three years commencing from 1 June 2017 and shall be renewed automatically unless terminated in accordance with the said letter of appointment. Mr Meng 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 Meng, if so re-elected at the Annual General Meeting, shall thereafter be subject to retirement by rotation at least once every three years.

Mr Meng is currently entitled to a remuneration of HK\$52,500 per month. Mr Meng may also be entitled to receive discretionary bonuses or other benefits as may be decided 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 condition.

Relationships

Other than the relationship arising from his being an executive Director of the Company, Mr Meng 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 Meng 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 Lau that need to be brought to the attention of the Shareholders of the Company.

(4) Mr Fan, William Chung Yue, aged 77, a non-executive Director*Experience*

Mr Fan, William Chung Yue, aged 77, is a non-executive Director appointed by the Group in June 2005. Mr Fan is a solicitor in Hong Kong and has officially retired in April 2013. He is also an independent non-executive director of National Agricultural Holdings Limited since January 2015, of which is a company listed on the Main Board of the Stock Exchange. He was also a non-executive director of Chinney Investments, Limited from May 1987 to August 2017, a company listed on the Main Board of the Stock Exchange.

Length of service and emoluments

Mr Fan has been appointed by the Company for a term of one year commencing from 17 June 2005 until the conclusion of the then annual general meeting of the Company, at which Mr Fan was re-elected by the Shareholders of the Company. Mr Fan's appointment shall continue thereafter from year to year until terminated by either party with one month's notice in writing served to the other party. Mr Fan is currently entitled to a standard director fee of HK\$308,160 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 a non-executive Director of the Company, Mr Fan 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 Fan 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 Fan 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 Fan that need to be brought to the attention of the Shareholders of the Company.

(5) Mr Pang Kwong Wah, aged 72, an independent non-executive Director*Experience*

Mr Pang Kwong Wah, aged 72, is an independent non-executive Director appointed by the Group in June 2013. Mr Pang graduated from the University of Southern California in the United States of America with a Master of Business Administration and has extensive experience in finance and administration, business and general management. Mr Pang was a principal of corporate services division of an international audit firm during 1985 to 1988 and had held senior positions including the chief operating officer and chief executive officer of a listed company in Hong Kong during 1988 to 2002. Mr Pang was also a non-executive director of a listed company in Hong Kong during 2004 to 2005.

Length of service and emoluments

Pursuant to an appointment letter dated 20 June 2013 with the Company, Mr Pang agreed to act as an independent non-executive Director of the Company for the period from 21 June 2013 until the conclusion of the 2014 annual general meeting of the Company, at which he was re-elected and thereafter subject to retirement by rotation at least once every three years. Mr Pang is currently entitled to a standard director's fee of HK\$308,160 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 Pang 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 Pang 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 Pang that need to be brought to the attention of the Shareholders of the Company.

(6) Mr Lin Kam Sui, aged 68, an independent non-executive Director*Experience*

Mr Lin Kam Sui, aged 68, was appointed as an independent non-executive Director of the Company from 1 June 2017. He was graduated from Hong Kong Technical College (now known as Hong Kong Polytechnic University) and has over 45 years of experience in the field of electrical and mechanical engineering. Mr Lin is a Chartered Engineer of the Engineering Council UK, a Fellow Member of The Chartered Institution of Building Services Engineers (UK), a Fellow Member of The Hong Kong Institution of Engineers, and a Life Member of American Society of Heating, Refrigerating and Air Conditioning Engineers. Mr Lin is also the Honorary Life President of The Hong Kong Air Conditioning and Refrigeration Association Limited. Mr Lin currently is the Business Development Director of Midea Electric (HK) Limited.

Mr Lin did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas as at the date of this circular.

Length of service and emoluments

Pursuant to a letter of appointment dated 1 June 2017 signed by the Company and Mr Lin, Mr Lin's term of services with the Company is fixed at three years with effect from 1 June 2017. Mr Lin 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 Lin, if so re-elected at the Annual General Meeting, shall thereafter be subject to retirement by rotation at least once every three years.

Mr Lin is currently entitled to a fixed director's fee of HK\$308,160 per annum, which is determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities within 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 Lin 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 Lin 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 Lin 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 Unit 2401-02, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 7 June 2018 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 2017;
2. To declare a final dividend of HK5.0 cents per share for the year ended 31 December 2017;
3. To re-elect Ms Liu Jing as an Executive Director;
4. To re-elect Mr Lam Chee Tai, Eric as an Executive Director;
5. To re-elect Mr Meng Fei as an Executive Director;
6. To re-elect Mr Fan, William Chung Yue as a Non-executive Director;
7. To re-elect Mr Pang Kwong Wah as an Independent Non-executive Director;
8. To re-elect Mr Lin Kam Sui as an Independent Non-executive Director;
9. To authorise the Board of Directors to fix Directors’ remuneration;
10. To re-appoint Ernst & Young as the Independent Auditor and to authorise the Board of Directors to fix its remuneration;
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 buy back its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (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.”;
12. 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

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- (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
13. 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 12 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 11 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.”

On behalf of the Board
Lam Yin Kee
Chairman

Hong Kong, 26 April 2018

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, 5 June 2018) 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.

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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 7 June 2018, the Register of Members of the Company will be closed on Monday, 4 June 2018 to Thursday, 7 June 2018, 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, 1 June 2018.
 - (b) For the purpose of determining members who qualify for the proposed final dividend of the Company, the Register of Members of the Company will be closed on Wednesday, 13 June 2018 to Friday, 15 June 2018, both days inclusive. In order to qualify for the proposed final dividend, 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, 12 June 2018.
4. In relation to the ordinary resolutions numbered 11 to 13 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 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, Mr Yen Yuen Ho, Tony and Mr Lin Kam Sui are the independent non-executive Directors of the Company.