
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in **Matrix Holdings Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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MATRIX
MATRIX HOLDINGS LIMITED
美力時集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1005)

**PROPOSED APPOINTMENT OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

Terms used in this cover shall have the same meaning as defined in this circular.

A notice convening a special general meeting of Matrix Holdings Limited (the “Company”) to be held at Multi Purpose Area, 3/F., Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 24 October 2024, at 2:30 p.m. (the “SGM”) is set out on pages 5 and 6 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you propose to attend the SGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude shareholders from attending and voting at the general meeting if they so wish.

CONTENT

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	2
2. Proposed appointment of auditors	3
3. SGM	3
4. Entitlement to attend SGM	4
5. Recommendations	4
6. Responsibility statement	4
7. General	4
Notice of Special General Meeting	5

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires.

“Appointment of Auditors”	The proposed appointment of Crowe as new auditors of the Company following the retirement of RSM, the former auditors of the Company
“Auditors”	the auditors of the Company
“Board”	the board of Directors of the Company
“Company”	Matrix Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Crowe”	Crowe (HK) CPA Limited
“Director(s)”	the director(s) of the Company
“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
“Latest Practicable Date”	25 September 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RSM”	RSM Hong Kong
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Appointment of Auditors
“SGM Notice”	the notice convening the SGM, which is set out in this circular
“Share(s)”	Ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the ordinary share of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

MATRIX
MATRIX HOLDINGS LIMITED
美力時集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1005)

Directors:

Executive Directors:

Cheng Yung Pun (*Chairman*)
Cheng King Cheung
Yip Hiu Har
Shirley Marie Price

Independent Non-Executive Directors:

Loke Yu alias Loke Hoi Lam
Mak Shiu Chung, Godfrey
Heng Victor Ja Wei
Chui Ka Hing

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

**Principal Place of Business
in Hong Kong:**

Unit 01, 10/F., Railway Plaza
39 Chatham Road South
Tsim Sha Tsui, Kowloon
Hong Kong

30 September 2024

To the Shareholders of the Company

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 15 August 2024 in relation to the change of auditors. The purpose of this circular is to provide you with further information regarding the Appointment of Auditors and to give you the notice of the SGM in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolution relating to the Appointment of Auditors.

* For identification purpose only

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF AUDITORS

As set out in the announcement of the Company dated 15 August 2024, the Directors have announced that RSM, the auditors of the Company, have retired as the auditors of the Company upon the expiration of its term of office at the conclusion of the 2024 annual general meeting of the Company, that is, 8 August 2024.

As stated in the announcement of the Company dated 15 August 2024, the selection process for the new auditor included obtaining and discussing the fee quotations from Crowe and other professional accounting firms, and conducting a review of the background and suitability of Crowe, including its qualifications and industry experience. The Board proposes to appoint Crowe as the Company's auditor to fill the vacancy arising from RSM's retirement.

The Audit Committee has considered a number of factors in assessing the proposed appointment of Crowe including but not limited to (i) its experience in handling audit work for companies listed on the Stock Exchange; (ii) its resources, technical competence and industry knowledge; (iii) its independence and objectivity; (iv) the background and capability of its team; (v) its fee quote and audit proposal; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered that Crowe is independent, competent and capable to act as the auditor of the Company. The Board and the Audit Committee are of the view that the proposed appointment of Crowe would enhance the cost-effectiveness of the Company's audit, maintain audit quality and is in the interest of the Company and its Shareholders as a whole.

3. SGM

The SGM will be held at Multi Purpose Area, 3/F., Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 24 October 2024, at 2:30 p.m. A notice for convening the SGM is set out on pages 5 to 6 of this circular. The proposed appointment of Crowe as the Company's auditors is subject to the approval by the Shareholders at the SGM. It is proposed that Crowe shall hold office until the conclusion of the next annual general meeting of the Company.

Pursuant to Rule 13.39(4) of the Listing Rules, voting at the SGM must be taken by poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way. After the conclusion of the SGM, the poll results will be published on the websites of the Stock Exchange and of the Company.

A form of proxy for use at the SGM is accompanied with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon, and in any event not later than 48 hours before the time appointed for holding the SGM. Shareholders are reminded that completion and delivery of the forms of proxy will not preclude the Shareholders from attending and voting in person at the SGM or at any adjournment thereof should they so wish.

LETTER FROM THE BOARD

4. ENTITLEMENT TO ATTEND SGM

The Company's register of members will be closed from Friday, 18 October 2024 to Thursday, 24 October 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attending and voting at the SGM, Shareholders must deliver their transfer documents, accompanied by the relevant share certificates and forms of transfer, to the Company's share registrar and transfer office, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 17 October 2024.

5. RECOMMENDATIONS

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the SGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders vote in favour of the aforementioned resolution at the SGM.

6. RESPONSIBILITY STATEMENT

This circular for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

7. GENERAL

A further announcement will be made on the outcome of the SGM regarding the poll voting results after the SGM.

As at the date of hereof, the Board comprises Mr. Cheng Yung Pun, Mr. Cheng King Cheung, Ms. Yip Hiu Har and Ms. Shirley Marie Price as executive Directors and Dr. Loke Yu alias Loke Hoi Lam, Mr. Mak Shiu Chung, Godfrey, Mr. Heng Victor Ja Wei and Mr. Chui Ka Hing as independent non-executive Directors.

Yours faithfully,
By order of the Board
CHENG YUNG PUN
Chairman

NOTICE OF SPECIAL GENERAL MEETING

MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Special General Meeting of Matrix Holdings Limited (the “Company”) will be held at Multi Purpose Area, 3/F., Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 24 October 2024 at 2:30 p.m. for the following purpose of considering and, if thought fit, approving the following resolution as an ordinary resolution of the Company, with or without amendments:

ORDINARY RESOLUTION

“**THAT** Crowe (HK) CPA Limited be and are hereby appointed as the auditors of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorised to fix their remuneration.”

By order of the Board
LO SIU TING
Company Secretary

Hong Kong, 30 September 2024

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.

* *For identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

4. The register of members of the Company will be closed from 18 October 2024 to 24 October 2024, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for attending and voting at the above meeting or any adjournment thereof, all share transfers, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on 17 October 2024.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8 am on the date of the above meeting, the above meeting will be postponed or adjourned. The Company will post an announcement on the website (www.irasia.com/listco/hk/matrix/index.htm) and Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The above meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather condition bearing in mind their own situations.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the shareholders at the SGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution proposed to be approved at the SGM will be taken by poll.