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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Asia Tele-Net and Technology Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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**ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED****亞洲聯網科技有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 679)**

**PROPOSED PAYMENT OF FINAL DIVIDEND,
PROPOSED RE-ELECTION OF A RETIRING DIRECTOR,
PROPOSED ELECTION OF A DIRECTOR,
PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “AGM”) of the Company to be held at Room 607–610, 6/F, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong on Monday, 24 June 2024 at 11:30 a.m. as set out on pages 13 to 17 of this circular. Whether or not shareholders are able to attend the AGM, they are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:30 a.m. on Saturday, 22 June 2024 (Hong Kong time)) (or any adjournment thereof). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM (or any adjournment thereof) should they so desire.

30 April 2024

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 607–610, 6/F, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong at 11:30 a.m. on Monday, 24 June 2024
“associates”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	Asia Tele-Net and Technology Corporation Limited, an exempted company incorporated in Bermuda with limited liability and the securities of which are listed on the main board of the Stock Exchange
“Core Connected Persons”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	rules governing the listing of securities on the Stock Exchange
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED

亞洲聯網科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 679)

Executive Directors:

Mr. Lam Kwok Hing *M.H., J.P.*

(Chairman and Managing Director)

Mr. Nam Kwok Lun *(Deputy Chairman)*

Independent Non-Executive Directors:

Mr. Cheung Kin Wai

Mr. Hong Hui Lung

Mr. Ng Chi Kin David

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Head Office and Principal Place

of Business:

Rooms 607-610

6/F, Tai Yau Building

181 Johnston Road

Wan Chai

Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED PAYMENT OF FINAL DIVIDEND,
PROPOSED RE-ELECTION OF A RETIRING DIRECTOR,
PROPOSED ELECTION OF A DIRECTOR,
PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held at Room 607–610, 6/F, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong, on Monday, 24 June 2024 at 11:30 a.m. which, upon approval, would enable the Company to, among other things:

- (a) pay final dividend of HK\$0.02 per Share;

* *For identification purpose only*

LETTER FROM THE BOARD

- (b) repurchase Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing such resolution;
- (c) issue new Shares not exceeding 20% of the total number of the Shares in issue on the date of passing such resolution;
- (d) add to the new issue mandate in (c) above those Shares repurchased by the Company pursuant to the Repurchase Mandate set out in (b) above;
- (e) re-elect a retiring Director of the Company; and
- (f) elect a Director of the Company.

The notice of the AGM is set out on pages 13 to 17 of this circular for approving the same.

2. DECLARATION OF DIVIDEND

The Board of the Company has recommended that subject to the approval by Shareholders at the AGM, a final dividend of HK\$0.02 per Share for the year ended 31 December 2023 shall be paid to the Shareholders whose names appear on the Company's register of members on 8 July 2024.

The register of members of the Company will be closed from Thursday, 4 July 2024 to Monday, 8 July 2024 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend. The record date will be Monday, 8 July 2024. In order to qualify for the Final Dividend, all transfers forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 3 July 2024.

3. PROPOSED RE-ELECTION OF A RETIRING DIRECTOR

Pursuant to the article 87(2) of the Bye-Laws of the Company and paragraph B.2.2 of Appendix C1 of the Listing Rules, Mr. Ng Chi Kin David (“**Mr. Ng**”) will retire and, being eligible, will offer himself for re-election at the AGM.

Pursuant to paragraph B.2.3 of Appendix C1 to the Listing Rules, any further appointment of an independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Ng is an Independent Non-executive Director serving on the Board for more than 9 years. A separate resolution will be proposed for his reelection at the AGM.

Each of the Independent Non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of the Independent Non-executive Directors, including Mr. Ng who will be re-elected at the AGM. The Nomination Committee considered all of the Independent Non-executive Directors are independent.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of Mr. Ng who is proposed to be re-elected at the AGM and the reason why the Nomination Committee recommenced his re-appointment, are set out in Appendix I to this circular. At the AGM, ordinary resolutions will be proposed to approve the re-election of Mr. Ng an Independent Non-executive Director of the Company.

4. PROPOSED ELECTION OF A DIRECTOR

Pursuant to the articles 91 and 92 of the Bye-Laws, the Board recommends that Ms. Yung Wai Ching (“**Ms. Yung**”) be appointed as an executive Director of the Company and an ordinary resolution to this effect will be proposed at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of Ms. Yung, who is proposed to be elected at the AGM, are set out in Appendix I to this circular.

5. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, it will be proposed, by way of ordinary resolutions, that the Directors be given general mandates to (i) repurchase Shares not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing the ordinary resolution; and (ii) allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares of the Company on the date of the passing of the ordinary resolution; (iii) add to the new issue mandate in (ii) above those Shares repurchased by the Company pursuant to the Repurchase Mandate described in (i) above, during the period from the date of the AGM up to the next following Annual General Meeting of the Company. Any issue of new Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

It is proposed that general mandate be granted to allot and issue additional shares in the Company not exceeding 20% of the total number of its issued Shares.

On the basis of 393,953,400 Shares in issue as of the Latest Practical Date and assuming no further Shares will be allotted and issued prior to the AGM, the maximum number of shares to be issued under the proposed general mandate is 22,073,000 Shares. The aforementioned number of Shares are less than 10% of the total number of the issued Shares of the Company as the Directors have no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

The Repurchase Mandate and the Issue Mandate would continue in force until (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; (c) the Repurchase Mandate and/or the Issue Mandate is/are revoked or varied by an ordinary resolution of the Company in general meeting, which is the earliest.

LETTER FROM THE BOARD

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the Listing Rules, in particular Rule 10.06(1)(b), is set out on pages 8 to 10 to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

6. ANNUAL GENERAL MEETING

The notice is set out on pages 13 to 17 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event so as to arrive not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:30 a.m. on Saturday, 22 June 2024 (Hong Kong time)) (or any adjournment thereof). The return of a form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to bye-law 66 of the Bye-laws. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

An announcement on the poll voting results will be published by the Company on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.atnt.biz after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. RECOMMENDATION

The Directors consider that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM to approve the general mandates to issue and repurchase Shares, the addition to the new issue mandate those shares repurchased pursuant to the Repurchase Mandate and the re-election of Directors.

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy

LETTER FROM THE BOARD

of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,

For and on behalf of

Asia Tele-Net and Technology Corporation Limited

Lam Kwok Hing M.H., J.P.

Chairman and Managing Director

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION

Mr. Ng Chi Kin David (“Mr. Ng”)

Mr. Ng Chi Kin David, aged 61, is a certified public accountant and Managing Director of CNG Partners CPA Limited. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and member of CPA Australia.

Mr. Ng Chi Kin David was appointed as an independent non-executive director (“INED”) since 1995 and has been serving the Company for more than 29 years. In assessing the re-election of Mr. Ng as INED, the Nomination Committee and the Board have considered his business experience, expertise, professional qualifications and past contribution to the Company. Both the Nomination Committee and the Board are satisfied that his appointment falls within the selection criteria under the Nomination Policy of the Company.

The Company has received annual confirmation from Mr. Ng on his independence. In assessing the independence of Mr. Ng, the Nomination Committee and the Board take into accounts of the following facts:

- As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.
- He does not have any relationship with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.
- He does not hold any other positions with the Company or any member of the Group nor any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.
- He has been providing objective and independent views to the Company during his tenure of office.

As such, although Mr. Ng has been serving as an INED of the Company for more than nine years, the Nomination Committee and the Board believe that the re-appointment will not impair his role and duties as an INED.

It is proposed that Mr. Ng will be appointed for a term for 3 years commencing from 1 July 2024 and is subject to retirement by rotation and re-election in accordance with the Bye-Laws. His remuneration for being an Independent Non-executive Director of the Company is HK\$100,000 per annum, which is determined by the Board of the Company with reference to his experience and responsibilities in the Company. If his appointment is approved by the Shareholders in the AGM, he will be appointed as an INED of the Company, and a member of each of the audit committee, remuneration committee and nomination committee of the Board.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2) (h) to 13.51 (2) (v) of the Listing Rules in relation to the aforesaid appointment.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AND ELECTION

Ms. Yung Wai Ching (“Ms. Yung”)

Ms. Yung Wai Ching, Ada, aged 58, is the Deputy General Manager and joined the Group in 1998. She is the Company Secretary of the Company since 2016. She is responsible for the day to day operations, financial management, taxation planning, legal advisory, IT, human resources management and general compliance for the Group. She holds a Bachelor degree in Accountancy from the City University of Hong Kong and is a member of Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants and The Hong Kong Chartered Governance Institute. Before joining Group, she had extensive experience in various industries including telecommunication, trading, manufacturing and system integration. In assessing the election of Ms. Yung as an executive Director, the Nomination Committee and the Board have considered her business experience, expertise, professional qualifications and past contribution to the Company. Both the Nomination Committee and the Board are satisfied that her appointment falls within the selection criteria under the Nomination Policy as well as the Board Diversity Policy of the Company.

As at the Latest Practicable Date, she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. She does not have any relationship with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. She does not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Ms. Yung has entered into a service agreement with the Company for a term of 3 years commencing from 1 July 2024. As a director of the Company, Ms. Yung is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws of the Company. Ms. Yung’s remuneration is HK\$1,956,000 per annum and a discretionary bonus in accordance with the terms of her service agreement which is commensurate with her duties and responsibilities as an executive director and the prevailing market situation.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2) (h) to 13.51 (2) (v) of the Listing Rules in relation to the aforesaid appointment.

This Appendix serves as an explanatory statement, as required by the Listing Rules and the Share Repurchase Rules, to provide the requisite information to the Shareholders for their consideration of the proposal to permit the granting of the general mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 393,953,400 Shares.

Subject to the passing of the ordinary resolutions numbered 7, 8 and 9 as set out in the notice of the AGM on pages 13 to 17 of this circular and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 22,073,000 Shares during the period in which the Repurchase Mandate remain in force.

2. REASONS FOR REPURCHASES

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

3. DIRECTORS' DEALING AND CORE CONNECTED PERSONS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their associates have any present intention, if the Repurchase Mandate is approved by the Shareholders at the AGM, to sell of their Shares to the Company or its Subsidiaries.

No Core Connected Persons or their respective associates have notified the Company that they have a present intention to sell their Shares to the Company, or have undertaken not to do so in the event that the Company is authorized to make repurchase of the Shares.

4. FUNDING OF REPURCHASES

Repurchases must be funded entirely from the Company's available cash flow or working capital facilities, which will be funded by resources legally available for that purpose in accordance with the Company's Bye-laws and the laws of Bermuda. The Company is empowered by its memorandum of its association and Bye-Laws to repurchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares or funds that would otherwise available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds that would otherwise be available for dividend or distribution or out of the share premium accounts of the Company.

In the event that the Repurchase Mandate were to be exercised in full at any time during the period which the Repurchase Mandate remains in force, there might be a material adverse impact on the working capital but possibly not the gearing position of the Company as compared to the consolidated financial position of the Company as at 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months prior to the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	1.07	0.90
May	0.90	0.87
June	0.89	0.85
July	0.92	0.85
August	0.95	0.82
September	1.02	0.87
October	0.95	0.89
November	0.95	0.88
December	0.91	0.88
2024		
January	1.14	0.89
February	1.00	0.93
March	0.94	0.90
April (up to the Latest Practicable Date)	0.93	0.87

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the applicable Listing Rules and the laws of Bermuda.

7. HONG KONG CODE ON TAKEOVERS AND MERGERS

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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Mr. Lam Kwok Hing, which is the controlling shareholder of the Company, held approximately 69.4% of the Shares issued by the Company. As at the Latest Practicable Date, the Directors are not aware of any consequences for Mr. Lam Kwok Hing under the Takeovers Code as a result, solely, of the Directors exercising the Repurchase Mandate in full. However, if the Repurchase Mandate is exercised in full, the amount of Shares held by Mr. Lam Kwok Hing will increase to approximately 75% of the total issued share capital of the Company and such increase would not give rise to an obligation to make mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

NOTICE OF ANNUAL GENERAL MEETING



ASIA TELE-NET AND TECHNOLOGY CORPORATION LIMITED

亞洲聯網科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 679)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of the Company will be held at Room 607–610, 6/F, Tai Yau Building, 181 Johnston Road, Wanchai, Hong Kong on Monday, 24 June 2024 at 11:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements together with the reports of directors and independent auditors of the Company for the year ended 31 December 2023.
2. To approve and declare the payment of a final dividend of HK\$0.02 per Share in the issued capital of the Company for the year ended 31 December 2023 payable to the shareholders whose names appear on the register of members of the Company on 8 July 2024.
3. To re-elect Mr. Ng Chi Kin David as independent non-executive director of the Company.
4. To elect Ms. Yung Wai Ching as executive director of the Company.
5. To authorize the Board of Directors to fix the remuneration of Directors of the Company.
6. To re-appoint Deloitte Touche Tohmatsu as the Company’s auditor and to authorize the Board of Directors to fix its remuneration.

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution of the Company.

“THAT:

- (A) subject to paragraph (C) of this Resolution and pursuant to the Listing Rules, 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 shares in the shares 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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this Resolution above shall authorize the Directors of the Company during the Relevant Period to make and grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (C) the total number of the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval in paragraph (A) of this Resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or right to acquire in the Company shall not exceed 20% of the total number of the shares of the Company in issue at the date of the 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; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
- iii. the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the capital of the Company or an offer or issue of options, warrants or other securities granting the right to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares, subject to all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong.”

- 8. To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution of the Company.

“THAT:

- (A) subject to paragraph (B) of this Resolution and all applicable laws and/or the requirement of the Listing Rules or of any other stock exchange as amended from time to time, the exercise by the Directors of the Company during the Relevant Period (as

NOTICE OF ANNUAL GENERAL MEETING

hereinafter defined) of all powers of the Company to repurchase the issued shares of the Company on the Stock Exchange or on 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 and the Stock Exchange for this purpose, is hereby generally and unconditionally approved;

- (B) the total number of shares in the Company pursuant to the approval granted in paragraph (A) of this Resolution during the Relevant Period shall not exceed 10% of the total number of the shares of the Company in issue as at the date of the passing of this Resolution and the said approval be limited accordingly; and
- (C) for the purpose of this Resolution;

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

- i. the conclusion of the next annual general meeting of the Company; or
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the Companies Act or any applicable law to be held; or
 - iii. the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
9. To consider and, if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution of the Company.

“**THAT** conditional upon Resolutions Nos. 7 and 8 above being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 8 above shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution No. 7 above.”

By Order of the Board
Lam Kwok Hing M.H., J.P.
Chairman and Managing Director

Hong Kong, 30 April 2024

Head office and principal place of business:
Rooms 607-610
6/F, Tai Yau Building
181 Johnston Road
Wan Chai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purposes of determining eligibility of the members of the Company to attend and vote at the meeting and entitlement to the final dividend, the register of members of the Company will be closed. Details of such closures are set out below:

For determining eligibility to attend and vote at the meeting:

Latest time to lodge transfer documents for registration	4:30 p.m. on 17 June 2024
Closure of register of members	18 to 24 June 2024 (both days inclusive)
Record date	24 June 2024

For determining entitlement to the final dividend:

Latest time to lodge transfer documents for registration	4:30 p.m. on 3 July 2024
Closure of register of members	4 July to 8 July 2024 (both days inclusive)
Record date	8 July 2024
Expected payment date	on or before 25 July 2024

During the above closure periods, no transfer of shares will be registered. To be eligible to attend and vote at the meeting and to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

2. Any member 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 of the Company may appoint more than one proxy to represent him to attend and vote on his behalf at the AGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent(s) as such member could exercise.
3. A form of proxy for use at the AGM is enclosed.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
5. Where there are joint registered holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

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6. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM (i.e. not later than 11:30 a.m. on Saturday, 22 June 2024 (Hong Kong time)) (or any adjournment thereof), and in default the form of proxy shall not be treated as valid.
7. The completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. If Typhoon Signal No. 8 or above or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.atnt.biz and on the website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
10. As at the date of this notice, the executive directors of the Company are Messrs. Lam Kwok Hing *M.H., J.P.* and Nam Kwok Lun, and the independent non-executive directors of the Company are Messrs. Cheung Kin Wai, Hong Hui Lung and Ng Chi Kin David.