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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in **Matrix Holdings Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**MATRIX**

**MATRIX HOLDINGS LIMITED**

**美力時集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1005)**

**PROPOSED APPOINTMENT OF AUDITORS AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of Matrix Holdings Limited (the “**Company**”) to be held at 2:30 p.m. on Thursday, 25th May, 2017 at Suite Nos. 223-231, 2/F., Tsimshatsui Centre, 66 Mody Road, Tsimshatsui East, Kowloon, Hong Kong the (“**SGM**”) is set out on pages 6 and 7 of this circular. A form of proxy for use at the SGM is enclosed herewith.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

4th May, 2017

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires.*

“AGM”	the annual general meeting of the Company to be held at Peony Room, Crowne Plaza Hotel & Suites Landmark Shenzhen, No. 3018 Nanhu Road, Luohu District, Shenzhen, China on Thursday, 4th May, 2017 at 2:30 p.m.
“Announcement”	the announcement of the Company dated 28th April, 2017 in relation to the proposed change of Auditors
“Auditors”	the auditors of the Company
“Board”	the board of Directors of the Company
“Company”	Matrix Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“DTT”	Messrs. Deloitte Touche Tohmatsu
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28th April, 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PwC”	Messrs. PricewaterhouseCoopers

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## DEFINITIONS

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“SGM”	the special general meeting of the Company to be held at Suite Nos. 223-231, 2/F., Tsimshatsui Centre, 66 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 2:30 p.m. on Thursday, 25th May, 2017 for the purpose of considering and, if thought fit, approving the appointment of DTT as the Auditors
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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# MATRIX

## MATRIX HOLDINGS LIMITED

美力時集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1005)

**Directors:**

*Executive Directors:*

Cheng Yung Pun (*Chairman*)

Cheng King Cheung

Leung Hong Tai

Tsang Chung Wa

Tse Kam Wah

Yu Sui Chuen

*Independent Non-Executive Directors:*

Loke Yu alias Loke Hoi Lam

Mak Shiu Chung, Godfrey

Wan Hing Pui

Heng Victor Ja Wei

**Registered Office:**

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

**Principal Place of Business**

**in Hong Kong:**

Suite Nos. 223-231, 2/F.

Tsim Sha Tsui Centre

66 Mody Road

Tsim Sha Tsui East

Kowloon, Hong Kong

4th May, 2017

*To the Shareholders of the Company*

Dear Sir or Madam,

### **PROPOSED APPOINTMENT OF AUDITORS AND NOTICE OF SPECIAL GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the Announcement of the Company in relation to the appointment of DTT as the Auditors of the Company.

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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### **PROPOSED APPOINTMENT OF AUDITORS**

The Board hereby announces that, PwC has notified the Company on 28th April, 2017 that they will retire as the Auditors at the forthcoming AGM and will not offer themselves for re-appointment due to the Company and PwC could not reach a consensus on the audit fee for the Group's financial year ending 31st December, 2017. As a result, the resolution in relation to the re-appointment of PwC as Auditors set out in the AGM Notice will not be put forward for voting at the AGM.

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the retiring auditors to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Company's members and creditors. PwC has therefore not issued such confirmation.

The Board confirmed that there are no disagreements between the Company and PwC and there are no matters in relation to the proposed change of Auditors that need to be brought to the attention of the Shareholders.

The Board has resolved, with the recommendation from the audit committee of the Company, to propose the appointment of DTT as the Auditors until the conclusion of the next annual general meeting of the Company following the retirement of PwC, subject to the approval of the Shareholders at the SGM.

### **SPECIAL GENERAL MEETING**

The SGM will be held at 2:30 p.m. on Thursday, 25th May, 2017 at Suite Nos. 223-231, 2/F., Tsimshatsui Centre, 66 Mody Road, Tsimshatsui East, Kowloon, Hong Kong for the Shareholders to consider and approve, if thought fit, the appointment of DTT as the Auditors. The notice of the SGM is set out on pages 6 and 7 of this circular.

In order to be eligible to attend and vote at the SGM of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 19th May, 2017.

Pursuant to the Listing Rules, the resolution will be voted on by way of poll at the SGM.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way. After the conclusion of the SGM, the poll results will be published on the websites of the Stock Exchange and of the Company.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying proxy form in accordance with the instruction printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

### **RECOMMENDATION**

The Directors consider that the appointment of DTT as the Auditors is in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

Yours faithfully,  
By order of the Board  
**CHENG YUNG PUN**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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# MATRIX

## MATRIX HOLDINGS LIMITED

### 美力時集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1005)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Special General Meeting of Matrix Holdings Limited (the “Company”) will be held at Suite Nos. 223-231, 2/F., Tsimshatsui Centre, 66 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 25th May, 2017 at 2:30 p.m. for the following purpose of considering and, if thought fit, approving the following resolution as an ordinary resolution of the Company, with or without amendments:–

### ORDINARY RESOLUTION

“**THAT** Messrs. Deloitte Touche Tohmatsu be and are hereby appointed as the auditors of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorised to fix their remuneration.”

By order of the Board

**LAI MEI FONG**

*Company Secretary*

Hong Kong, 2nd May, 2017

\* *For identification purpose only*



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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint one or more proxies to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof (such certification to be made by either a notary public or solicitor qualified to practise in Hong Kong), must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be). Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting or adjourned meeting if you so wish.
3. For joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if the shareholder was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to qualify for attending and voting at the above meeting or any adjournment thereof, all share transfers, accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar in Hong Kong of the Company, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on Friday, 19th May, 2017.