

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Intron Technology Holdings Limited (the “**Company**”) will be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 27 May 2024 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 2023.
2. To declare a final dividend of HK\$0.098 per ordinary share for the year ended 31 December 2023.
3.
 - (a) To re-elect Mr. Luk Wing 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 (the **“Shares”**), including any sale or transfer of treasury Shares (as hereinafter defined) with effect from the Effective Date (as hereinafter defined), 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;
- (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 number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (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 in issue 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 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).
- (c) “**treasury Shares**” has the meaning ascribed thereto under Appendix IV to the Consultation Conclusions to the Proposed Amendments to the Listing Rules relating to Treasury Shares (the “**Listing Rules Amendments**”) published by The Stock Exchange of Hong Kong Limited on 12 April 2024.
- (d) “**Effective Date**” means 11 June 2024, being the effective date of the Listing Rules Amendments, or any other date upon which the Listing Rules Amendments shall take effect.”

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 number 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

- (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.”

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 (including any sale or transfer of treasury 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.”

8. “**THAT**

(i) subject to and conditional upon the granting by the Listing Committee of the Stock Exchange the listing of and permission to deal in the Shares which may fall to be issued and allotted by the Company pursuant to the vesting and/or exercise of any share awards and/or share options (the “**Awards**”) under the proposed share scheme of the Company (the “**2024 Share Scheme**”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification), the 2024 Share Scheme be and is hereby approved and adopted as the Company’s share scheme and the directors of the Company be and are hereby authorized to do all such acts and to take all such steps as they may deem necessary, desirable or expedient to give effect to and implement the 2024 Share Scheme, including without limitation:

- (a) to administer the 2024 Share Scheme under which Awards will be granted to eligible participants under the 2024 Share Scheme;
- (b) to modify and/or amend the 2024 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the 2024 Share Scheme and the requirements of the Listing Rules;
- (c) to grant Awards under the 2024 Share Scheme and to issue, allot and otherwise deal with from time to time such number of Shares as may be required to be issued (including the use of treasury Shares) pursuant to the vesting and/or exercise of Awards subject to the Listing Rules;

- (d) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting and/or exercise of the Awards; and
 - (e) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Scheme;
- (ii) the Scheme Limit (as defined in the circular of the Company dated 25 April 2024) on the total number of Shares which may be issued in respect of all Awards involving issue of new Shares that may be granted under the 2024 Share Scheme and any other share scheme(s) of the Company, representing 10% of the total number of Shares in issue as at the date of passing of this resolution, be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Limit; and
- (iii) subject to paragraph (i) and (ii) hereinabove, the share option scheme adopted by the Company on 22 June 2018 be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the 2024 Share Scheme.”

AS SPECIAL RESOLUTION

9. To consider as special business and, if thought fit, pass, the following resolution, as a special resolution of the Company:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company in the manner as set out in Appendix III to the circular of the Company dated 25 April 2024 (the “**Circular**”) be approved, and the third amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “B” and initiated by the chairman of the meeting for the purpose of identification, which contain the Proposed Amendments, be approved and adopted in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company with immediate effect, and that any one of the Directors, the company secretary and/or the registered office provider of the Company be and is hereby

authorized to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company, including without limitation, attending to the necessary filings with the Registrars of Companies in Hong Kong and the Cayman Islands.”

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

Hong Kong, 25 April 2024

Notes:

- (1) All resolutions (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 Hong Kong Exchanges and Clearing 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, 25 May 2024) 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, 22 May 2024 to Monday, 27 May 2024 (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, 27 May 2024 at 24th 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, 21 May 2024.
- (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 Tuesday, 4 June 2024, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Friday, 31 May 2024 to Tuesday, 4 June 2024, 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 04:30 p.m. on Thursday, 30 May 2024.

As at the date of this announcement, the executive Directors are Mr. Luk Wing Ming, Mr. Chan Cheung Ngai, Mr. Chan Ming and Mr. Ng Ming Chee; and the independent non-executive Directors are Mr. Jiang Yongwei, Mr. Yu Hong and Mr. Tsui Yung Kwok.