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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.



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

A notice convening the annual general meeting (“AGM”) of Prosten Technology Holdings Limited (the “Company”) to be held at Empire Room 1, Level M, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 30 July 2009 at 10:30 a.m. is set out on pages 13 to 16 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, 26/F., Tesbury Centre, 28 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: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.

* For identification purpose only

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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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 at Empire Room 1, Level M, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 30 July 2009 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
“Company”	Prosten Technology Holdings Limited
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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”	22 June 2009, 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

DEFINITIONS

“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover 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 Wai (*Chairman*)

Mr. Yip Heon Keung

Mr. Guan Ming Jie

Non-Executive Directors:

Dr. Xu Zhiming

Mr. Zhang Ying

Independent Non-Executive Directors:

Mr. James T. Siano

Ms. Tse Yuet Ling, Justine

Ms. Lai May Lun

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business:

Unit A3, 11/F

Bank of East Asia Harbour View Centre

56 Gloucester Road

Wanchai

Hong Kong

29 June 2009

To the shareholders:

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES AND
PROPOSED RE-ELECTION OF DIRECTORS**

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

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 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 119,535,000 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 Wai, Mr. Yip Heon Keung and Ms. Tse Yuet Ling, Justine will retire from office as Directors at the AGM and Mr. Guan Ming Jie will hold office of a Director 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

Notice of AGM is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to be present at the AGM, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding that meeting. The lodging of the enclosed form of proxy will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting if they so wish.

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.

LETTER FROM THE BOARD

7. 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
Executive Director

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 597,675,000 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 59,767,500 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 accounts contained in the annual report of the Company for the year ended 31 March 2009) 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>
2008		
June	0.750	0.405
July	0.770	0.500
August	0.690	0.460
September	0.500	0.400
October	0.440	0.275
November	0.300	0.206
December	0.208	0.180
2009		
January	0.215	0.205
February	0.220	0.220
March	0.231	0.190
April	0.295	0.200
May	0.440	0.215
June*	0.400	0.300

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. TAKEOVER 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 Rule 32 of the Takeover Code. Accordingly, 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 Rule 26 of the Takeover Code and the provision may apply as a result of any such increase.

As at the Latest Practicable Date, Greenford Company (PTC) Limited, Century Technology Holding (PTC) Limited, Bakersfield Global (PTC) Corporation, Uniright Group Limited and First League Investments Limited were interested in an aggregate of 424,800,000 Shares, together representing approximately 71.08% 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 aggregate interests of Greenford Company (PTC) Limited, Century Technology Holding (PTC) Limited, Bakersfield Global (PTC) Corporation, Uniright Group Limited and First League Investments Limited in the issued share capital of the Company would be increased to approximately 78.97% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeover Code as a consequence of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 16.90%, which is the minimum public float as prescribed by the prospectus of the Company.

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 Wai**, aged 48, is a founder of the Group, the Chairman of the Board and an executive Director of the Company. He is also an authorized representative of the Company. Mr. Yip holds certain directorships in other members of the Group and is responsible for the overall corporate strategies and business development of the Group. Mr. Yip holds a bachelor degree in applied computer science from Illinois State University in USA. 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, the Group's former Chairman and a brother of Mr. Yip Heon Keung, an existing executive Director and Mr. Yip Heon Ping, a former executive Director of the Company. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

As at the latest practicable date, 100,000,000 shares of the Company are held by Uniright Group Limited ("Uniright"), a substantial shareholder of the Company, and its entire share capital is held by Mr. Yip Heon Wai and Mr. Yip Heon Keung in equal shares. By virtue of Part XV of the SFO, Mr. Yip is deemed to be interested in 100,000,000 shares of the Company held by Uniright. In addition to Mr. Yip's personally held share options to subscribe for 5,300,000 shares of the Company, he is also deemed to be interested in the share options held by his spouse (in her capacity as an employee of the Company) to subscribe for 4,300,000 shares of the Company, all with an exercise price of HK\$0.40 per share.

Pursuant to the supplemental agreement entered into between the Company and Mr. Yip on 1 April 2007 (which is supplemental to the service contract made between the same parties on 1 April 2003), the terms of the service contract were extended for a fixed term of three years commencing from 1 April 2007 and expiring on 31 March 2010, subject to retirement by rotation and election in accordance with the provisions of the Articles of Association. Otherwise than as amended by the supplemental agreement, all other provisions of the service contract shall remain in full force and effect. Under the service contract, Mr. Yip is entitled to an annual remuneration of HK\$2,000,000 (which includes salary, allowances and benefits in kind), 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 Keung**, aged 39, is an executive Director of the Company, in charge of strategic alliances with business partners of the Group. He is also the Compliance Officer, an authorised representative and a member of the remuneration 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, the Group's former Chairman and a brother of Mr. Yip Heon Wai, an existing executive Director and Mr. Yip Heon Ping, a former executive Director of the Company. Save as disclosed above, Mr. Yip does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

As at the latest practicable date, an aggregate of 304,280,619 shares of the Company are held through the substantial shareholders of the Company, namely Greenford Company (PTC) Limited, Century Technology Holding (PTC) Limited and Bakersfield Global (PTC) Corporation as trustees of The Greenford Unit Trust, The Century Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group (PTC) Limited ("Ace Central") as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip as the sole director and sole shareholder of Ace Central. Besides, 100,000,000 shares of the Company are held by Uniright and its entire share capital is held by Mr. Yip Heon Wai and Mr. Yip Heon Keung in equal shares. By virtue of Part XV of the SFO, Mr. Yip is deemed to be interested in 304,280,619 shares of the Company held by Ace Central and 100,000,000 shares of the Company held by Uniright, respectively. In addition, Mr. Yip is also entitled to his share options to subscribe for 5,300,000 shares of the Company at an exercise price of HK\$0.40 per share.

Pursuant to the supplemental agreement entered into between the Company and Mr. Yip on 1 April 2007 (which is supplemental to the service contract made between the same parties on 1 April 2003), the terms of the service contract were extended for a fixed term of three years commencing from 1 April 2007 and expiring on 31 March 2010, subject to retirement by rotation and election in accordance with the provisions of 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 remuneration of HK\$2,000,000 (which includes salary, allowances and benefits in kind), 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. **Mr. Guan Ming Jie**, aged 45, was appointed as an executive Director of the Company in September 2008. He is also the Chief Executive Officer of the Company since December 2007 and responsible for overseeing the day-to-day operations of the Group. Mr. Guan received a bachelor degree in Computer Science and a master degree in Engineering from Tsinghua University in Beijing. Prior to joining the Group, Mr. Guan served as the chief executive officer of In Fusio Information Technologies (Shanghai) Ltd., a world leading mobile gaming company, since October 2005. From August 2004 to August 2005, Mr. Guan was the senior vice president of the sales and corporate development department in Linktone Ltd. Prior to that, he had been the general manager of Datacraft China Ltd. and the chief operating officer of ASPire Technologies Shenzhen Ltd., a member company of China Mobile. Mr. Guan has very extensive experience in the sectors of IT solutions and consultancy services and the wireless value added services in China. Save as disclosed above, Mr. Guan did not hold any directorships in any other public listed companies in Hong Kong or overseas in the last three years.

Mr. Guan does not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). As at the latest practicable date, Mr. Guan is entitled to his share options to subscribe for 5,000,000 shares of the Company with an exercise price of HK\$0.41 per share. Save as disclosed above, Mr. Guan does not have any interests in any shares of the Company within the meaning of Part XV of the SFO.

Mr. Guan has entered into a service contract with the Company for an initial term of one year commencing on 16 September 2008. His appointment is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Under the service contract, Mr. Guan is entitled to an annual fixed salary of Renminbi 2,000,000 and an annual director's fee of HK\$100,000, which is determined by the Board on the basis of his performance and working experience, plus a yearly bonus of not more than a stipulated percentage of the Company's consolidated profit after tax and excluding any expenses and certain financial liabilities of the Group, provided that such consolidated profit shall exceed certain agreed level.

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. **Ms. Tse Yuet Ling, Justine**, aged 38, was appointed as an independent non-executive Director of the Company in January 2005. She is also a member of the audit committee and the Chairman of the remuneration committee of the Company. Ms. Tse graduated from the Northern Illinois University in USA with a bachelor degree in computer science. Ms. Tse is currently employed by a wholly-owned subsidiary of a prestigious bank in Hong Kong. Prior to that, she had worked in the software application field for more than 10 years. Ms. Tse did not hold any directorships in any other public listed companies in Hong Kong or overseas in the last three years.

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

Ms. Tse 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 January 2009 and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Under the letter of appointment, Ms. Tse 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.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Prosten Technology Holdings Limited (the “Company”) will be held at Empire Room 1, Level M, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 30 July 2009 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 2009;
2. (i) To re-elect the following Directors:
 - (a) Mr. Yip Heon Wai;
 - (b) Mr. Yip Heon Keung;
 - (c) Mr. Guan Ming Jie;
 - (d) Ms. Tse Yuet Ling, Justine; and
- (ii) To authorise the board of directors (the “Board”) to fix the Directors’ remuneration;
3. To re-appoint Messrs. Ernst & Young 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 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

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 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
Executive Director

Hong Kong, 29 June 2009

NOTICE OF ANNUAL GENERAL MEETING

Head office and principal place of business:

Unit A3, 11/F
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wanchai
Hong Kong

Notes:

1. As at the date of this notice, the board of Directors comprises Mr. Yip Heon Wai, Mr. Yip Heon Keung and Mr. Guan Ming Jie (all of them are executive Directors); Dr. Xu Zhiming and Mr. Zhang Ying (both of them are non-executive Directors); Mr. James T. Siano, Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun (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 with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 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, 28 July 2009 to Thursday, 30 July 2009, 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, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 27 July 2009.
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.