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

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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)****PROPOSED RE-ELECTION OF DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES OF THE COMPANY**

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A notice convening the annual general meeting of Alltronics Holdings Limited to be held at Function Rooms Tian and Di, 7/F, The Landmark Mandarin Oriental Hotel, 15 Queen's Road Central, The Landmark, Central, Hong Kong on Tuesday, 29 May 2012 at 2:00 p.m. is set out on pages 14 to 17 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 website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

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 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof. 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.

20 April 2012

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Function Rooms Tian and Di, 7/F, The Landmark Mandarin Oriental Hotel, 15 Queen’s Road Central, The Landmark, Central, Hong Kong on Tuesday, 29 May 2012 at 2:00 p.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;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Company”	Alltronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“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”	16 April 2012, 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;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

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## DEFINITIONS

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“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;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Future Commission in Hong Kong;
“HK\$”	Hong Kong dollars.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr Lam Yin Kee (*Chairman*)  
Ms Yeung Po Wah  
Mr So Kin Hung  
Mr Lam Chee Tai, Eric

*Non-executive Director:*

Mr Fan, William Chung Yue

*Independent non-executive Directors:*

Ms Yeung Chi Ying  
Mr Leung Kam Wah  
Mr Yau Ming Kim, Robert

*Registered office:*

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

*Principal place*

*of business in Hong Kong:*

Room 1108, 11/F  
Eastwood Centre  
No. 5 A Kung Ngam Village Road  
Shau Kei Wan  
Hong Kong

20 April 2012

*To shareholders*

Dear Sir/Madam,

### **PROPOSED RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES OF THE COMPANY**

#### **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 Buyback 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 repurchased by the Company under the Buyback Mandate.

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## LETTER FROM THE BOARD

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### 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 Yeung Po Wah, Mr Lam Chee Tai, Eric, Mr Leung Kam Wah and Ms Yeung Chi Ying 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. BUYBACK 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 purchase Shares on the Stock Exchange of an aggregate nominal amount of up to ten per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (i.e. an aggregate nominal amount of Shares up to HK\$314,420 (equivalent to 31,442,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (“Buyback Mandate”);
- (b) to issue, allot and deal with Shares of an aggregate nominal amount of up to twenty per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (i.e. an aggregate nominal amount of Shares up to HK\$628,840 (equivalent to 62,884,000 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 aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

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## LETTER FROM THE BOARD

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The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions numbered 5 and 6 set out in the notice of the Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

#### **4. 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 re-election of Directors, the grant of the Buyback Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback 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 website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). 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 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

#### **5. RECOMMENDATION**

The Directors consider that the proposed re-election of Directors, the grant of the Buyback 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 Buyback 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*

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## **APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

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This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buyback Mandate.

### **1. REASONS FOR SHARE BUYBACK**

The Directors believe that the proposed grant of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases 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 Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased 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 314,420,000 Shares.

Subject to the passing of the ordinary resolution numbered 5 set out in the notice of the Annual General Meeting in respect of the grant of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 31,442,000 Shares (representing 10 per cent. of the Shares in issue as at the date of the Annual General Meeting) during the period in which the Buyback Mandate remains in force.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the laws of the Cayman Islands and other applicable laws.

The Company is empowered by its memorandum and articles of association to repurchase its Shares. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share repurchase 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 repurchase 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 repurchased.



#### **4. IMPACT OF REPURCHASES**

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 2011) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback 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 repurchase Shares pursuant to the Buyback 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 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.

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 218,949,000 Shares (including share options to be exercised), representing approximately 69.64% of the total issued share capital of the Company. On the basis that no Shares are issued or repurchased prior to the date of the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interests of the said Directors in the issued Shares would be increased to approximately 77.37% of the total issued share capital of the Company. The Directors will not make repurchase of Shares if the result of the repurchase would be that less than 25% of the issued share capital of the Company would be in public hands. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

#### **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) 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 Buyback Mandate is approved by the Shareholders.

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**APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

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The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2011</b>		
April	3.22	2.60
May	3.06	2.68
June	2.95	2.40
July	2.67	1.60
August	2.35	1.75
September	1.89	1.36
October	1.65	1.40
November	1.66	1.42
December	1.60	1.32
<b>2012</b>		
January	2.20	1.39
February	2.45	1.80
March	2.00	1.60
April (up to the Latest Practicable Date)	1.88	1.63

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase 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 Yeung Po Wah, aged 62, an executive Director**

*Experience*

Ms Yeung Po Wah, aged 62, is an executive Director, the wife of Mr Lam Yin Kee and the mother of Mr Lam Chee Tai, Eric. 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 has not held 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 a fixed term of 3 years commencing from 15 July 2005 and 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 currently entitled to a basic monthly salary of HK\$75,669, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company with reference to her performance, duties and responsibilities, the performance of the Company and prevailing market conditions.

*Relationships*

Other than the relationship arising from her being the wife of Mr Lam Yin Kee, the mother of Mr Lam Chee Tai, Eric, an executive Director and a substantial shareholder of the Company, Ms Yeung does not hold any other positions in the Company or its subsidiaries, nor does she 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, Ms Yeung was interested in 216,949,000 shares and 1,000,000 share options of the Company. Together with the 1,000,000 share options held by Ms Yeung's husband, Mr Lam Yin Kee, Ms Yeung is deemed to be interested in a total of 218,949,000 shares of the Company pursuant to Part XV of the SFO.

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## APPENDIX II                                  DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Public sanction*

On 15 April 2010, the Stock Exchange publicly censured the Company for its breach of 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 censured Ms Yeung for her breach of director's undertakings in failing to use her best endeavours to procure the Company's compliance with 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 Ms Yeung that need to be brought to the attention of the Shareholders of the Company.

### **(2) Mr Lam Chee Tai, Eric, aged 32, an executive Director**

#### *Experience*

Mr Lam Chi Tai, Eric, aged 32 was appointed as an executive Director of the Company on 30 March 2012. 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. Currently, Mr Lam is mainly responsible for the overall supervision of the Group's manufacturing operations in China and for business development in the China market. Mr Lam holds a Bachelor Degree in Commerce (Marketing) and a Master Degree in Business Systems from Monash University, Australia. Save for disclosed, Mr Lam has not held any directorships in any other listed public companies in the last three years.

#### *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 next annual general meeting of the Company, at which Mr Lam shall be eligible for re-election by the shareholders of the Company. If so re-elected at that meeting, 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\$89,700, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions. There will be 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 above, 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 1,386,000 shares and 3,000,000 share options 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 Leung Kam Wah, aged 65, an independent non-executive Director***Experience*

Mr Leung Kam Wah, aged 65, is an independent non-executive Director appointed by the Group in June 2005. Mr Leung has over 30 years of experience in the legal sector. He had worked as a judicial clerk in the Judiciary Department and a legal executive in Legal Aid Department of Hong Kong. Mr Leung is now practicing as a law costs draftsman and operating a legal costing firm in Hong Kong. Save as disclosed, Mr Leung has not held any directorships in any other listed public companies in the last three years.

*Length and service and emoluments*

Mr Leung has been appointed by the Company for a term of one year commencing from 17 June 2005 and such 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 Leung is currently entitled to a standard director fee of HK\$225,600 per annum, which is determined by the remuneration committee of the Company with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions.

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## APPENDIX II    DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Relationships*

Other than the relationship arising from his being an independent non-executive Director of the Company, Mr Leung 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 Leung does not have any interests in the Shares 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 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 Leung for his breach of director's undertakings in failing to use his best endeavours to procure the Company's compliance with 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 Leung that need to be brought to the attention of the Shareholders of the Company.

#### **(4) Ms Yeung Chi Ying, aged 47, an independent non-executive Director**

### *Experience*

Ms Yeung Chi Ying, aged 47, is an independent non-executive Director appointed by the Group in June 2005. Ms Yeung is a fellow member of the Association of the Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. She is a practicing certified public accountant in Hong Kong and has over 20 years of experience in auditing and accounting. Save as disclosed, Ms Yeung has not held any directorships in any other listed public companies in the last three years.

### *Length of service and emoluments*

Ms Yeung has been appointed by the Company for a term of one year commencing from 17 June 2005 and such 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. Ms Yeung is currently entitled to a standard director fee of

HK\$225,600 per annum, which is determined by the remuneration committee of the Company with reference to her performance, duties and responsibilities, the performance of the Company and prevailing market conditions.

*Relationships*

Other than the relationship arising from her being an independent non-executive Director 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 does not have any interests in the Shares 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 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 Ms Yeung for her breach of director's undertakings in failing to use her best endeavours to procure the Company's compliance with 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 Ms Yeung that need to be brought to the attention of the Shareholders of the Company.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an Annual General Meeting (the “Meeting”) of Alltronics Holdings Limited (the “Company”) will be held at Function Rooms Tian and Di, 7/F, The Landmark Mandarin Oriental Hotel, 15 Queen’s Road Central, The Landmark, Central, Hong Kong on Tuesday, 29 May 2012 at 2:00 p.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 2011;
2. To declare a final dividend of HK5.0 cents per share for the year ended 31 December 2011;
3. To re-elect Directors and authorise the Board of Directors to fix Directors’ remuneration;
4. To re-appoint Independent Auditor and authorise the Board of Directors to fix Independent Auditor’s remuneration;
5. 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 purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital 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;



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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (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.”;
- 6. 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 aggregate nominal amount 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; or

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- (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
7. 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 6 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 aggregate nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the grant of such general mandate referred to in the above resolution numbered 5 provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

On behalf of the Board  
**Lam Yin Kee**  
*Chairman*

Hong Kong, 20 April 2012

*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 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 26/F, Tesbury Centre, 28 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.
3. The Register of Members of the Company will be closed for the following periods:
  - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming Meeting to be held on 29 May 2012, the Register of Members of the Company will be closed on Thursday, 24 May 2012 to Tuesday, 29 May 2012, both days inclusive. In order to qualify for attending and voting at the Meeting, all transfer documents should be lodged for registration with Company’s Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 23 May 2012.
  - (b) For the purpose of determining shareholders who qualify for the final dividend, the Register of Members of the Company will be closed on Thursday, 7 June 2012 to Monday, 11 June 2012, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for

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registration with the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 6 June 2012.

4. In relation to the ordinary resolutions numbered 5 to 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

*As at the date of this notice, Mr Lam Yin Kee, Ms Yeung Po Wah, Mr So Kin Hung and Mr Lam Chee Tai, Eric are the executive Directors of the Company, Mr Fan, William Chung Yue is the non-executive Director of the Company, and Mr Leung Kam Wah, Ms Yeung Chi Ying and Mr Yau Ming Kim, Robert are the independent non-executive Directors of the Company.*