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ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Alltronics Holding Limited (the “**Company**”) will be held at Tactic Room, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 20 March 2019 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 RESOLUTION

“THAT:

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 20 December 2018 entered into between Sino Growth Holdings Limited (華生控股有限公司), Yingtai Holdings Limited (盈泰控股有限公司) and Luohe Yinge Industrial Group Company Limited* (漯河銀鴿實業集團有限公司) (the “**Guarantor**”) in relation to the disposal of the entire issued share capital of Bonroy Limited and the transactions contemplated thereunder (including the related irrevocable guarantee and the deed of tax indemnity) and the debt undertaking (the “**Debt Undertaking**”) to be entered into among the Company, Alltronics Energy Saving (Shenzhen) Limited* (華訊節能科技(深圳)有限公司) (collectively, the “**Creditors**”), Beijing Wan Heng Da Investment Company Limited* (北京萬恒達投資有限公司) (“**Beijing Wan Heng Da**”) and the Guarantor in relation to the arrangement on the outstanding debt including any interests accrued thereon due from Beijing Wan Heng Da to the Creditors, based on the unaudited management accounts of Beijing Wan Heng Da as at 28 February 2019 and the transactions contemplated thereunder (including the related irrevocable guarantee) be and are hereby confirmed, approved and ratified; and

- (b) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised to do all such acts and things and execute all such documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps which he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, the Debt Undertaking and the transactions contemplated thereunder.”

* *For identification purpose only*

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

Hong Kong, 27 February 2019

Registered office:

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

Principal place of

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

Notes:

1. A member of the Company 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.
2. A proxy need not be a member of the Company but must attend in person to represent the member.
3. 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 proxy is so appointed.
4. In order to be valid, the form of proxy (enclosed under the circular of the Company dated the same date of this notice) 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 fixed for holding the Meeting, or any adjournment thereof. Delivery 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.

As at the date of this notice, the Board of the Company comprises Mr. Lam Yin Kee, Ms. Yeung Po Wah, Mr. Meng Fei, Ms. Liu Jing, Mr. Lam Chee Tai, Eric and Mr. So Kin Hung as executive Directors; Mr. Fan, William Chung Yue as non-executive Director; 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.