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PROSTEN TECHNOLOGY HOLDINGS LIMITED

長達科技控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Prosten Technology Holdings Limited (the “**Company**”) will be held at 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Tuesday, 18 October 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

AS ORDINARY RESOLUTION

1. “**THAT**

- (a) the subscription agreement dated 31 May 2016 (the “**Subscription Agreement**”), a copy of which has been produced to the meeting and marked “A” for the purpose of identification, and entered into between (i) the Company as issuer and (ii) Dragon Fortune Group Holdings Limited (the “**Subscriber**”) as subscriber, in relation to the issue of the 6% unsecured convertible note in the principal amount of HK\$35,000,000 (the “**Convertible Note**”) by the Company to the Subscriber and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment and/or waiver of the conditions set out in the Subscription Agreement, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company and to take all steps as might in his/her opinion be desirable or necessary in connection with the Subscription Agreement to, including without limitation, issue the Convertible Note and the allotment and issue of new ordinary shares upon conversion, in favour of the Subscriber;

* *For identification purpose only*

- (c) the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of HK0.10 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Note, pursuant to the terms of the Convertible Note, be and are hereby approved;
- (d) any director of the Company be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

Yours faithfully,

By order of the Board

PROSTEN TECHNOLOGY HOLDINGS LIMITED

Xu Zhigang

Chairman

Hong Kong, 30 September 2016

Registered office:

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

Head office and principal place of business:

Unit 905
Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

Notes:

1. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed herewith. Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and to vote in his/her stead in accordance with the articles of association of the Company. A proxy need not to be a shareholder of the Company.
2. Whether there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
4. The completion and return of a form of proxy shall not preclude a member from attending and voting in person at the above meeting should you so and in such event, the form of proxy shall be deemed to be revoked.
5. The resolution at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) and the results of the poll will be published on the GEM website of the Stock Exchange (<http://www.hkgem.com>) and on the website of the Company (<http://www.prosten.com>) in accordance with the GEM Listing Rules.

As at the date of this announcement, the Board comprises the following Directors:

Mr. Xu Zhigang (Executive Director (Chairman))

Mr. Han Jun (Executive Director)

Mr. Shi Liangsheng (Executive Director)

Mr. Chen Weixi (Non-Executive Director)

Mr. Yip Heon Keung (Non-Executive Director)

Mr. Song Xuxi (Non-Executive Director)

Mr. Poon Yan Wai (Independent Non-Executive Director)

Mr. Xu Xiaoping (Independent Non-Executive Director)

Mr. Lam Kwok Cheong (Independent Non-Executive Director)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the Company's website at www.prosten.com.