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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.



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)

**(I) PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
(III) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME
(IV) PROPOSED CHANGE OF COMPANY NAME
(V) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
(VI) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of Prosten Technology Holdings Limited (the “Company”) to be held on 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Wednesday, 28 September 2016 at 11:00 a.m. is set out on pages 20 to 26 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, 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 for at least 7 days from the date of its posting and on the Company’s website at www.prosten.com.

29 August 2016

* For identification purpose only

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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

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 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Wednesday, 28 September 2016 at 11:00 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 622 of the Laws of Hong Kong), as amended from time to time
“Company”	Prosten Technology Holdings Limited
“Corporate Governance Code”	The Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules
“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 as amended from time to time
“Group”	the Company and its subsidiaries
“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 up to 20% of the aggregate number of shares of the Company in issue on the date of passing of such resolution
“Latest Practicable Date”	23 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Memorandum and Articles and Association”	the existing memorandum of association and articles of association of the Company
“Option(s)”	option(s) to subscribe for Shares granted or to be granted by the Company pursuant to the Share Option Scheme
“Proposed Change of Company Name”	the proposed change of the existing English name of the Company from “PROSTEN TECHNOLOGY HOLDINGS LIMITED” to “PROSTEN HEALTH HOLDINGS LIMITED” and to adopt the dual foreign name in Chinese “長達健康控股有限公司” to replace the existing Chinese name “長達科技控股有限公司” which was adopted for identification purposes only
“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 up to 10% of the aggregate number of issued Shares 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
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all Options which may be granted under the Share Option Scheme, which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“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
“Share Option Scheme”	the share option scheme adopted by the Company on 10 August 2011 as approved by way of a Shareholders’ resolution passed on 5 August 2011

DEFINITIONS

“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
“%”	per cent

LETTER FROM THE BOARD



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. Xu Zhigang (*Chairman*)
Mr. Han Jun
Mr. Shi Liangsheng

Non-executive Directors:

Mr. Chen Weixi
Mr. Yip Heon Keung
Mr. Song Xuxi

Independent Non-executive Directors:

Mr. Poon Yan Wai
Mr. Xu Xiaoping
Mr. Lam Kwok Cheong

Registered office:

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

Principal place of business:

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

29 August 2016

To the Shareholders:

Dear Sir or Madam,

**(I) PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
(II) PROPOSED RE-ELECTION OF DIRECTORS
(III) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME
(IV) PROPOSED CHANGE OF COMPANY NAME
(V) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
(VI) 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; (ii) the re-election of Directors; (iii) the Proposed Change of Company Name; (iv) the proposed amendments to the Memorandum and Articles of Association of the Company; and (v) the proposed refreshment of Scheme Mandate Limit of the Share Option Scheme.

** For identification purpose only*

LETTER FROM THE BOARD

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 Shares of the Company at the date of passing of the resolution approving the Repurchase Mandate, being 109,536,050 Shares provided that no further Shares will be issued or repurchased prior to the AGM. 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. As at the Latest Practicable Date, there is no immediate plan to repurchase any existing Shares under the Repurchase Mandate.

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 20% of the issued Shares 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 number 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. As at the Latest Practicable Date, there is no immediate plan to issue any new Shares under the Issue Mandate. However, the Board will review the cash position of the Group from time to time to evaluate needs to raise fund under the Issue Mandate and to ensure sufficient cash is available to meet the working capital requirements and to finance the business development.

4. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Xu Zhigang, Mr. Han Jun and Mr. Shi Liangsheng as executive Directors, Mr. Chen Weixi, Mr. Yip Heon Keung and Mr. Song Xuxi as non-executive Directors, and Mr. Poon Yan Wai, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong as independent non-executive Directors.

Mr. Han Jun, Mr. Yip Heon Keung and Mr. Xu Zhigang, will retire from office as Directors at the AGM in accordance with the Articles of Association of the Company. Mr. Poon Yan Wai, Mr. Song Xuxi and Mr. Shi Liangsheng will hold office as Directors until the AGM in accordance with code provision A.4.2 in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules. All of the above 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.

LETTER FROM THE BOARD

5. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The existing Share Option Scheme was adopted by the Company on 10 August 2011 (“Adoption Date”) as approved by way of a Shareholders’ resolution passed on 5 August 2011 (“2011 AGM”). Apart from the Share Option Scheme, the Group has no other share option scheme currently in force. The purpose of the Share Option Scheme is to enable the Group to grant Options to the eligible participants (including, amongst others, employees of the Group) as incentives or rewards for their contribution to the Group, promotion of improved services to the Group and/or establishment of stronger business relationships between the Group and such participants.

The maximum number of Shares which may be issued upon exercise of all Options which may be granted under the Share Option Scheme shall not exceed 75,635,500 Shares, being 10% of the Shares in issue as at the date of the 2011 AGM (“Existing Scheme Mandate Limit”). Since the Adoption Date and up to the Latest Practicable Date, a total of 30,900,000 Options were granted, out of which 25,087,500 Options had been exercised, 2,612,500 Options had lapsed, 500,000 Options had been cancelled, and 2,700,000 Options remained outstanding as at the Latest Practicable Date.

Since the date of the 2011 AGM, the issued share capital of the Company had been increased from 756,355,000 Shares to 1,095,360,500 Shares as at the Latest Practicable Date as a result of, amongst others, issue of new Shares upon exercise of Options granted under the Share Option Scheme as mentioned above, and through placing carried out and completed in recent years on 30 January 2015, 21 August 2015 and 10 March 2016 respectively. The number of Shares in issue on the date of the 2011 AGM which forms the basis for the Existing Scheme Mandate Limit merely represents approximately 69% of the Shares in issue as at the Latest Practicable Date.

Pursuant to the terms of the Share Option Scheme and Rule 23.03(3) of the GEM Listing Rules, the Company may seek approval from its Shareholders in a general meeting for refreshing the 10% Scheme Mandate Limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all Options to be granted pursuant to the Share Option Scheme under the refreshed Scheme Mandate Limit must not exceed 10% of the Shares in issue as at the date of approving refreshment of the Scheme Mandate Limit. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company (or its subsidiaries) must not exceed 30% of the relevant class of shares of the Company (or its subsidiaries) in issue from time to time. No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the limit being exceeded.

LETTER FROM THE BOARD

By reason of the substantial enlargement of the share capital of the Company in recent years as aforesaid, and in anticipation of the growing need to provide incentives to, and recognize the contribution of, the eligible participants (including without limitation the Group's employees) under the Share Option Scheme by way of granting Options, the Board proposes to seek approval of the Shareholders at the AGM to refresh the 10% Scheme Mandate Limit, with a view to adjusting the Scheme Mandate Limit in order to render it accurately corresponding to the latest share capital of the Company, and also allowing more flexibility in granting Options to eligible participants under the Share Option Scheme. The Directors consider that refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company had an aggregate of 1,095,360,500 Shares in issue. Subject to the passing of the resolution for approval of the refreshment of the Scheme Mandate Limit and on the basis that no further Shares will be issued or repurchased prior to the AGM, under the refreshed Scheme Mandate Limit, the Directors will be authorised to grant Options to subscribe for a maximum total of 109,536,050 Shares, representing 10% of the issued Shares as at the date of the AGM. As at the Latest Practicable Date, the Company had no proposed further grant of Options.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders; and
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the number of the issued Shares as at the date of the AGM which may fall to be allotted and issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit pursuant to the Share Option Scheme.

Application will be made to the Stock Exchange for the approval mentioned in paragraph (ii) above.

6. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to seek the approval from the Shareholders by way of a special resolution at the AGM to change the existing English name of the Company from "PROSTEN TECHNOLOGY HOLDINGS LIMITED" to "PROSTEN HEALTH HOLDINGS LIMITED" and to adopt the dual foreign name in Chinese "長達健康控股有限公司" to replace the existing Chinese name "長達科技控股有限公司" which was adopted for identification purposes only, subject to certain conditions.

LETTER FROM THE BOARD

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name; and
2. the approval of the Proposed Change of Company Name by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect on the date on which the Registrar of Companies in the Cayman Islands registers the new English name and the dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name thereafter. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong. The stock short name of the Company will also be changed accordingly.

Reasons for the Proposed Change of Company Name

The Group's business includes wireless mobile value-added services, advertising, pharmaceutical, jewellery and financial services. Reference is made to the voluntary announcements of the Company dated 23 December 2015 and 22 January 2016 respectively in relation to business updates. As announced on the announcement of the Company dated 31 May 2016, a direct wholly-owned subsidiary of the Company entered into an agreement to acquire the entire interest in Sino Yao Shang Technology Limited, which, through its subsidiaries, is mainly engaged in trading of medicine and may also expand its business to online trading of medicine. As at the Latest Practicable Date, the said acquisition of Sino Yao Shang Technology Limited had not been completed and was expected to be completed on or before 15 September 2016. The Group intends to further develop its pharmaceutical business, which the Board considers will enhance the long-term growth of the Group given the large opportunities for growth in the Chinese pharmaceutical market.

The Board believes that the Proposed Change of Company Name will provide the Company with a more suitable corporate image and identity. The Board is of the opinion that the Proposed Change of Company Name will better reflect the Group's strategic business plan and future business development and is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company. After the Proposed Change of Company Name becomes effective, all existing certificates of securities in issue bearing the present name of the Company will continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, delivery and registration purpose. There will be no special arrangement for the exchange of the existing certificates of securities of the Company for new certificates bearing the Company's new name as a result of the Proposed Change of Company Name. Subject to the Proposed Change of Company Name becoming effective, future certificates of securities will be issued under the new name of the Company.

Further announcements will be made by the Company to inform the Shareholders of the results of the AGM, the effective dates of the change of the Company English name and dual foreign name in Chinese and the new English and Chinese stock short names of the Company for trading in the Shares of the Company on the Stock Exchange.

7. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board proposes to make certain amendments to the Memorandum and Articles of Association of the Company to reflect such change.

For the purposes of environmental protection (by reducing the amount of travel to the Cayman Islands by the Directors and thus emissions) and costs saving, the Board also proposes to make amendments to article 134 of the Articles of Association to allow the Company to remove the provision that at least one Directors' meeting shall be held in the Cayman Islands in each calendar year.

The proposed amendments are as follows:

- (a) Article 134 be hereby amended by deleting "*provided that at least one Directors' meeting shall be held in the Cayman Islands in each calendar year*" and the phrase "*subject thereto*" after such line.
- (b) The amended article 134 shall read "*A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors which may be held in any part of the world, but no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Directors may from time to time determine. A Director absent*"

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or intending to be absent from the territory in which the Head Office is for the time being situate may request the Directors or the Secretary that notices of Directors' meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Directors' meeting to any Director who is for the time being absent from such territory."

In addition, the Board proposes to make further amendments to articles 111 and 112 of the Articles of Association for the purpose of more accurately reflecting and complying with the normal practice of listed companies in Hong Kong and the Corporate Governance Code. The Board considers that where Directors are appointed by the Board, to better safeguard the Shareholders' interests, it would be beneficial to subject such Directors to retirement, who may then offer themselves for re-election, at the next general meeting of the Company following their appointment by the Board, whereas for Directors appointed by the Shareholders at general meetings, they shall only be subject to the normal retirement and rotational requirements under the Memorandum and Articles of Association.

The proposed further amendments are as follows:

- (a) Article 111 be deleted in its entirety and be replaced with "*The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director*".
- (b) Article 112 be deleted in its entirety and be replaced with "*The Directors 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 additional Director. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting*".

Accordingly, the Board proposes to seek approval of the Shareholders by way of special resolutions for the above amendments to the Memorandum and Articles of Association at the AGM.

8. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 20 to 26 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, the re-election of Directors, the refreshment of Scheme Mandate Limit of the Share Option Scheme, the change of Company name and the amendments to the Memorandum and Articles of Association. A form of proxy for use at the AGM is enclosed with this circular and such form of proxy

LETTER FROM THE BOARD

is also published on the GEM website (www.hkgem.com) and the Company's website (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, 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.

9. 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.

10. 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.

11. 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, (ii) the re-election of Directors, (iii) the refreshment of the Scheme Mandate Limit of the Share Option Scheme, (iv) the Proposed Change of Company Name, and (v) the proposed amendments to the Memorandum and Articles of Association as proposed above 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.

12. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
PROSTEN TECHNOLOGY HOLDINGS LIMITED
Xu Zhigang
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:

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,095,360,500 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 109,536,050 Shares, representing 10% of the issued Shares 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 2016) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
August	0.680	0.420
September	0.550	0.430
October	0.550	0.420
November	0.580	0.450
December	0.485	0.370
2016		
January	0.470	0.360
February	0.395	0.290
March	0.385	0.222
April	0.395	0.355
May	0.415	0.350
June	0.410	0.350
July	0.395	0.320
August (Up to the Latest Practicable Date)	0.385	0.320

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 26.87% 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 29.85% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Repurchase Mandate.

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. Han Jun** (“Mr. Han”), aged 45, is an executive Director of the Company. Mr. Han graduated from the College of Computer Science of Beijing University of Technology, majoring in computer software. Since 2004, Mr. Han has held the position of General Manager of Beijing Flash Unite Network Technology Co., Ltd, which is a leading mobile phone content and service provider in the mainland China. Prior to that, Mr. Han worked in TOM.COM LIMITED as a vice-president from 2000 to 2004, responsible for the company website and wireless business. Before 2000, Mr. Han worked in China Potevio Co., Ltd, responsible for the development of software for operation service of telecommunication main network. Mr. Han has very extensive experience in management and operation of telecommunication value-added business.

Mr. Han has entered into a service agreement with the Company for an initial fixed term of one year with effect from 25 June 2015 and thereafter should be continuous until terminated on or at any time after the expiration of the initial fixed period by either party giving to the other no less than three months’ prior notice in writing. Notwithstanding the foregoing, Mr. Han is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Han is entitled to an annual fixed salary of HK\$540,000 which was determined by the Board with reference to his duties and responsibilities, his experience, prevailing market conditions and the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Han does not have any interests in any shares of the Company within the meaning of Part XV of the SFO and he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Han did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Save as disclosed in this circular, Mr. Han does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

2. **Mr. Yip Heon Keung** (“Mr. Yip”), aged 46, is a non-executive Director 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 the last three years preceding the Latest Practicable Date.

Mr. Yip was re-designated from an executive Director to a non-executive Director on 17 July 2015. Mr. Yip has entered into a letter of appointment with the Company for a term of one year commencing from 17 July 2016 and shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of the his term by either party giving to the other not less than three months' prior notice in writing or by payment of three months' salary in lieu of such notice. Mr. Yip is entitled to a Director's fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, and with regards to his experience, duties and responsibilities and the remuneration policy of the Company.

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 share options to subscribe for 700,000 Shares of the Company at an exercise price of HK\$0.165 per Share. Mr. Yip does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed in this circular, Mr. Yip does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

3. **Mr. Xu Zhigang** ("Mr. Xu"), 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. Xu holds certain directorships in other members of the Group. Mr. Xu holds a master's degree in business management from Southwest Jiaotong University in the PRC. Prior to joining the Group, Mr. Xu acted as a vice president of Mega Medical Technology Limited (formerly known as "Wing Tai Investment Holdings Limited) (stock code: 876), a company listed on the Main Board of the Stock Exchange, and he was an executive director and later re-designated as a non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM. Mr. Xu has extensive experience in areas such as corporate management, business financing, corporate investment and asset acquisition. Save as disclosed above, Mr. Xu did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Mr. Xu has entered in to a service agreement with the Company for an initial fixed term of two years with effect from 25 June 2015 and thereafter should be continuous until terminated on or at any time after the expiration of the initial fixed period by either party giving to other no less than three months' prior notice in writing. Notwithstanding the foregoing, Mr. Xu is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association of the Company.

Mr. Xu is entitled to an annual fixed salary of HK\$960,000 which was determined by the Board with reference to his duties and responsibilities within the Group, his experience and the prevailing market conditions and the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Xu held 20% of the entire issued share capital of Dynamic Peak, which was interested in 294,276,619 Shares of the Company. Mr. Xu does not have any relationships with any other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed in this circular, Mr. Xu does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

4. **Mr. Poon Yan Wai** ("Mr. Poon"), aged 46, is an independent non-executive Director of the Company. Mr. Poon holds a Bachelor's Degree in Accountancy and a Master's Degree in Corporate Finance from the Hong Kong Polytechnic University. He is a fellow member of The Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in the auditing and accounting field. Mr. Poon is the financial controller, company secretary and authorised representative of a Hong Kong listed company. Mr. Poon is currently an independent non-executive director of Emperor Capital Group Limited (stock code: 717), a company listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Poon did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Mr. Poon has entered into a letter of appointment with the Company for a term of one year commencing from 8 October 2015 and shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of his term by either party giving to the other not less than three months' prior notice in writing or by payment of three months' salary in lieu of such notice. Mr. Poon is entitled to a Director's fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, and with regards to his experience, duties and responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Poon does not have any interests in any Shares of the Company within the meaning of Part XV of the SFO and he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed in this circular, Mr. Poon does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

5. **Mr. Song Xuxi** (“Mr. Song”), aged 33, is a non-executive Director of the Company. Mr. Song holds a Bachelor’s Degree in Business Administration from Beijing Economic and Technological Training Institute (北京經濟技術研修學院) and a Master’s Degree in Business Administration from Ursuline College in the United States of America. Mr. Song also completed a Business Administration and Innovation Leadership Seminar (工商管理及創新領導力研修班) in the Research Institute of Tsinghua University in Shenzhen (深圳清華大學研究院). Mr. Song has over 8 years of experience in corporate administration and strategic planning.

Mr. Song has entered into a service agreement and a supplemental service agreement with the Company for his appointment as a non-executive Director for a term of 1 year commencing from 1 June 2016. Mr. Song shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of his term by either party giving to the other not less than three months’ prior notice in writing or by payment of three months’ salary in lieu of such notice. Mr. Song is entitled to Director’s fee of HK\$120,000 per annum which is determined with reference to the prevailing market conditions, and with regards to his experience, duties and responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Song is interested in 1,000,000 Shares of the Company. Mr. Song does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and he did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Save as disclosed in this circular, Mr. Song does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

6. **Mr. Shi Liangsheng** (“Mr. Shi”), aged 34, is an executive Director of the Company. Mr. Shi graduated from Yang-En University with a bachelor degree in laws in 2007, and obtained a master degree in laws from the Chinese University of Hong Kong in 2009. Mr. Shi has acquired the legal professional qualification in the People’s Republic of China and has acquired the professional qualification of holding estate agent (individual) license in Hong Kong. He is currently a director of Hong Kong Assets & Equity Exchange Co., Ltd., which mainly serves as a platform for assets and equity exchange in the Greater China Region. Mr. Shi has working experience in law firm(s) in the Mainland China, and is familiar with the legal system of the People’s Republic of China. He had participated in projects on mergers and acquisitions and IPOs, etc. and therefore has extensive experience in commercial legal services in the capital market of the Mainland China. Mr. Shi previously worked in the legal department of 3D-Gold Jewellery business segment of Hong Kong Resources Holdings Co., Ltd. (stock code: 2882), a company listed on the Main Board of the Stock Exchange and he had also taken up the role of senior assistant to the vice president for three years. Mr. Shi was an executive director of China New Energy Power Group Limited (stock code: 1041), a company listed on the Main Board of the Stock Exchange, from 28 July 2015 to 15 July 2016 and was the authorised representative of that company to the Stock Exchange from 28 March 2016 to 15 July 2016. Save as disclosed above, Mr. Shi did not hold any directorships in any other public listed companies in the last three years preceding the Latest Practicable Date.

Mr. Shi has entered into a service agreement with the Company for his appointment as an executive Director commencing from 18 July 2016, for no fixed term until terminated by either party. Mr. Shi shall be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company or termination at any time before the expiration of his term by either party giving to the other not less than three months’ prior notice in writing or by payment of three months’ salary in lieu of such notice. Mr. Shi is entitled to Director’s fee of HK\$507,600 per annum which is determined with reference to the prevailing market conditions, and with regards to his experience, duties and responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Shi does not have any interests in any Shares within the meaning of Part XV of the SFO and he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed in this circular, Mr. Shi does not have any other information that is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor does he have any other matters that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 20th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong on Wednesday, 28 September 2016 at 11:00 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 2016;
2. (i) To re-elect the following Directors:
 - (a) Mr. Han Jun;
 - (b) Mr. Yip Heon Keung;
 - (c) Mr. Xu Zhigang;
 - (d) Mr. Poon Yan Wai;
 - (e) Mr. Song Xuxi; and
 - (f) Mr. Shi Liangsheng;
- (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

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“Securities and Futures 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 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 number of 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 number of issued shares 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (c) the aggregate number of shares 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 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 number of issued shares 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.”

NOTICE OF ANNUAL GENERAL MEETING

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 of the aggregate number of shares of the Company repurchased by the Company under the authority 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 number of issued shares of the Company as at the date of passing the said resolution.”

7. 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 and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the ordinary shares of the Company to be issued upon exercise of share options granted under the refreshed scheme mandate limit of the share option scheme adopted by the Company on 10 August 2011 (“Share Option Scheme”), the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of shares which may be allotted and issued upon exercise of options which may be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) must not exceed 10% of the shares of the Company in issue as at the date on which this resolution is passed (“Refreshed Scheme Mandate Limit”), and **THAT** the Directors be and are hereby authorised: (i) to do all such acts and execute all such documents to effect the Refreshed Scheme Mandate Limit; (ii) subject to compliance with the GEM Listing Rules, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate Limit pursuant to the Share Option Scheme; and (iii) to exercise all powers to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”

NOTICE OF ANNUAL GENERAL MEETING

8. As a special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Prosten Technology Holdings Limited” to “Prosten Health Holdings Limited” and the Chinese name “長達健康控股有限公司” be adopted as the dual foreign name in Chinese of the Company to replace the existing Chinese name of the Company “長達科技控股有限公司”, which was adopted for identification purposes only (the “Proposed Change of Company Name”); and
 - (b) any one or more of the Directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all documents and make all arrangements as he/she/they consider necessary or expedient to give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”
9. As a special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) subject to the passing of Resolution numbered 8 set out in the notice convening this meeting and the Proposed Change of Company Name taking effect, the memorandum of association (the “Memorandum”) and the articles of association of the Company (the “Articles”) be and are hereby amended by deleting the name “Prosten Technology Holdings Limited” and replacing therewith the name “Prosten Health Holdings Limited 長達健康控股有限公司” in the Memorandum and the Articles;
- (b) article 134 of the Articles be hereby amended by deleting “provided that at least one Directors’ meeting shall be held in the Cayman Islands in each calendar year” and the phrase “subject thereto” after such line;

NOTICE OF ANNUAL GENERAL MEETING

- (c) article 111 of the Articles be hereby deleted in its entirety and be replaced with “The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director”;
- (d) article 112 of the Articles be hereby deleted in its entirety and be replaced with “The Directors 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 additional Director. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting”; and
- (e) any one or more of the Directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all documents and make all arrangements as he/she/they consider necessary or expedient to give effect to the foregoing and to attend to any necessary.”

By Order of the Board
PROSTEN TECHNOLOGY HOLDINGS LIMITED
Xu Zhigang
Chairman

Hong Kong, 29 August 2016

Head office and principal place of business:

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

Notes:

1. As at the date of this notice, the Board comprises Mr. Xu Zhigang, Mr. Han Jun, Mr. Shi Liangsheng, (all of them are executive Directors); Mr. Chen Weixi, Mr. Yip Heon Keung and Mr. Song Xuxi (all of them are non-executive Directors); Mr. Poon Yan Wai, 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.

NOTICE OF ANNUAL GENERAL MEETING

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, 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, 27 September 2016 to Wednesday, 28 September 2016, 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, Hong Kong not later than 4:30 p.m. on Monday, 26 September 2016.
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 as at the Latest Practicable Date.