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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
(3) RE-APPOINTMENT OF AUDITORS
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Alltronics Holdings Limited to be held at Unit 408, 4/F, Citicorp Centre, 18 Whitfield Road, Hong Kong on Monday, 3 June 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Saturday, 1 June 2024) 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 2024

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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 408, 4/F, Citicorp Centre, 18 Whitfield Road, Hong Kong on Monday, 3 June 2024 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 14 to 17 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 as set out in Appendix C1 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”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.02 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*)
Mr Lam Chee Tai, Eric (*Chief Executive*)
Ms Yeung Po Wah
Mr So Kin Hung
Ms Lam Oi Yan, Ivy

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr Pang Kwong Wah
Mr Yau Ming Kim, Robert
Mr Yen Yuen Ho, Tony
Mr Lin Kam Sui

Principal place

of business in Hong Kong:
Unit 408, 4/F
Citicorp Centre
18 Whitfield Road
Hong Kong

26 April 2024

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
(3) RE-APPOINTMENT OF AUDITORS
AND
(4) 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 proposed 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; and (v) re-appointment of auditors.

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 first annual general meeting of the Company after his/her appointment 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, Ms Lam Oi Yan, Ivy and Mr Pang Kwong Wah shall retire at the Annual General Meeting. All the above Directors, being eligible, will offer themselves for re-election.

Mr Pang Kwong Wah has been appointed as an independent non-executive Director (“**INED**”) since 21 June 2013 and has continued to serve the Company for more than 9 years. He is eligible for re-election at the Annual General Meeting and 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 INED who is due to retire at the Annual General Meeting. The Company considers that the retiring INED 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 47,305,818 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 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) (“**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.

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. RE-APPOINTMENT OF AUDITORS

Messrs. Grant Thornton Hong Kong Limited (“**Grant Thornton**”) will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation by the audit committee of the Company, proposed to re-appoint Grant Thornton as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the proposed re-election of Directors, the grant of the Share Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Share Buy-back Mandate and the re-appointment of Auditors.

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Saturday, 1 June 2024) 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.

6. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the grant of the Share Buy-back Mandate, the grant/extension of the Issuance Mandate and the re-appointment of auditors 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,
For and on behalf of the Board
Lam Yin Kee
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your decision on whether to vote for or against the ordinary resolution in relation to the granting 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 473,058,180 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 Directors would be allowed under the Share Buy-back Mandate to buy back a maximum of 47,305,818 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.

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 2023) 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 224,425,461 Shares representing approximately 47.44% 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 52.71% 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 nor, 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.

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 will 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.

The Company has confirmed that neither the explanatory statement nor the proposed share buy-back has any unusual features.

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>
2023		
April	0.6000	0.5100
May	0.6500	0.5600
June	0.6600	0.5200
July	0.6800	0.5700
August	0.5800	0.5100
September	0.5900	0.5700
October	0.9700	0.5100
November	0.5300	0.4400
December	0.6800	0.4400
2024		
January	0.8900	0.4600
February	0.5600	0.4500
March	0.6400	0.4200
April (up to the Latest Practicable Date)	0.4950	0.4200

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the six months prior to the Latest Practicable Date (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 74, an executive Director

Position and experience

Ms Yeung Po Wah, aged 74, is an executive Director of the Company. 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, at 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 subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years pursuant to the Current Articles of Association.

Ms Yeung is currently entitled to a basic monthly salary of HK\$127,530, 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 and Ms Lam Oi Yan, Ivy, 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 224,425,461 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 Ms Yeung that need to be brought to the attention of the Shareholders of the Company.

(2) Ms Lam Oi Yan, Ivy, aged 46, an executive Director*Position and experience*

Ms Lam Oi Yan, Ivy, aged 46, is an executive Director of the Company with effect from 12 June 2020. Ms Lam joined the Group as an assistant Marketing Manager in March 2003 and has extensive experience in marketing, administrative management and investor relations. Ms Lam is mainly responsible for the administrative management and investor relations of the Group. Ms Lam holds a Bachelor Degree in Business (Marketing) from Central Queensland University, Australia. Ms Lam is a member of the YIC Youth of the Hong Kong Young Industrialists Council since 2003 and is also a director of the Lifeline Express Hong Kong Foundation since 2013. Save as disclosed, Ms Lam did not hold any directorships in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service and emoluments

Ms Lam has been appointed by the Company for a term commencing from 12 June 2020 until the conclusion of the then annual general meeting of the Company, at which Ms Lam was re-elected by the Shareholders of the Company. Ms Lam's appointment shall continue thereafter unless and until terminated by either party by giving to the other party not less than three months' notice without payment of any compensation (other than statutory compensation). Ms Lam is subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years pursuant to the Current Articles of Association.

Ms Lam is currently entitled to a monthly salary of HK\$150,000 and a discretionary bonus, if any, to be determined by the Board and the remuneration committee of the Company 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 Lam.

Relationships

Ms Lam is the daughter of Mr Lam Yin Kee and Ms Yeung Po Wah and the sister of Mr Lee Chee Tai, Eric. Save as disclosed, Ms Lam 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.

Interest in Shares

As at the Latest Practicable Date, pursuant to Part XV of the SFO, Ms Lam has personal interest in an aggregate of 3,494,986 issued shares of the Company. Ms Lam is also deemed to be interested in 289,310 issued shares of the Company owned by her spouse.

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 Lam that need to be brought to the attention of the Shareholders of the Company.

(3) Mr Pang Kwong Wah, aged 78, an independent non-executive Director*Position and experience*

Mr Pang Kwong Wah, aged 78, 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. Save as disclosed, Mr Pang did not hold any directorships in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Length of service and emoluments

Pursuant to a letter of appointment 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 by the Shareholders of the Company 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\$330,000 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

Saved as disclosed, 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.

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 408, 4/F, Citicorp Centre, 18 Whitfield Road, Hong Kong on Monday, 3 June 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

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 2023;
2. To declare a final dividend of HK2.0 cents per share for the year ended 31 December 2023;
3. To re-elect Ms Yeung Po Wah as an Executive Director;
4. To re-elect Ms Lam Oi Yan, Ivy as an Executive Director;
5. To re-elect Mr Pang Kwong Wah as an Independent Non-executive Director;
6. To authorise the Board of Directors to fix Directors’ remuneration;
7. To re-appoint Grant Thornton Hong Kong Limited 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 compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, 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 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
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”
9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange), 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

NOTICE OF THE ANNUAL GENERAL MEETING

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

- (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 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
 - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”

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).”

By order of the Board
Lam Yin Kee
Chairman

Hong Kong, 26 April 2024

NOTICE OF THE ANNUAL GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 11:00 a.m. on Saturday, 1 June 2024) 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 3 June 2024, the Register of Members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024, both dates 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 28 May 2024.
4. For the purpose of determining members who are entitled to receive the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 12 June 2024 to Friday, 14 June 2024, both dates 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 11 June 2024.
5. 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.
6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises Mr Lam Yin Kee, Mr Lam Chee Tai, Eric, Ms Yeung Po Wah, Ms Lam Oi Yan, Ivy and Mr So Kin Hung as executive Directors; and Mr Pang Kwong Wah, Mr Yau Ming Kim, Robert, Mr Yen Yuen Ho, Tony and Mr Lin Kam Sui as independent non-executive Directors.

This circular (in both English and Chinese versions) has been posted on the Company's website (www.irasia.com/listco/hk/alltronics/).

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by sending an email to 833-ecom@hk.tricorglobal.com.