

If you are in any 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 **Intron Technology Holdings Limited**, you should at once hand this circular and the accompanying proxy form 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 transferee.

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Intron Technology Holdings Limited **英恒科技控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1760)

(1) DECLARATION OF FINAL DIVIDEND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(3) RE-ELECTION OF DIRECTORS
(4) RE-APPOINTMENT OF AUDITOR
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 24 Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 30 May 2022 at 10:30 a.m. is set out on pages 16 to 28 of this circular. A proxy form for use at the Annual General Meeting is enclosed with the notice of the Annual General Meeting.

Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.intron-tech.com>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 10:30 a.m. on Saturday, 28 May 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In order to prevent and control the spread of the novel coronavirus (COVID-19), the following measures will be taken at the Annual General Meeting:

1. compulsory temperature checks;
2. wearing of surgical face mask;
3. designated seat will be assigned; and
4. no refreshments will be served.

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry into the AGM venue at the absolute discretion of the Company to the extent permitted by law.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	an annual general meeting of the Company to be convened and held at 24 Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 30 May 2022 at 10:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of the Company
“BVI”	the British Virgin Islands
“CEO”	chief executive officer
“Chairman”	the chairman of the Board
“Company”	Intron Technology Holdings Limited (英恒科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Computershare”	Computershare Hong Kong Investor Services Limited
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, means the group of controlling shareholders of our Company, being Mr. Luk, Mr. Chan, Magnate Era, Zenith Benefit, Treasure Map and Heroic Mind
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”, “the Group” or “our Group”	the Company and its subsidiaries

DEFINITIONS

“Heroic Mind”	Heroic Mind Limited, a company with limited liability incorporated on 17 October 2016 under the laws of the BVI and a company wholly-owned by Mr. Chan. Heroic Mind is one of our Controlling Shareholders
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Magnate Era”	Magnate Era Limited, a company with limited liability incorporated on 18 October 2017 under the laws of the BVI and a company owned by Mr. Luk and Mr. Chan in equal shares. Magnate Era is one of our Controlling Shareholders
“Mr. Chan”	Mr. Chan Cheung Ngai, our co-CEO, an executive Director and a Controlling Shareholder
“Mr. Luk”	Mr. Luk Wing Ming, our Chairman, co-CEO, an executive Director and a Controlling Shareholder
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular only, except where the context requires otherwise, references to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC, Taiwan; and “Chinese” shall be construed accordingly
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	Renminbi Yuan, the lawful currency of China

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	shares with a nominal value of HK\$0.01 each in the capital of our Company
“Shareholder(s)”	holder(s) of Shares
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Treasure Map”	Treasure Map Ventures Limited, a company with limited liability incorporated on 6 July 2016 under the laws of the BVI and a company wholly-owned by Mr. Luk. Treasure Map is one of our Controlling Shareholders
“we”, “us” or “our”	our Company and, unless the context requires otherwise, its subsidiaries
“Zenith Benefit”	Zenith Benefit Investment Limited, a company with limited liability incorporated on 13 October 2017 under the laws of BVI and a company owned by Mr. Luk and Mr. Chan in equal shares. Zenith Benefit is one of our Controlling Shareholders
“%”	per cent



Intron Technology Holdings Limited
英恒科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1760)

Executive Directors:

Mr. Luk Wing Ming (*Chairman and Co-CEO*)
Mr. Chan Cheung Ngai (*Co-CEO*)
Mr. Chan Ming
Mr. Ng Ming Chee

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent non-executive Directors:

Mr. Jiang Yongwei
Mr. Yu Hong
Mr. Tsui Yung Kwok

Principal Place of Business in Hong Kong:

Unit 1008-10, 10/F Delta House
3 On Yiu Street, Shatin
New Territories, Hong Kong

21 April 2022

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) DECLARATION OF FINAL DIVIDEND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(3) RE-ELECTION OF DIRECTORS
(4) RE-APPOINTMENT OF AUDITOR
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) the proposed final dividend; (ii) the granting to the Directors the Share Issue Mandate and the Share Repurchase Mandate; (iii) the re-election of the Directors; (iv) the re-appointment of auditor; and (v) the proposed amendments to the Articles, and to give you notice of the AGM relating to, among other matters, these matters.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.068 per Share in respect of the year ended 31 December 2021. The final dividend of HK\$0.068 per Share is subject to Shareholders' approval at the AGM, and expected to be paid on or about Monday, 4 July 2022 to those Shareholders whose names appear on the register of members on Friday, 10 June 2022.

The register of members will be closed from Monday, 6 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Thursday, 2 June 2022.

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with additional Shares representing up to 20% of the total number of the issued Shares as at the date of passing of the ordinary resolution. As at the Latest Practicable Date, the total number of issued Shares was 1,084,806,400. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of AGM, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 216,961,280 Shares, representing 20% of the total number of issued Shares.

The Share Issue Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company unless the mandate is renewed either conditionally or unconditionally at such meeting; and (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to exercise the power of the Company to issue new Shares in an amount not exceeding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the General Mandates.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the

LETTER FROM THE BOARD

Share Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company unless the mandate is renewed either conditionally or unconditionally at such meeting; and (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. As at the Latest Practicable Date, the total number of issued Shares was 1,084,806,400. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of AGM, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 108,480,640 Shares, representing 10% of the total number of issued Shares.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set forth in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles and Code Provision B.2.2 of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules, Mr. Chan Ming, Mr. Jiang Yongwei and Mr. Yu Hong (collectively, the “**Retiring Directors**”) will retire by rotation and, being eligible, offer themselves for re-election.

The Nomination Committee nominated each of the Retiring Directors to the Board for it to recommend to Shareholders at the AGM. Mr. Jiang Yongwei, who is a member of the Nomination Committee, abstained from voting on his own nomination when it was being considered.

The nominations were made in accordance with the Company’s Nomination Policy with due regard to diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), and took into account the benefits of diversity, as set out under the board diversity policy of the Company adopted on 1 January 2019 (the “**Board Diversity Policy**”). The Nomination Committee also took into account Mr. Jiang Yongwei’s substantial experience in automotive industry and Mr. Yu Hong’s substantial experience in finance and the financial market and their respective contributions to the Board. The Nomination Committee was satisfied with the independence of each of Mr. Jiang Yongwei and Mr. Yu Hong with reference to the criteria in Rule 3.13 of the Listing Rules.

The Board, having considered the recommendation of the Nomination Committee, is of the view that each of the Retiring Directors will continue to contribute to the Board with his deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also believes that the valuable knowledge and experience of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Biographical details of the Retiring Directors who are proposed to be re-elected at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

Ernst & Young, which has audited the consolidated financial statements of the Company for the year ended 31 December 2021, will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration for the year ending 31 December 2022.

PROPOSED AMENDMENTS TO THE ARTICLES

The Board has proposed to make certain amendments to the existing Articles (the “**Proposed Amendments**”) in order to, among others, (i) conform to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules and the applicable laws of the Cayman Islands; and (ii) incorporate housekeeping amendments.

The major Proposed Amendments are summarised as follows:

- (a) to update the definition of the “Companies Law” to bring it in line with the latest Companies Act of the Cayman Islands and to update relevant provisions in the Articles in this regard;
- (b) to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
- (c) to allow meetings of Shareholders to be held by means of telephone, electronic or other communication facilities;
- (d) to provide for Shareholders right to speak and vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (e) to provide that any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
- (f) to provide that Shareholders may at any general meeting remove the auditor by ordinary resolution at any time before the expiration of his term;
- (g) to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Directors; and

LETTER FROM THE BOARD

- (h) to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of the Cayman Islands and the Listing Rules.

The Board believes that the Proposed Amendments are in the best interests of the Company and its Shareholders as a whole. The legal advisers of the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the laws of the Cayman Islands. In addition, the Board confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. Details of the Proposed Amendments are set out in the notice of Annual General Meeting on page 19 to 27 of this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set forth on pages 16 to 28 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the declaration of final dividend, the Share Issue Mandate, the Share Repurchase Mandate, the re-election of the Directors, the re-appointment of auditor and the proposed amendments to the Articles.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.intron-tech.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar in Hong Kong, Computershare, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Saturday, 28 May 2022).

VOTING BY POLL

The forthcoming AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the approval of final dividend; (ii) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (iii) the re-election of Directors; (iv) the re-appointment of the auditor; and (v) the proposed amendments to the Articles are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors 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 Group. 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 aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

PRECAUTIONARY MEASURES FOR THE AGM

The health and safety of our Shareholders and staff are our top priority as we plan for the AGM. In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM:

- Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a fever or is unwell may be denied entry into the meeting venue.
- All attendees have to wear surgical face masks within the meeting venue and throughout the meeting.
- Each attendee will be assigned a designated seat at the time of registration to maintain a safe distance between seats.
- No refreshments will be served.

Attendees who do not comply with the precautionary measures above may be denied entry into the AGM venue at the absolute discretion of the Company to the extent permitted by law.

The Company also reminds Shareholders that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the AGM in person.

Your faithfully,
By Order of the Board
INTRON TECHNOLOGY HOLDINGS LIMITED
Luk Wing Ming
Chairman

Hong Kong, 21 April 2022

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the requisite information in relation to the Share Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum 10% of the total number of issued Shares as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,084,806,400 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 108,480,640 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases 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 a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

5. IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at 31 December 2021 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL INFORMATION

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

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Hong Kong, the Articles and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

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

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Mr. Luk and Mr. Chan held their interests in the Company commonly through Magnate Era and Zenith Benefit as well as individually through Treasure Map and Heroic Mind, a total of 732,330,000 Shares, representing a total of approximately 67.51% of the total number of issued Shares. Accordingly, under the SFO, Mr. Luk and Mr. Chan are deemed to be interested in 732,330,000 Shares. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Share

Repurchase Mandate, the shareholding of Mr. Luk and Mr. Chan would be increased to approximately 75.01% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of Mr. Luk, Mr. Chan and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Share Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months immediately preceding the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in each of the past twelve months to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	5.78	4.17
May	4.93	4.06
June	5.20	4.42
July	5.10	3.78
August	6.22	4.10
September	5.80	4.00
October	5.10	4.01
November	5.65	4.38
December	6.46	4.90
2022		
January	5.73	4.06
February	4.71	3.78
March	4.02	2.59
April (up to the Latest Practice Date)	3.73	3.06

Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Chan Ming, aged 52, is our general manager and an executive Director, and is responsible for marketing and business development of our Group. Mr. Chan graduated with a Bachelor of Engineering (majoring in Electronic and Electrical Engineering) from the University of Birmingham, the United Kingdom in 1992. Mr. Chan also obtained a Master of Business Administration from the University of Wales, the United Kingdom in 1994. Mr. Chan has more than 20 years of experience in electronic components industry. Mr. Chan's career began as a sales engineer for Array Electronics Limited where he worked from 1993 to 1994. Prior to joining our Group in 2005, Mr. Chan worked with DMX Technologies (Hong Kong) Limited, a networks solutions provider, from 2001 to 2004 as senior regional sales manager.

Since joining our Group, Mr. Chan has been overseeing our team responsible for developing our relationships with suppliers and customers, including domestic automotive OEMs in the PRC and their Tier 1 suppliers. Mr. Chan also manages our team of field application engineers.

Mr. Chan has entered into a service contract with the Company. Mr. Chan, as an executive Director, is entitled to receive an annual director's remuneration of HKD180,000 (subject to an annual review by the Board and the Remuneration Committee). For the year ended 31 December 2021, Mr. Chan received total remuneration of HKD4,173,000 including director's fee, basic salary, allowance, benefit, discretionary variable bonus and mandatory provident fund contribution. Mr. Chan's remuneration is based on the service contract with reference to his duties & responsibilities, our remuneration policy, the performance of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Chan was interested in 3,750,000 Shares (1,750,000 of which are share options), representing 0.35% of the issued share capital of the Company. Save as the aforementioned, Mr. Chan did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.

Mr. Jiang Yongwei, aged 51, currently is an independent non-executive Director of the Company. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company.

Mr. Jiang graduated with a Bachelor in Metallurgy Engineering from Shanghai Jiaotong University, the PRC in 1992.

Mr. Jiang has over 20 years of experience in the automotive industry. He had been working for automotive technology solutions provider Faurecia Emission Control Technologies Development (Shanghai) Co., Ltd., where he held various positions including China division president (October 2015 to July 2020), China division operations director (February to October 2015), and the general manager of the Wuhan plant (October 2013 to January 2015). From 2012 to 2013, Mr. Jiang worked as the general manager of Dongfeng GEFCO, a provider of logistics services for the automotive industry. From 1992 to 1994, he worked as a research and development engineer for Dongfeng Motors.

Mr. Jiang has entered into a letter of appointment with the Company subject to termination in certain circumstances as stipulated in the relevant letters of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to such letter of appointment, he is entitled to the annual remuneration of HKD180,000. The remuneration of Mr. Jiang is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Jiang held 90,000 share options of the Company which enabled him to subscribe for 90,000 Shares (representing less than 0.01% of the issued share capital of the Company). Save as the aforementioned, Mr. Jiang did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Jiang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) had not held any directorship in any public listed companies in the past three years; (ii) did not or was not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) was not related to any Directors, senior management or substantial or Controlling Shareholders of the Company; and (iv) did not hold any other positions within our Group.

Mr. Yu Hong, aged 68, currently is an independent non-executive Director of the Company. He is a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. Yu graduated with a Master of Business Administration from Shanghai University of Finance and Economics, the PRC in 2001. In 1984, Mr. Yu had completed a Finance course in the Shanghai College of Finance and Economics. Mr. Yu was certified as a senior economist in December 1994 by Industrial and Commercial Bank of China (Main Branch). Mr. Yu also passed the Licensing Examination for Securities and Futures Intermediaries held by the Hong Kong Securities Institute in July and September 2011. Mr. Yu has over 30 years of experience in the banking sector. He held senior management positions in various financial institutions, including as vice chairman of the board of directors of investment management company Shanghai Right Capital Co., Ltd. (August 2014 to April 2018), deputy chief executive officer and executive director of ICBC International Holdings Limited (Hong Kong) (January 2010 to February 2013), executive

director and chief executive officer of Seng Heng Bank Limited (Macao) (January 2008 to October 2009), chief executive of Fortis Bank Asia HK (Hong Kong Branch) (May 2004 to October 2005), and general manager of Industrial and Commercial Bank of China Limited Tokyo Branch (November 1997 to June 2000). From February 1979 to October 1984, Mr. Yu worked as the Luwan District deputy director of People's Bank of China (Shanghai). From October 1984 to December 1996, he worked for Industrial and Commercial Bank of China Limited (Shanghai Branch) and held various positions including section chief, deputy chief manager, and chief manager.

Mr. Yu has entered into a letter of appointment with the Company subject to termination in certain circumstances as stipulated in the relevant letters of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to such letter of appointment, he is entitled to the annual remuneration of HKD180,000. The remuneration of Mr. Yu is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yu was interested in 90,000 shares (65,000 of which were share options), representing less than 0.01% of the issued share capital of the Company. Save as the aforementioned, Mr. Yu did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Yu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) has not held any directorship in any public listed companies in the past three years; (ii) did not or was not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) was not related to any Directors, senior management or substantial or Controlling Shareholders of the Company; and (iv) did not hold any other positions within our Group.

NOTICE OF ANNUAL GENERAL MEETING



Intron Technology Holdings Limited 英恒科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1760)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Intron Technology Holdings Limited (the “Company”) will be held at 24 Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 30 May 2022 at 10:30 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “Director(s)”) and the auditor (the “Auditor”) of the Company and its subsidiaries for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.068 per ordinary share for the year ended 31 December 2021.
3.
 - (a) To re-elect Mr. Chan Ming as an executive Director;
 - (b) To re-elect Mr. Jiang Yongwei as an independent non-executive Director;
 - (c) To re-elect Mr. Yu Hong as an independent non-executive Director;
 - (d) To authorize the board of Directors of the Company (the “Board”) to determine the Directors’ remuneration.
4. To re-appoint Ernst & Young as the Auditor and to authorize the Board to fix its remuneration.

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

5. “THAT:
 - (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) 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;
- (iii) 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 (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) **“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 to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.
 - (b) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such share in the Company (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or

NOTICE OF ANNUAL GENERAL MEETING

obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

6. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. "THAT conditional upon resolutions No. 5 and No. 6 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 5 be and is hereby extended by the addition thereto the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6."

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

8. "THAT
- (A) the existing Amended and Restated Articles of Association of the Company be and are hereby amended as follows:
- (1) By deleting the words "Law" wherever they may appear and replacing them with the word "Act";
- (2) By deleting the words "rules of the Designated Stock Exchange" wherever they may appear and replacing them with the words "Listing Rules";

Article 2(1)

- (3) By adding the following definition at the beginning of Article 2(1):
- "Act" the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands."

- (4) By deleting the definitions "business day" and "Law" in their entirety.
- (5) By replacing the definition of "close associate" with the following:

"close associate" in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules."

- (6) By adding the following definition immediately after the definition of "head office":

"Listing Rules" rules of the Designated Stock Exchange."

NOTICE OF ANNUAL GENERAL MEETING

- (7) By deleting the definition of “Subsidiary and Holding Company” in its entirety.

Article 2(2)

- (8) By deleting Article 2(2)(i) in its entirety and replacing it with the following:

“2(2). (i) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

Article 3

- (9) By renumbering Article 3(4) as 3(5) and adding the following as a new Article 3(4):

“3(4). The Board may accept the surrender for no consideration of any fully paid share.”

Article 9

- (10) By deleting Article 9 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 16

- (11) By adding the words “or imprinted” immediately after the words “be affixed” in the second sentence of Article 16.

Article 45

- (12) By deleting Article 45 in its entirety and replacing it with the following:

“45. Subject to the Listing Rules, notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:

- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue;
- (b) determining the Members entitled to receive Notice of and to vote at any general meeting of the Company.”

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Article 46

- (13) By renumbering Article 46 as 46(1) and adding the following as Article 46(2):

“46. (2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.”

Article 51

- (14) By deleting Article 51 in its entirety and replacing it with the following:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange or by electronic means or other means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

Article 56

- (15) By deleting Article 56 in its entirety and replacing it with the following:

“56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of the Company’s financial year (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.”

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Article 58

- (16) By deleting Article 58 in its entirety and replacing it with the following:

“58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

Article 59(1)

- (17) By deleting Article 59(1) its entirety and replacing it with the following:

“59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.”

NOTICE OF ANNUAL GENERAL MEETING

Article 61

- (18) By adding the word “and” after paragraph 61(1)(d) and replacing the “;” at the end of paragraph 61(1)(e) with a “.”, and deleting paragraphs 61(1)(f) and (g) in their entirety in Article 61.
- (19) By deleting the second sentence of Article 61(2) and replacing it with the following:

“Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.”

Article 73

- (20) By renumbering Article 73(2) as 73(3) and adding the following as Article 73(2):

“73. (2) All members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

Article 83

- (21) By deleting Article 83(3) in its entirety and replacing it with the following:

“83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.”

- (22) By adding the word “of” immediately after the words “ordinary resolution” in Article 83(6).

NOTICE OF ANNUAL GENERAL MEETING

Article 100(1)

(23) By deleting Article 100(1) in its entirety and replacing it with the following:

“100. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

Article 101(4)

- (24) By deleting article 101(4) in its entirety and replacing it with the following:

“101. (4) The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong. Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”

Article 112

- (25) By deleting Article 112 in its entirety and replacing it with the following:

“112. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine.”

Article 113(2)

- (26) By adding the word “, electronic” immediately after the words “conference telephone” in Article 113(2).

NOTICE OF ANNUAL GENERAL MEETING

Article 144

- (27) By renumbering Article 144 as 144(1) and adding the following as Article 144(2):

“144. (2) Notwithstanding any provisions in these Articles, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the Members at a general meeting.”

Article 152(2)

- (28) By deleting Article 152(2) in its entirety and replacing it with the following:

“152. (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.”

Article 155

- (29) By deleting Article 155 in its entirety and replacing it with the following:

“155. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.”

NOTICE OF ANNUAL GENERAL MEETING

Article 161

(30) By adding the following sentence at the end of Article 161:

“The signature to any notice or document to be given by the Company may be written, printed or made electronically.”

Article 162(1)

(31) By deleting Article 162(1) in its entirety and replacing it with the following:

“162. (1) Subject to Article 162(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.”

Article 163(3)

(32) By deleting Article 163(3) in its entirety.

Article 165

(33) By adding the following new Article as Article 165 after Article 164(2):

“ FINANCIAL YEAR

165. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 of December in each year.”

Articles 166 and 167

(34) By renumbering the existing Article 165 as Article 166 and the existing Article 166 as Article 167; and

(B) the second amended and restated articles of association (the “**New Articles**”) presented to the meeting and initialled by the chairman of the meeting reflecting all the changes set out above be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with effect from the close of this meeting and that any one director or officer of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Articles.”

By order of the Board
INTRON TECHNOLOGY HOLDINGS LIMITED
Luk Wing Ming
Chairman

Hong Kong, 21 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolution (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every member present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited ("**Computershare**"), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Saturday, 28 May 2022) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Wednesday, 25 May 2022 to Monday, 30 May 2022 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Monday, 30 May 2022 at 24 Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 24 May 2022.
- (6) Subject to the approval of shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, 10 June 2022, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Monday, 6 June 2022 to Friday, 10 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 2 June 2022.