

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

If you have sold or transferred all your shares in Polytec Asset Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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POLYTEC ASSET HOLDINGS LIMITED

保利達資產控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 208)

RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Polytec Asset Holdings Limited to be held at Chiu Garden, 4th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong on Wednesday, 10 June 2020 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, 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 holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the shareholders and to prevent and control the spreading of coronavirus disease 2019 (COVID-19), the Company will implement the following precautionary measures at the 2020 AGM:

1. compulsory body temperature checks
2. compulsory wearing of surgical mask (attendees should bring their own masks)
3. no provision of refreshments, drinks, takeaways, gifts or coupons

Attendee who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the 2020 AGM venue, at the absolute discretion of the Company as permitted by law. As it is required to keep sufficient social distancing among all attendees, limited number of seats will be provided.

The Company would like to encourage the shareholders to exercise their rights by appointing the Chairman of the 2020 AGM as a proxy to vote on the relevant resolutions instead of attending the 2020 AGM in person.

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LETTER FROM THE BOARD



POLYTEC ASSET HOLDINGS LIMITED

保利達資產控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 208)

Executive Directors:

Mr. Or Wai Sheun (*Chairman*)

Mr. Yeung Kwok Kwong

Ms. Wong Yuk Ching

Ms. Chio Koc Ieng

Non-executive Directors:

Mr. Lai Ka Fai

Ms. Or Pui Ying, Peranza

Independent Non-executive Directors:

Mr. Liu Kwong Sang

Dr. Tsui Wai Ling, Carlye

Prof. Dr. Teo Geok Tien Maurice

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

23/F, Pioneer Centre

750 Nathan Road

Kowloon

Hong Kong

29 April 2020

To the shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide shareholders with information regarding (i) the re-election of Directors of the Company; and (ii) the granting of general mandates to the Directors to issue and allot ordinary shares of the Company and to exercise the power of the Company to repurchase its own ordinary shares. Such proposals will be considered at the 2020 Annual General Meeting of the Company to be held on Wednesday, 10 June 2020 at 10:00 a.m. (the “2020 AGM”).

* For identification purpose only

LETTER FROM THE BOARD

II. RE-ELECTION OF DIRECTORS

In accordance with Articles 108(A) and (B) and 112 of the Company's Articles of Association (the "Articles"), Mr. Yeung Kwok Kwong, Mr. Lai Ka Fai and Dr. Tsui Wai Ling, Carlye will retire and, being eligible, will offer themselves for re-election at the 2020 AGM. Their biographical details are set out in Appendix I to this circular.

Recommendations were made by the nomination committee of the Company (the "Nomination Committee") to the Board for the proposed re-election of Mr. Yeung Kwok Kwong as an Executive Director, Mr. Lai Ka Fai as a Non-executive Director and Dr. Tsui Wai Ling, Carlye as an Independent Non-executive Director after having reviewed their suitability according to the assessment parameters as set out in the Director Nomination Policy of the Company and the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the Board Diversity Policy of the Company. In addition, as Dr. Tsui Wai Ling, Carlye fulfilled the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange, both the Nomination Committee and the Board consider that she remains independent.

The Board, by taking into account their extensive knowledge and experience, diversity of skills and perspectives as well as contributions to the Board, accepts the recommendations from the Nomination Committee, believes that such re-election is in the best interests of the Company and its shareholders as a whole and recommends the proposed re-election of Mr. Yeung Kwok Kwong, Mr. Lai Ka Fai and Dr. Tsui Wai Ling, Carlye to the shareholders of the Company at the 2020 AGM.

III. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 5 June 2019, general mandates were given to the Directors of the Company to allot, issue and deal with additional share capital of the Company and to exercise the powers of the Company to repurchase its own shares. Such mandates, to the extent not used by the date of the 2020 AGM, will lapse at the conclusion of the 2020 AGM.

As at 23 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (the "Latest Practicable Date"), the number of the issued ordinary share capital was 4,438,967,838 shares.

At the 2020 AGM, ordinary resolutions as referred in items (6), (7) and (8) of the notice convening the 2020 AGM will therefore be proposed to refresh these general mandates given to the Directors as follows:

- (a) to allot, issue and deal with additional shares not exceeding 20% of the total number of the issued ordinary share capital of the Company as at the date of passing of such resolution (equivalent to 887,793,567 ordinary shares on the basis that the existing issued ordinary share capital of the Company of 4,438,967,838 remains unchanged as at the date of the 2020 AGM) (the "Issue Mandate");

LETTER FROM THE BOARD

- (b) to repurchase shares, on the Stock Exchange or any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of the issued ordinary share capital of the Company as at the date of passing of such resolution (equivalent to 443,896,783 ordinary shares on the basis that the existing issued ordinary share capital of the Company of 4,438,967,838 remains unchanged as at the date of the 2020 AGM) (the “Repurchase Mandate”); and
- (c) if the Repurchase Mandate is granted, a general mandate to increase the limit of the Issue Mandate by adding to it the number of ordinary shares repurchased by the Company under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate may only continue in force until the conclusion of the next annual general meeting of the Company; or revoked or varied by the Company in general meeting, whichever occurs first. The Directors believe that the grant of the general mandates is in the best interests of the Company.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix II to this circular.

IV. ANNUAL GENERAL MEETING

The notice of the 2020 AGM is set out on pages 11 to 14 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2020 AGM. An announcement on the poll vote results will be made by the Company after the 2020 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2020 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.polytecasset.com). Whether or not you are able to attend the 2020 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, 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 holding the 2020 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

V. RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate to the Directors are in the best interests of the Company and the shareholders as a whole. Accordingly, the Directors recommend the shareholders to vote in favour of all the resolutions to be proposed at the 2020 AGM.

VI. GENERAL INFORMATION

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

Yours faithfully,
By Order of the Board
Polytec Asset Holdings Limited
Or Wai Sheun
Chairman

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2020 AGM according to the Articles, are provided below:

- (a) **Mr. Yeung Kwok Kwong**, aged 61, joined the Company in September 2000 as the Chairman of the Board and Managing Director. With effect from 1 April 2006, Mr. Yeung ceased to act as the Chairman of the Board but remained to act as the Managing Director. Prior to joining the Company, he worked for a large international accountancy firm and also held managerial and director positions in a number of large companies. He has over 35 years of experience in finance, accounting, financial and operational management, and corporate planning. He is currently responsible for the development of corporate strategies, corporate planning and the day-to-day management of the Group. Mr. Yeung is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Yeung is also a Non-executive Director of Kowloon Development Company Limited (“KDC”) and a Director of Marble King International Limited, both companies being substantial shareholders of the Company.

Save as disclosed above, Mr. Yeung did not hold any other directorships in listed companies in the last three years and does not have any relationships with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Yeung held 2,018,000 ordinary shares in the Company, representing 0.05% of the existing issued ordinary share capital of the Company, and 180,000 ordinary shares in KDC, representing 0.02% of the existing issued ordinary share capital of KDC.

Save as disclosed above, Mr. Yeung did not have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations which were required to be disclosed under Part XV of the Securities and Futures Ordinance.

There is a service contract between Mr. Yeung and the Company. The service contract has no specified length or proposed length of services but Mr. Yeung will be subject to retirement by rotation and will be eligible for re-election at future annual general meetings of the Company in accordance with the provisions of the Articles. The Company can determine the service contract without payment of compensation (other than statutory compensation). Mr. Yeung is currently entitled to a basic salary of HK\$2,589,600 per annum, other benefits in kind and a discretionary bonus to be determined by the Board based on the recommendation by the remuneration committee of the Company (the “Remuneration Committee”) with reference to his performance, duties and responsibilities, the performance of the Company and the prevailing market conditions.

Save as disclosed above, in relation to the re-election of Mr. Yeung, there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

- (b) **Mr. Lai Ka Fai**, aged 55, joined the Company in September 2000 as an Executive Director, and was re-designated as a Non-executive Director in January 2002. Prior to joining the Company, he worked for a large international accountancy firm and also held managerial and director positions in a number of large companies. He has over 30 years of experience in finance, accounting, financial and operational management, and corporate planning. Mr. Lai graduated from the University of East Anglia in the United Kingdom with a bachelor's degree in Science. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Lai is also an Executive Director of KDC and a Director of Marble King International Limited and Intellinsight Holdings Limited, all three companies being substantial shareholders of the Company.

Save as disclosed above, Mr. Lai did not hold any other directorships in listed companies in the last three years and does not have any relationships with any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lai held 505,100 ordinary shares in the Company, representing 0.01% of the existing issued ordinary share capital of the Company, and 751,000 ordinary shares in KDC, representing 0.06% of the existing issued ordinary shares capital of KDC.

Save as disclosed above, Mr. Lai did not have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations which were required to be disclosed under Part XV of the Securities and Futures Ordinance.

There is a service contract between Mr. Lai and the Company. The service contract has no specified length or proposed length of services but Mr. Lai will be subject to retirement by rotation and will be eligible for re-election at future annual general meetings of the Company in accordance with the provisions of the Articles. The Company can determine the service contract without payment of compensation (other than statutory compensation). Mr. Lai's director's fee is determined by the Board based on the recommendation by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions. Save for a director's fee of HK\$200,000, Mr. Lai did not receive any other emolument from the Company for the year ended 31 December 2019.

Save as disclosed above, in relation to the re-election of Mr. Lai, there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

- (c) **Dr. Tsui Wai Ling, Carlye**, BBS, MBE, JP, DProf, FHKIoD, aged 72, joined the Company in December 2012 as an Independent Non-executive Director. She is the Chief Executive Officer of The Hong Kong Institute of Directors. Dr. Tsui graduated from the University of Hong Kong with a Bachelor of Arts degree (Economics) and Middlesex University, UK, with a Doctorate degree in Professional Studies. Dr. Tsui is Fellow of The Hong Kong Institute of Directors, Hong Kong Management Association, Hong Kong Institution of Engineers and British Computer Society; Chartered Information Technology Professional; Hon Fellow of Hong Kong Association for Computer Education; and holder of Professional Diploma in Corporate Governance and Directorship. As a Justice of the Peace, Dr. Tsui is active in public service roles, which include, inter alia, Member of Steering Committee, Asian Financial Forum; Member of Audit Committee, the West Kowloon Cultural District Authority and Executive Committee Member of Global Network of Director Institutes. She was formerly a Councillor of the Urban Council, a Councillor of Wan Chai District Council, Member of Communications Authority and Founding Chairman of Hong Kong Chinese Orchestra Limited. Dr. Tsui was awarded one of the Ten Outstanding Young Persons in Hong Kong 1981, IT Achiever of the Year 1992, Member of the Most Excellent Order of the British Empire 1997, Bronze Bauhinia Star 2003 and the most outstanding professional doctorate of Middlesex University 2007. Dr. Tsui was also an Independent Non-executive Director of RoadShow Holdings Limited (currently known as Bison Finance Group Limited), a company listed on the Main Board of the Stock Exchange but she resigned on 12 December 2017.

Save as disclosed above, Dr. Tsui did not hold any other directorships in listed companies in the last three years and does not have any other relationships with any other directors, senior management or substantial or controlling shareholders of the Company. Dr. Tsui does not hold any positions with the Company or its subsidiaries, other than that of an Independent Non-executive Director of the Company.

As at the Latest Practicable Date, Dr. Tsui did not have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations which were required to be disclosed under Part XV of the Securities and Futures Ordinance.

There is a service contract between Dr. Tsui and the Company. The service contract has no specified length or proposed length of services but Dr. Tsui will be subject to retirement by rotation and will be eligible for re-election at future annual general meetings of the Company in accordance with the provisions of the Articles. The Company can determine the service contract without payment of compensation (other than statutory compensation). Dr. Tsui's director's fee is determined by the Board based on the recommendation by the Remuneration Committee with reference to her duties and responsibilities with the Company and the prevailing market conditions. Save for a director's fee of HK\$200,000, Dr. Tsui did not receive any other emolument from the Company for the year ended 31 December 2019.

Save as disclosed above, in relation to the re-election of Dr. Tsui, there are no other matters that need to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to be sent to the shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2020 AGM in relation to the granting of the Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

The Listing Rules provide that all proposed share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by a specific approval in relation to specific transactions, and the shares proposed to be purchased by the company must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued ordinary share capital of the Company comprised 4,438,967,838 fully paid ordinary shares. Subject to the passing of the relevant resolution at the 2020 AGM, the Company would be allowed under the Repurchase Mandate to repurchase not exceeding of 443,896,783 ordinary shares (representing 10% of the total number of the issued ordinary share capital as at the date of the 2020 AGM on the basis that no further ordinary shares will be issued or repurchased prior to the date of the 2020 AGM).

3. REASONS FOR SHARE REPURCHASES

The Directors believe that it is in the best interests of the Company and its shareholders as a whole for the Directors to have a general authority from the shareholders to enable the Company to repurchase shares on the stock market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

The Directors propose that repurchases of ordinary shares under the Repurchase Mandate in these circumstances would be financed from the Company's distributable profits and proceeds of a fresh issue of shares. In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised 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.

5. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules) have any present intention to sell any shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell any shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of a repurchase of the shares, 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 Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or a group of shareholders acting in concert could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Marble King International Limited held 3,142,341,682 ordinary shares of the Company, representing approximately 70.79% of the total number of the issued ordinary share capital of the Company. In the event that the Directors exercise the power in full to repurchase shares pursuant to the Repurchase Mandate, the shareholding held by Marble King International Limited would be increased to approximately 78.66% of the issued ordinary share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase shares, which would result in less than the prescribed minimum percentage of shares in public hands.

6. SHARE PRICES

The highest and lowest prices at which the ordinary shares of the Company were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share prices (per share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
April	1.13	1.02
May	1.18	1.05
June	1.12	0.98
July	1.05	0.99
August	1.02	0.96
September	0.99	0.94
October	0.99	0.92
November	0.98	0.93
December	1.02	0.94
2020		
January	1.01	0.93
February	0.97	0.88
March	0.90	0.78
April (up to the Latest Practicable Date)	0.87	0.80

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



POLYTEC ASSET HOLDINGS LIMITED **保利達資產控股有限公司***

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 208)

NOTICE IS HEREBY GIVEN THAT the 2020 Annual General Meeting of shareholders of Polytec Asset Holdings Limited (the “Company”) will be held at Chiu Garden, 4th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong on Wednesday, 10 June 2020 at 10:00 a.m. (the “2020 AGM”) for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2019.
2. To declare a final dividend of HK\$0.06 per share for the year ended 31 December 2019.
3. To re-elect retiring Directors.
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To re-appoint KPMG as the auditor and to authorise the Board of Directors to fix the auditor’s remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the total number of ordinary share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the exercise of options granted under a share option scheme of the Company; and
- (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,

shall not exceed 20% of the total number of issued ordinary share capital of the Company as at the date of passing of 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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 the laws of the Cayman Islands to be held, and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction or the requirements of any recognised regulatory body or any recognised stock exchange).“

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of the issued ordinary shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued ordinary share capital of the Company as at the date of passing of 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:

NOTICE OF ANNUAL GENERAL MEETING

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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 the laws of the Cayman Islands to be held.”
8. “**THAT** conditional upon the passing of the Resolutions (6) and (7) as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to Resolution (6) as set out in the notice convening this meeting be and is hereby extended by the addition of the total number of ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution (7) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total issued ordinary share capital of the Company as at the date of passing of this Resolution.”

By Order of the Board
Polytec Asset Holdings Limited
Lee Chi Ming
Company Secretary

Hong Kong, 29 April 2020

Notes:

1. Any shareholder of the Company entitled to attend and vote at the 2020 AGM is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her 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.
2. To be effective, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, 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 holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For the purpose of determining shareholders who are entitled to attend and vote at the 2020 AGM, the Register of Members of the Company will be closed from Friday, 5 June 2020 to Wednesday, 10 June 2020, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the 2020 AGM, all the transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 June 2020.
4. For the purpose of determining shareholders who are qualified for the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 17 June 2020 to Thursday, 18 June 2020, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all the transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 June 2020.
5. All resolutions set out in this notice will be taken by poll at the 2020 AGM.

NOTICE OF ANNUAL GENERAL MEETING

6. To safeguard the health and safety of the shareholders and to prevent and control the spreading of coronavirus disease 2019 (COVID-19), the Company will implement the following precautionary measures at the 2020 AGM:
 - (a) Compulsory body temperature checks will be conducted on every attendee at the entrance of the 2020 AGM venue. Any person with a body temperature of over 37.5 degrees Celsius, has any flu-like symptoms or is otherwise unwell may be denied entry into the venue.
 - (b) All attendees are required to wear surgical masks before they are permitted to attend and throughout their attendance of the 2020 AGM. Please note that no surgical masks will be provided by the Company and attendees should bring and wear their own surgical masks.
 - (c) No refreshments or drinks will be served and no takeaways, gifts or coupons will be distributed to the attendees at the 2020 AGM.
 - (d) It is required to keep sufficient social distancing among all attendees. As a result, only a limited number of seats will be provided.
7. Attendee who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the 2020 AGM venue or required to leave the venue, at the absolute discretion of the Company as permitted by law.
8. To protect the shareholders from the risk of infection, the Company would like to encourage the shareholders to exercise their rights by appointing the Chairman of the 2020 AGM as a proxy to vote on the relevant resolutions instead of attending the 2020 AGM in person.
9. Subject to the development of COVID-19 in Hong Kong, the Company may be required to change the 2020 AGM arrangements at short notice. Shareholders should check the Company's website for future announcements and updates on the arrangements, if any.
10. The English text of this notice shall prevail over the Chinese text in case of inconsistency.