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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

*If you have sold or transferred all your shares in Prosten Technology Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.*

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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)**

### PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting (“AGM”) of Prosten Technology Holdings Limited (the “Company”) to be held on 8th Floor, Wheelock house, 20 Pedder Street, Central, Hong Kong on Wednesday, 5 August 2015 at 10:30 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, please complete and return the enclosed form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular, for which the directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 circular 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 circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.prosten.com](http://www.prosten.com).

\* For identification purpose only

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## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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:*

|                           |  |
|---------------------------|--|
| “AGM”                     | the annual general meeting of the Company to be held on 8th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong on Wednesday, 5 August 2015 at 10:30 a.m.  |
| “Articles of Association” | articles of association of the Company   |
| “associate(s)”            | has the meaning ascribed to it under the GEM Listing Rules   |
| “Board”                   | the board of Directors   |
| “Companies Ordinance”     | the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time  |
| “Company”                 | Prosten Technology Holdings Limited  |
| “Director(s)”             | the director(s) of the Company   |
| “GEM”                     | The Growth Enterprise Market of the Stock Exchange   |
| “GEM Listing Rules”       | the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange  |
| “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  |
| “Issue Mandate”           | the general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution    |
| “Latest Practicable Date” | 26 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular   |
| “Repurchase Mandate”      | the general and unconditional mandate to the Directors to exercise all the powers of the Company to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution |
| “Repurchase Resolution”   | the proposed ordinary resolution as referred to in resolution item 4 of the notice of AGM approving the Repurchase Mandate   |
| “SFO”                     | The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)  |
| “Shareholder(s)”          | holder(s) of Share(s)  |
| “Shares”                  | ordinary share(s) of HK\$0.10 each in the share capital of the Company   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”          | The Hong Kong Code on Takeovers and Mergers as amended from time to time   |



**PROSTEN**

**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)**

*Executive Directors:*

Mr. Yip Heon Keung (*Chairman*)

Mr. Yip Heon Ping

Mr. Han Jun

Mr. Xu Zhigang

Ms. Ding Pingying

*Registered office:*

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Non-executive Directors:*

Ms. Li Luyi

Mr. Chen Weixi

*Principal place of business:*

Unit 802, 8th Floor

Dominion Centre

43–59 Queen's Road East

Wanchai

Hong Kong

*Independent Non-executive Directors:*

Mr. Tam Chun Wan

Ms. Tse Yuet Ling, Justine

Ms. Lai May Lun

Ms. Wong Chi Yan

Mr. Xu Xiaoping

Mr. Lam Kwok Cheong

2 July 2015

*To the shareholders:*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO REPURCHASE AND ISSUE SHARES  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF 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 AGM for (i) the granting of the Repurchase Mandate and the Issue Mandate and (ii) the re-election of Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in item 4 of the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate. An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

### 3. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

It will also be proposed at the AGM two ordinary resolutions for granting to the Directors a general mandate to allot, issue and deal with not exceeding 159,761,000 Shares or 20% of the issued share capital of the Company as at the date of passing the resolution set out in item 5 of the notice of AGM and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company under the general mandate to repurchase Shares pursuant to the Repurchase Resolution set out in item 4 of the notice of AGM.

### 4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with the Articles of Association, Mr. Yip Heon Keung, Mr. Yip Heon Ping and Ms. Lai May Lun will retire from office as Directors at the AGM and Mr. Xu Zhigang, Ms. Ding Pingying, Mr. Chen Weixi, Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong will hold office as Directors until the AGM and all of the Directors, being eligible, will offer themselves for re-election at the AGM.

Brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### 5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 17 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of Directors. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.prosten.com](http://www.prosten.com)). In order to be valid, the form of proxy together with any 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 branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof. The completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof, should they so wish.

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## LETTER FROM THE BOARD

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### 6. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

### 7. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

### 8. RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM for (i) the granting of the Repurchase Mandate and the Issue Mandate and (ii) the re-election of Directors, are all in the best interests of the Company and the Shareholders and accordingly recommend the Shareholders to vote in favour of all such resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board of  
**PROSTEN TECHNOLOGY HOLDINGS LIMITED**  
**Yip Heon Keung**  
*Chairman*

The following is the explanatory statement required to be sent to Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate:

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 798,805,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of AGM respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 79,880,500 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution approving the Repurchase Mandate, during the period up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share. The Directors are seeking the granting of the Repurchase 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.

### **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 GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not purchase Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2015) in the event that the proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase 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.



#### 4. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the GEM during the previous twelve months preceding the Latest Practicable Date were as follows:

|             | Price per Share        |                       |
|-------------|------------------------|-----------------------|
|             | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2014</b> |                        |                       |
| June        | 0.1880                 | 0.1230                |
| July        | 0.1860                 | 0.1410                |
| August      | 0.2100                 | 0.1580                |
| September   | 0.3100                 | 0.1810                |
| October     | 0.3300                 | 0.2010                |
| November    | 0.3200                 | 0.2350                |
| December    | 0.3800                 | 0.2600                |
| <b>2015</b> |                        |                       |
| January     | 0.3050                 | 0.2400                |
| February    | 0.2900                 | 0.2290                |
| March       | 0.4350                 | 0.2350                |
| April       | 0.5500                 | 0.4100                |
| May         | 0.8900                 | 0.3800                |
| June*       | 1.2500                 | 0.6800                |

*Note:*

\* Up to the Latest Practicable Date

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Resolution if such is approved by the Shareholders.

No other connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Resolution is approved by the Shareholders.

**6. TAKEOVERS CODE**

If, as a result of a share repurchase, 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. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dynamic Peak Limited ("Dynamic Peak") (beneficially owned by Mr. Chen Weixi and Mr. Xu Zhigang as to 80% and 20% respectively) was interested in 294,276,619 Shares, representing approximately 36.84% of the issued share capital of the Company. Based on such shareholding, and in the event that the Directors exercised in full the Repurchase Mandate, the interests of Dynamic Peak in the issued share capital of the Company would be increased to approximately 40.93% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and the Company has no present intention to repurchase Shares to an extent which would give rise to such obligation.

In the event of an exercise of the Repurchase Mandate, public shareholding in the Company may be reduced to below 25% which will be in breach of the GEM Listing Rules. In accordance with the aforesaid undertaking and unless otherwise approved by the Stock Exchange, the Directors will refrain from exercising the power conferred by the Repurchase Mandate if it will result in a breach of the GEM Listing Rules.

**7. SHARES PURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

1. **Mr. Yip Heon Keung**, aged 45, is the Chairman of the Board and an executive Director of the Company, in charge of the overall corporate strategies and business development of the Group. He is also the Compliance Officer, an authorised representative, a member of the remuneration committee and the Chairman of the nomination committee of the Company. Mr. Yip holds certain directorships in other members of the Group. Mr. Yip is a graduate of Program for Management Development from Harvard University and holds a bachelor degree in electrical engineering from the University Wisconsin-Madison, USA. Prior to joining the Group, Mr. Yip worked in a software-consulting firm as a consultant in the USA. He has been with the Group since October 1996. Save as disclosed above, Mr. Yip did not hold any directorships in any other public listed companies in Hong Kong or overseas in the last three years.

Mr. Yip is a son of Mr. Yip Seng Mun, a former executive Director of the Company and a brother of Mr. Yip Heon Wai, the former Chairman of the Board and Mr. Yip Heon Ping, a current executive Director of the Company. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

As at the latest practicable date, Mr. Yip was personally interested in 6,300,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 700,000 shares of the Company at an exercise price of HK\$0.165 per share.

Pursuant to the supplemental agreement entered into between the Company and Mr. Yip on 1 April 2010 (which is supplemental to the service contract made between the same parties on 1 April 2003 (the "Service Contract")), the terms of the Service Contract were extended for a fixed term of three years commencing from 1 April 2013 and expiring on 31 March 2016, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Otherwise than as amended by the supplemental agreement, all other provisions of the Service Contract remain in full force and effect. Under the Service Contract, Mr. Yip is entitled to an annual fixed salary of HK\$2,000,000 which is determined by the Board on the basis of his performance and working experience, the Company's results as well as the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

2. **Mr. Yip Heon Ping**, aged 57, was appointed as an executive Director and an authorised representative of the Company in August 2009. Mr. Yip is also a founder of the Group, an executive Director of the Company from March 2000 to June 2007 and the general manager of the Group from December 1992 to March 2000, in charge of the Group's overall management function. Mr. Yip holds certain directorships in other members of the Group. Mr. Yip holds a bachelor's degree in electrical engineering from Iowa State University in the USA. Prior to joining the Group in 1992, Mr. Yip worked for Hewlett Packard Asia Limited for 10 years.

Mr. Yip is a son of Mr. Yip Seng Mun, a former executive Director of the Company and a brother of Mr. Heon Keung, the current Chairman of the Board and Mr. Yip Heon Wai, the former Chairman of the Board. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the GEM Listing Rules.

As at the latest practicable date, Mr. Yip was personally interested in 6,300,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 700,000 shares of the Company at an exercise price of HK\$0.165 per share.

Pursuant to the supplemental agreement entered into between the Company and Mr. Yip on 6 August 2012 (which is supplemental to the service contract made between the same parties on 6 August 2009 (the "Service Contracts"), the terms of the Service Contracts were extended for a term of three years commencing from 6 August 2012 and expiring on 5 August 2015, subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Otherwise then as amended by the supplemental agreement, all other provisions of the Service Contract remain in full force and effect. Under the Service Contract, Mr. Yip is entitled to an annual fixed salary of HK\$2,000,000 which is determined by the Board on the basis of his performance and working experience, the Company's results as well as the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

3. **Ms. Lai May Lun**, age 65, was appointed as an independent non-executive Director of the Company in March 2006. She is also a member of the audit committee, the remuneration committee and the nomination committee of the Company. She graduated from the Chinese University of Hong Kong with a bachelor degree in social science and a master degree in business administration. Ms. Lai had been the administration manager of a charitable foundation in Hong Kong. Prior to that, she had worked for the Hong Kong Telecommunications Limited for more than 20 years and had extensive experience in various areas of telecommunications. Save as disclosed above, Ms. Lai did not hold any directorships in any other public listed companies in Hong Kong or overseas in the last three years.

Ms. Lai does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). In addition, Ms. Lai does not have any interests in any shares of the Company within the meaning of Part XV of the SFO.

Ms. Lai has not entered into any service contract with the Company but she has renewed the letter of appointment to act as an independent non-executive Director of the Company for a term of one year commencing from 1 March 2015 and is subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Under the letter of appointment, Ms. Lai is entitled to a director's fee of HK\$100,000 per annum, which is determined by the Board on the basis of her performance and working experience, the Company's result as well as the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

4. **Mr. Xu Zhigang**, aged 44, holds a master's degree in business management from Southwest Jiaotong University in the PRC. Mr. Xu has extensive experience in areas such as corporate management, business financing, corporate investment and asset acquisition. Mr. Xu worked in 深圳市智偉龍實業有限公司 (Shenzhen Zhiweilong Holdings Limited\*) since March 2003 and he subsequently worked as a financial controller, chief executive and took up other positions in 深圳市智偉龍實業有限公司 (Shenzhen Zhiweilong Holdings Limited\*) and 深圳市智偉龍實業集團 (Shenzhen Zhiweilong Holdings Group\*), companies which carry on the businesses of production of electronic products and property leasing. During the tenure of Mr. Xu in 深圳市智偉龍實業有限公司 (Shenzhen Zhiweilong Holdings Limited\*) and 深圳市智偉龍實業集團 (Shenzhen Zhiweilong Holdings Group\*), he led or participated in some of the major investment and asset acquisition projects. Since 2014, Mr. Xu acted as the vice president of Mega Medical Technology Limited (formerly known as "Wing Tai Investment Holdings Limited") (stock code: 876), a company listed on the Stock Exchange, carrying on electronic manufacturing services business. As a vice president, Mr. Xu was responsible for assisting the president for the administration of Mega Medical Technology Limited. Mr. Xu was an executive director and later re-designated as a non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from September 2014 to March 2015, a company listed on the Stock Exchange.

There is no service contract entered into between the Company and Mr. Xu. Mr. Xu is not appointed for a specific term. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles of Association. The Board will determine the emoluments of Mr. Xu with reference to his duties and responsibilities within the Group.

As at the Latest Practicable Date, Mr. Xu was interested in 294,276,619 Shares held by Dynamic Peak by virtue of his 20% shareholding in the Dynamic Peak.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

5. **Ms. Ding Pingying**, aged 38, has extensive experience in business administration, management and operation. She held senior management positions in the hotels in the PRC. Ms. Ding served as the general manager of 常德國際大酒店 (Changde International Hotel\*) in Hunan from 2005 to 2008, the general manager of 深圳市登喜路酒店管理有限公司 (Dayhello Hotel Management Limited\*) in Shenzhen from 2008 to 2013. Ms. Ding has been serving as the vice-general manager of 義烏小商品市場管理有限公司 (Yiwu Small Commodity Market Management Limited\*) of 深圳市智偉龍實業集團 (Shenzhen Zhiweilong Holdings Group\*) since 2013.

There is no service contract entered into between the Company and Ms. Ding. Ms. Ding is not appointed for a specific term. She will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles of Association. The Board will determine the emoluments of Ms. Ding with reference to her duties and responsibilities within the Group.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ding did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and she is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

6. **Mr. Chen Weixi**, aged 28, is a graduate from the department of economics from Southern Methodist University in the United States. Mr. Chen is currently the general manager of 深圳市金茂會投資有限公司 (Shenzhen Jin Mao Hui Investment Limited\*) and 深圳前海紅鼎投資基金管理有限公司 (Shenzhen Qian Hai Hong Ding Investment Funds Management Limited\*) and the chief investment officer of 深圳市紅鼎資產管理有限公司 (Shenzhen Hang Ding Assets Management Limited\*). Mr. Chen has engaged in various areas in finance and real estate, managed different investment projects and conducted in-depth studies in the field of crowd-sourcing and online to offline aspects.

There is no service contract entered into between the Company and Mr. Chen. Mr. Chen is not appointed for a specific term. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles of Association. The Board will determine the emoluments of Mr. Chen with reference to his duties and responsibilities within the Group.

As at the Latest Practicable Date, Mr. Chen was interested in 294,276,619 Shares held by Dynamic Peak by virtue of his 80% shareholding in Dynamic Peak.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares

or debentures of the Company within the meaning of Part XV of the SFO (save as the 294,276,619 Shares held by Mr. Chen through Dynamic Peak as stated above) and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

7. **Ms. Wong Chi Yan**, aged 33, holds a bachelor degree of business administration in accounting from Hong Kong Baptist University. Ms. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong is currently the executive director and company secretary of Aurum Pacific (China) Group Limited (stock code: 8148), the executive director and company secretary of PPS International (Holdings) Limited (stock code: 8021) and the company secretary of U-RIGHT International Holdings Limited (stock code: 627), which are all companies listed on the Stock Exchange. Ms. Wong has extensive experience in auditing, accounting, financing as well as merger and acquisition.

There is no service contract entered into between the Company and Ms. Wong. Ms. Wong is not appointed for a specific term. She will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles of Association. The Board will determine the emoluments of Ms. Wong with reference to her duties and responsibilities within the Group.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wong did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and she is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

8. **Mr. Xu Xiaoping**, aged 50, is an experienced management personnel. Mr. Xu started his career in 1989 and has served in 深華貿易有限公司 (Shen Hua Trading Limited\*), 天奇電子有限公司 (Tian Qi Electronics Limited\*), which were companies carrying on the business of online banking services in the PRC. Mr. Xu has also acted as the chairman of the board of directors of 深圳市奔翔物流有限公司 (Shenzhen Ben Xiang Logistics Limited\*), a company carrying on the business of air cargo services in the PRC. Mr. Xu is currently the investor of 嘉興友本投資合伙企業 (Jia Xing You Ben Investment Partnership\*), which is engaged in the venture capital business.

There is no service contract entered into between the Company and Mr. Xu. Mr. Xu is not appointed for a specific term. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles of Association. The Board will determine the emoluments of Mr. Xu with reference to his duties and responsibilities within the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

9. **Mr. Lam Kwok Cheong**, aged 61, is a Justice of the Peace, a holder of a Bronze Bauhinia Star and a solicitor of the High Court of Hong Kong. Mr. Lam holds a bachelor of laws degree from the University of Hong Kong and has been a practising solicitor for over 32 years. Mr. Lam is currently a member of the Buildings Ordinance Appeal Tribunal Panel, a member of the Panel of Adjudicators, Obscene Articles Tribunal, an ex-officio member of Heung Yee Kuk New Territories, a civil celebrant of marriages, a China-appointed Attesting Officer and a fellow of the Hong Kong Institute of Directors. Mr. Lam is a non-executive director of Mega Medical Technology Limited (formerly known as “Wing Tai Investments Holdings Limited”) (stock code: 876), and an independent non-executive director of Southwest Securities International Securities Limited (formerly known as “Tanrich Financial Holdings Limited”) (stock code: 812) and Sparkle Roll Group Limited (stock code: 970), all of which are companies with shares listed on the Stock Exchange. Mr. Lam was an independent non-executive director of Same Time Holdings Limited (now known as “GCL New Energy Holdings Limited”) (stock code: 451) from November 1997 to May 2014 and 21 Holdings Limited (stock code: 1003) from September 2010 to September 2011, both of which are companies with shares listed on the Stock Exchange.

There is no service contract entered into between the Company and Mr. Lam. Mr. Lam is not appointed for a specific term. He will hold office until the AGM and will retire at the AGM but will be eligible for re-election pursuant to the Articles of Association. The Board will determine the emoluments of Mr. Lam with reference to his duties and responsibilities within the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.



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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** the annual general meeting (“AGM”) of Prosten Technology Holdings Limited (the “Company”) will be held on 8th Floor, Wheelock, House, 20 Pedder Street, Central, Hong Kong on Wednesday, 5 August 2015 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and auditors for the year ended 31 March 2015;
2. (i) To re-elect the following Directors:
  - (a) Mr. Yip Heon Keung;
  - (b) Mr. Yip Heon Ping;
  - (c) Ms. Lai May Lun;
  - (d) Mr. Xu Zhigang;
  - (e) Ms. Ding Pingying;
  - (f) Mr. Chen Weixi;
  - (g) Ms. Wong Chi Yan;
  - (h) Mr. Xu Xiaoping;
  - (i) Mr. Lam Kwok Cheong; and
- (ii) To authorise the board of directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Group and to authorise the Board to fix their remuneration;
4. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“Securities and Futures

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Futures Commission and the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing 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;
    - (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 of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company (“Shareholders”) in general meeting revoking or varying the authority given to the Directors by this Resolution.”
5. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (c) of this Resolution and pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders of the Company or any class thereof on a fixed record date in proportion to their then holdings of shares or any class thereof (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) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend 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 in force from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and
  - (d) 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 of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”
6. As a special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** subject to the passing of Ordinary Resolutions set out in items 4 and 5 in the above notice, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to Ordinary Resolution set out in item 5 in the above notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority

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## NOTICE OF ANNUAL GENERAL MEETING

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granted pursuant to Ordinary Resolution set out in item 4 in the above notice, provided that such amount of shares shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By Order of the Board  
**PROSTEN TECHNOLOGY HOLDINGS LIMITED**  
**Yip Heon Keung**  
*Chairman*

Hong Kong, 2 July 2015

*Head office and principal place of business:*

Unit 802, 8th Floor  
Dominion Centre  
43–59 Queen’s Road East  
Wanchai  
Hong Kong

*Notes:*

1. As at the date of this notice, the Board comprises Mr. Yip Heon Keung, Mr. Yip Heon Ping, Mr. Han Jun, Mr. Xu Zhigang and Ms. Ding Pingying (all of them are executive Directors); Ms. Li Luyi and Mr. Chen Weixi (both of them are non-executive Directors); Mr. Tam Chun Wan, Ms. Tse Yuet Ling, Justine, Ms. Lai May Lun, Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong (all of them are independent non-executive Directors).
2. Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead in accordance with the Articles of Association. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend 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. A proxy need not be a Shareholder of the Company.
3. In order to be valid, a form of proxy together with any 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 branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof.
4. The Register of Members of the Company will be closed from Tuesday, 4 August 2015 to Wednesday, 5 August 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 3 August 2015.
5. In relation to Ordinary Resolutions set out in items 4 to 6 in the above notice, the Directors wish to state that they have no immediate plan to repurchase any existing shares or issue any new shares of the Company.