THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in National Electronics Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED ADOPTION OF NEW BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of National Electronics Holdings Limited to be held at Shop 202, Centricity, 2/F., Chater House, 8 Connaught Road Central, Hong Kong on Tuesday, 26 August 2025 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the Annual General Meeting of the Company is also enclosed. Such form of proxy is also published on the websites of Hong Kong Stock Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.irasia.com/listco/hk/national/).

Whether or not you are able to attend the Annual General Meeting of the Company, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. no later than 10:00 a.m. on Sunday, 24 August 2025) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment or postponement thereof if they so wish.

31 July 2025

CONTENTS

Page

Definitions 1

Letter from the Board

Introduction 4

Proposed granting of general mandates to buy back and to issue shares 5

Proposed re-election of retiring Directors 6

Proposed adoption of New Bye-Laws 6

Annual General Meeting and proxy arrangement 7

Recommendation 8

Appendix I – Explanatory statement on the Buy-back Mandate 9

Appendix II – Details of the retiring Directors proposed to be re-elected at the Annual General Meeting 15

Appendix III – Summary of Proposed Amendments to the Bye-laws 18

Notice of Annual General Meeting 20

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

"AGM"	the annual general meeting of the Company to be held at Shop 202, Centricity, 2/F., Chater House, 8 Connaught Road Central, Hong Kong on Tuesday, 26 August 2025 at 10:00 a.m.;
"Associates"	the meaning ascribed thereto in the Listing Rules;
"Auditors"	at any time the auditors of the Company at that time;
"Board"	the board of Directors;
"Business Day"	any day (excluding a Saturday and Sunday) on which banks are generally open for business in Hong Kong;
"Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares (excluding treasury shares (if any)) of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the Notice of AGM;
"Bye-laws"	the bye-laws of the Company currently in force;
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"close associates"	the meaning ascribed thereto in the Listing Rules;
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
"Company"	National Electronics Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
"core connected person(s)"	the meaning ascribed to it under the Listing Rules;

"Corporate Communications"	any document(s) issued or to be issued by the Company for the information or action of any holders of its securities including, but not limited to: (a) directors' reports and annual accounts together with the auditor's reports and, where applicable, summary financial reports; (b) interim reports and, where applicable, summary interim reports; (c) notices of meetings; (d) listing documents; (e) circulars; (f) forms of proxy; and (g) reply slips;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares (if any)) of not exceeding 20% of the total number of issued shares (excluding treasury shares (if any)) of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the Notice of AGM;
"Latest Practicable Date"	23 July 2025, 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;
"New Bye-laws"	the new Bye-laws incorporating and consolidating all the Proposed Amendments and proposed to be adopted by way of special resolution at the AGM;
"Notice of AGM"	the notice convening the AGM set out on pages 20 to 24 of this circular;
"Proposed Amendments"	has the meaning ascribed to it under the section headed "Letter from the Board – Proposed Adoption of New Bye-laws" of this circular;

"Proposed Final Dividend"	Final dividend of 0.5 HK cent per share payable to the Shareholders whose names on the Register of Members of the Company on Wednesday, 3 September 2025 proposed by the Board and is subject to approval by the Shareholders in the AGM;
"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time;
"treasury share(s)"	has the same meaning ascribed to it under the Listing Rules; and
"%"	per cent.

NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

Executive Directors:
Jimmy Lee Yuen Ching *(Chairman)*
Loewe Lee Bon Chi *(Managing Director)*
Edward Lee Yuen Cheor
Ricky Wai Kwong Yuen

Non-executive Directors:
James Lee Yuen Kui
Dorathy Lee Yuen Yu

Independent Non-executive Directors:
Chan Kwok Wai
David Sun Dai Wai
Pius Ho

Registered Office:
Conyers Corporate Services
(Bermuda) Limited
Clarendon House, 2 Church Street
Hamilton, Pembroke
HM11
Bermuda

Principal place of business in Hong Kong:
Suite 1218, Prince's Building
10 Chater Road
Central
Hong Kong

31 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED ADOPTION OF NEW BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information of certain resolutions to be proposed at the AGM, inter alia, the proposed Buy-back Mandate and the proposed Issuance Mandate; the proposed re-election of retiring Directors; the proposed amendments of Bye-Laws and adoption of New Bye-laws; and to give you the Notice of AGM.

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES

At the annual general meeting of the Company held on Friday, 23 August 2024, general mandates were granted to the Directors to buy back and to issue Shares. Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy back or to issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

(i) to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares (excluding treasury shares (if any)) of the Company as at the date of passing the proposed ordinary resolution contained in item 8 of the Notice of AGM (i.e. a total of 91,499,896 Shares on the basis that no further Shares are issued or bought back before the AGM); and

(ii) to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury shares (if any)) of not exceeding 20% of the total number of the issued Shares (excluding treasury shares (if any)) of the Company as at the date of passing the proposed ordinary resolution contained in item 9 of the Notice of AGM (i.e. a total of 182,999,792 Shares on the basis that no further Shares are issued or bought back before the AGM).

In addition, a separate ordinary resolution to extend the number of Shares which may be allotted, issued and dealt with under the Issuance Mandate by the number of Shares bought back by the Company pursuant to the Buy-back Mandate (if granted to the Directors at the AGM) will also be proposed at the AGM.

The Buy-back Mandate and the Issuance Mandate will continue in force during the period from the date of passing of the respective resolutions for the approval of the Buy-back Mandate and the Issuance Mandate until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the Notice of AGM.

An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 99(A) of the Bye-laws, the Directors retiring by rotation at the forthcoming AGM are Mr. James Lee Yuen Kui, Ms. Dorathy Lee Yuen Yu and Mr. David Sun Dai Wai. Being eligible, Mr. James Lee Yuen Kui, Ms. Dorathy Lee Yuen Yu and Mr. David Sun Dai Wai will offer themselves for re-election at the AGM. The particulars of Mr. James Lee Yuen Kui, Ms. Dorathy Lee Yuen Yu and Mr. David Sun Dai Wai, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

The Board is of the view that Mr. David Sun Dai Wai meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Board is satisfied that Mr. David Sun Dai Wai has the required integrity, independence and experience to fulfill the role of an independent non-executive director. Therefore, the Board recommends the re-appointment and re-election of Mr. David Sun Dai Wai as an Independent Non-executive Director in the AGM.

PROPOSED ADOPTION OF NEW BYE-LAWS

The Board has proposed to amend the Bye-laws for the purposes of, among others, (i) bringing the Bye-laws in line with the further paperless listing reforms and the relevant amendments made to the Listing Rules, by (a) allowing Shareholders to send instructions to the Company electronically; (b) allowing Shareholders to receive dividend, interest or other corporate action proceeds of the Company by electronic funds transfer; and (c) allowing for electronic dissemination of Corporate Communications without the need for any additional consent or notification; (ii) updating and bringing the Bye-laws in line with the amendments made to the Listing Rules by providing the Company the option to hold Shares bought back in the treasury; and (iii) making other consequential and housekeeping changes (collectively, the "**Proposed Amendments**").

In light of the number of Proposed Amendments, the Board has proposed to adopt the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

A summary of the Proposed Amendments to the existing Bye-laws is set out in Appendix III to this circular. Both clean and blackline versions of the full text of the New Bye-laws are available in English and Chinese on the Company's website (http://www.irasia.com/listco/hk/national/). The New Bye-laws is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Bye-laws is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The Company has been advised by its legal advisers as to Hong Kong laws and as to Bermuda laws that the Proposed Amendments to the Bye-laws conform with the requirements of the Listing Rules, where applicable, and do not contravene the laws of Bermuda, respectively. The Company also confirms that there is nothing unusual about the New Bye-laws. The Board is of the view that none of the Proposed Amendments adversely affect the rights of the Shareholders in any material respect.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of special resolution at the AGM and, if approved, will become effective after the close of the AGM. Prior to the passing of the relevant special resolution at the AGM, the existing Bye-laws shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Bye-laws will be published on the websites of the Stock Exchange and the Company.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of AGM is set out on pages 20 to 24 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all proposed resolutions in the Notice of AGM will be voted by way of poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.irasia.com/listco/hk/national/). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 10:00 a.m. on Sunday, 24 August 2025) or the adjourned or postponed meeting (as the case maybe). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM, or any adjournment or postponement thereof, if you so wish. No Shareholder will be required to abstain from voting at the AGM.

RECOMMENDATION

The Board considers that the granting of the Buy-back Mandate and the Issuance Mandate, the re-election of retiring Directors and the proposed amendment of the Bye-Laws and adoption of New Bye-laws are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend all the Shareholders to vote in favour of the relevant proposed resolutions as set out in the Notice of AGM.

Yours faithfully,
For and on behalf of the Board
Jimmy Lee Yuen Ching
Chairman

This appendix includes an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

1. LISTING RULES FOR BUY-BACK OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders 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 bought back must be fully paid up.

2. FUNDING OF BUY-BACK

Any buy-back will be made out of funds which are legally available for the purpose in accordance with the Memorandum of Association and Bye-laws of the Company and applicable laws of Bermuda and/or any other applicable laws, as the case may be.

As compared with the financial position of the Company as at 31 March 2025 (being the date to which the latest published audited financial statements of the Company have been made up), there might be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed buy-back were to be carried out in full during the proposed buy-back period.

However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 914,998,962 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to buy back and to issue Shares and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the AGM, the Company would be allowed under the buy-back proposal to buy back a maximum of 91,499,896 Shares (representing 10% of the total issued share capital of the Company (excluding treasury shares (if any)) during the period from the date of the AGM up to:

(i) the conclusion of 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 or any applicable laws of Bermuda to be held; or

(iii) the revocation, variation or renewal of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

4. REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market as this will give the Company greater flexibility. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

As at the Latest Practicable Date, the Company has no intention to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. If the Company buys back any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

5. STATUS OF SHARES BOUGHT BACK

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt the appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and/or any other applicable laws and in accordance with the Memorandum of Association and Bye-laws of the Company.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Jimmy Lee Yuen Ching and Mr. Loewe Lee Bon Chi, in aggregate, were interested in 591,234,894 Shares, of which 516,514,894 Shares are part of the property of two discretionary trusts of which Mr. Jimmy Lee Yuen Ching and his family members and Mr. Loewe Lee Bon Chi's family members are named beneficiaries; 20,000,000 Shares and 33,000,000 Shares were held by Mr. Jimmy Lee Yuen Ching's family member and Mr. Loewe Lee Bon Chi's family member respectively; and 21,720,000 Shares were held by Mr. Loewe Lee Bon Chi, which in aggregate representing approximately 64.62% of the issued share capital of the Company. In the event the Buy-back Mandate is exercised in full, their interest will be increased to approximately 71.80% of the issued share capital of the Company assuming no further change in number of Shares so held. The Directors do not expect the increase in shareholding resulting from the exercise of the Buy-back Mandate in full will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the existing public float of the Company was approximately 30.24%. In the event the Buy-back Mandate is exercised in full, the public float of the Company would become approximately 22.49%, which is below the minimum public float requirement under the Listing Rules. However, the Directors have no intention to exercise the Buy-back Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-back of Shares.

The Company confirms that the explanatory statement set out in this appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Buy-back Mandate has any unusual features.

9. SHARE BUY-BACK MADE BY THE COMPANY

The Company has purchased 628,000 Shares on the Stock Exchange for a total consideration of HK$245,280 during the six months preceding the Latest Practicable Date. Details of the repurchases are disclosed as follows:

Date of Buy-back	No. of Shares	Total Consideration	Price Per Share	
			Highest	Lowest
		HK$	*HK$*	*HK$*
January 2025				
6	4,000	1,820	0.460	0.450
9	8,000	3,620	0.455	0.450
10	4,000	1,840	0.460	0.460
13	4,000	1,760	0.440	0.440
14	4,000	1,740	0.435	0.435
20	2,000	870	0.435	0.435
23	12,000	5,160	0.430	0.430
February 2025				
7	2,000	850	0.425	0.425
17	6,000	2,620	0.445	0.430
18	6,000	2,580	0.430	0.430
20	12,000	4,980	0.415	0.415
21	12,000	4,970	0.415	0.410
24	4,000	1,660	0.415	0.415
25	2,000	830	0.415	0.415
28	2,000	830	0.415	0.415
March 2025				
3	2,000	830	0.415	0.415
4	2,000	830	0.415	0.415
5	2,000	830	0.415	0.415
7	2,000	810	0.405	0.405
11	134,000	52,280	0.400	0.390
12	12,000	4,740	0.395	0.395
21	10,000	3,950	0.395	0.395
25	4,000	1,600	0.400	0.400
27	28,000	11,070	0.400	0.390
28	2,000	800	0.400	0.400
31	20,000	8,000	0.400	0.400

Date of Buy-back	No. of Shares	Total Consideration	Price Per Share	
			Highest	Lowest
		HK$	*HK$*	*HK$*
April 2025				
1	26,000	10,530	0.405	0.405
9	4,000	1,600	0.400	0.400
10	14,000	5,500	0.400	0.390
11	4,000	1,570	0.395	0.390
22	100,000	37,000	0.370	0.370
23	16,000	5,940	0.380	0.370
24	10,000	3,700	0.370	0.370
28	4,000	1,530	0.385	0.380
29	6,000	2,300	0.385	0.380
30	2,000	770	0.385	0.385
May 2025				
2	2,000	770	0.385	0.385
6	2,000	770	0.385	0.385
7	2,000	770	0.385	0.385
8	2,000	770	0.385	0.385
9	4,000	1,510	0.380	0.375
12	6,000	2,240	0.375	0.370
13	2,000	750	0.375	0.375
22	100,000	37,790	0.380	0.375
23	20,000	7,600	0.380	0.380
	628,000	245,280		

10. SHARE PRICE

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

	Share Price	
	Highest	**Lowest**
	HK$	*HK$*
July 2024	0.600	0.550
August 2024	0.630	0.460
September 2024	0.520	0.435
October 2024	0.650	0.490
November 2024	0.600	0.470
December 2024	0.510	0.455
January 2025	0.480	0.410
February 2025	0.460	0.385
March 2025	0.415	0.375
April 2025	0.460	0.350
May 2025	0.400	0.350
June 2025	0.415	0.350
July 2025 (up to and including the Latest Practicable Date)	0.400	0.365

The following are the details (as required by the Listing Rules) of the Directors, who will retire and, being eligible, offer themselves for re-election at the AGM.

MR. JAMES LEE YUEN KUI

Mr. James Lee Yuen Kui ("Mr. James Lee"), aged 71, is a Non-executive Director of the Company since 23 August 2024. He joined the Group in 1976 and was previously one of the Managing Directors of the Group.

There is no service contract between the Company and Mr. James Lee. His length of service with the Company is subject to retirement by rotation in accordance with Bye-law 99(A) of the Company. He is currently entitled to receive a director's fee of HK$50,000 per annum, which is subject to annual review by the Board and is determined with reference to his duties and responsibilities with the Company as well as the prevailing market conditions.

Mr. James Lee is the brother of Mr. Edward Lee Yuen Cheor and Ms. Dorathy Lee, who are Executive Director and Non-executive Director of the Company respectively. He is also the cousin of Mr. Jimmy Lee Yuen Ching, the Chairman of the Company and uncle of Mr. Loewe Lee Bon Chi, Managing Director of the Company. As at the Latest Practicable Date, he was interested in 6,534 Shares of the Company (representing 0.001% of the total issued share capital of the Company).

During the three years preceding the Latest Practicable Date, Mr. James Lee did not hold any directorship in other listed companies. There is no information relating to Mr. James Lee that is required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the re-election of Mr. James Lee as a Non-executive Director of the Company.

MS. DORATHY LEE YUEN YU

Ms. Dorathy Lee Yuen Yu ("Ms. Dorathy Lee"), aged 65, is a Non-executive Director of the Company. She has not previously held any positions with the Company or its subsidiaries before joining the Group in September 2004.

There is no service contract between the Company and Ms. Dorathy Lee. Her length of service with the Company is subject to retirement by rotation in accordance with Bye-law 99(A) of the Company. She is currently entitled to receive a director's fee of HK$50,000 per annum, which is subject to annual review by the Board and is determined with reference to her duties and responsibilities with the Company as well as the prevailing market conditions.

Ms. Dorathy Lee is the sister of Mr. Edward Lee Yuen Cheor and Mr. James Lee Yuen Kui, who are Executive Director and Non-Executive Director of the Company respectively. She is also the cousin of Mr. Jimmy Lee Yuen Ching, the Chairman of the Company and aunt of Mr. Loewe Lee Bon Chi, Managing Director of the Company. As at the Latest Practicable Date, she has no interest in the Shares of the Company.

During the three years preceding the Latest Practicable Date, Ms. Dorathy Lee did not hold any directorship in other listed companies. There is no information relating to Ms. Dorathy Lee that is required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the re-election of Ms. Dorathy Lee as a Non-executive Director of the Company.

MR. DAVID SUN DAI WAI

Mr. David Sun Dai Wai ("Mr. David Sun"), aged 66, was appointed as an Independent Non-executive Director of the Company since 17 February 2022. He is the Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nomination Committee of the Company. Mr. David Sun obtained a Bachelor's degree in business administration (with honours) from the University of Western Ontario in Canada in 1981. He has been an executive director of Sun International Limited, Sun International Trading Company Limited, Sun International Concepts Limited and AOM-Sun Limited since 1981. He was a committee member of the Watch & Clock Advisory Committee of the Hong Kong Trade Development Council from 1988 to 2007 and 2012 to 2016. He was the co-chairman of Hong Kong International Watch & Clock Fair in 1991. Mr. David Sun was the chairman of the Federation of Hong Kong Watch Trades & Industries Limited from 1991 to 1992. He also served as the president of the Hong Kong Watch Importers' Association from 1992 to 1994, 1996 to 1998 and 2002 to 2004. He was an executive committee member of the Hong Kong Retail Management Association from 1992 to 2012. He has been a director of China Horologe Association since 2008. Mr. David Sun brings extensive experience in the watch and clock industry to the Group.

There is no service contract between the Company and Mr. David Sun. His length of service with the Company is subject to retirement by rotation in accordance with Bye-Law 99(A) of the Company. He is currently entitled to receive a director's fee of HK$396,000 per annum, which is subject to annual review by the Board and is determined with reference to his duties and responsibilities with the Company as well as the prevailing market conditions. Mr. David Sun is not entitled to receive bonus of any kind.

Save as disclosed, Mr. David Sun does not have any relationship with any other Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. David Sun was interested in 6,097,857 Shares of the Company (representing 0.67% of the total issued share capital of the Company), which are held by Sun International Limited, the issued share capital of which are owned by Mr. David Sun and parties acting in concert with him.

Save as disclosed above, Mr. David Sun did not hold any directorship in other listed companies in Hong Kong or overseas during the three years preceding the Latest Practicable Date. There is no information relating to Mr. David Sun that is required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the re-election of Mr. David Sun as an Independent Non-executive Director of the Company.

The Board has proposed to adopt the New Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws with immediate effect after the conclusion of the AGM. Major changes proposed to be made to the existing Bye-laws are summarised below.

RECEIPT OF INSTRUCTIONS OR OTHER COMMUNICATIONS FROM SHAREHOLDERS USING ELECTRONIC MEANS (NEW BYE-LAWS 84, 85(2) AND 173A)

To bring the New Bye-laws in line with the requirements under the further expansion of the paperless listing reforms and the relevant amendments made to the Listing Rules, it is proposed that Shareholders be given the option to send or serve any document or information (e.g., proxy or other responses to corporate communications) to the Company by electronic means and in the manner as the Board may determine.

ELECTRONIC PAYMENT OF CORPORATE ACTION PROCEEDS (NEW BYE-LAW 154)

To bring the New Bye-laws in line with the requirements under the further expansion of the paperless listing reforms and the relevant amendments made to the Listing Rules, it is proposed that Shareholders be given the option to receive dividend, interest or other corporate action proceeds payable in cash by electronic fund transfer as determined by the Board.

DISSEMINATION OF CORPORATE COMMUNICATIONS BY ELECTRONIC MEANS (NEW BYE-LAWS 167, 169 AND 170)

To bring the New Bye-laws in line with the requirements under the expansion of the paperless listing regime and the relevant amendments made to the Listing Rules, it is proposed that (i) any notice, document or Corporate Communication to be given by the Company may be served or delivered by the Company to another person by sending it to the electronic address provided by such person or by publishing it on the Company's website or the website of the Stock Exchange (without the need for any additional consent or notification to/from each Shareholder), subject to compliance with the Listing Rules; (ii) if any Corporate Communication to be given by the Company is sent by making the same available on the Company's website or the website of the Stock Exchange, it shall be deemed to have been served or delivered after its first posting on the relevant website, subject to the Listing Rules; and (iii) the provisions related to notice of publication of Corporate Communications be removed.

TREASURY SHARES (NEW BYE-LAW 6(B))

In order to conform with the amendments made to the Listing Rules, it is proposed that the Company be given the option to cancel the Shares bought back or to hold Shares bought back as treasury shares.

GENERAL

The New Bye-laws also incorporate (i) consequential amendments in line with the above proposed changes; and (ii) other minor housekeeping changes which are for clarity purposes.

NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

NOTICE IS HEREBY GIVEN THAT the annual general meeting ("AGM") of National Electronics Holdings Limited (the "Company") will be held at Shop 202, Centricity, 2/F., Chater House, 8 Connaught Road Central, Hong Kong on Tuesday, 26 August 2025 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company for the year ended 31 March 2025;

2. To consider and, if thought fit, approve the payment of a final dividend recommended by the board of directors for the year ended 31 March 2025;

3. To consider and, if thought fit, approve the re-election of Mr. James Lee Yuen Kui as a Non-executive Director of the Company;

4. To consider and, if thought fit, approve the re-election of Ms. Dorathy Lee Yuen Yu as a Non-executive Director of the Company;

5. To consider and, if thought fit, approve the re-election of Mr. David Sun Dai Wai as an Independent Non-executive Director of the Company;

6. To determine the directors' remuneration for their services in an aggregate sum of not exceeding HK$2,500,000; and

7. To consider and, if thought fit, approve re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

8. "**THAT**

   (a) subject to paragraph (c) below, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to buy back its shares at a price determined by the Directors;

(c) the aggregate number of shares of the Company bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares (excluding treasury shares (if any)) of the Company in issue at the date of passing of this resolution; and

(d) For the purpose of this resolution,

"Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

(iii) 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 any applicable laws to be held."

9. "**THAT**

(a) subject to paragraph (c) below and subject to the consent of the Bermuda Monetary Authority, where applicable, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers (including any sale or transfer of treasury shares (if any)) be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option granted under any share option scheme adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend or other similar scheme implemented in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate number of issued shares (excluding treasury shares (if any)) of the Company in issue at the date of passing of this resolution; and

(d) for the purpose of this resolution,

"Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

(iii) 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 any applicable laws to be held.

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

10. "**THAT** conditional upon the passing of the ordinary resolutions nos. 8 and 9 in the notice convening this annual general meeting of the Company, the aggregate number of shares of the Company which are bought back by the Company pursuant to and in accordance with the said ordinary resolution no. 8 shall be added to the aggregate number of shares of the Company that may be allotted and agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with ordinary resolution no. 9 as set out in the notice of the annual general meeting of the Company provided that such number of shares shall not exceed 10% of the aggregate number of shares (excluding treasury shares (if any)) of the Company on the date of the passing of this resolution."

11. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

Special Resolution

"**THAT** the new bye-laws of the Company (the "**New Bye-laws**"), a copy of which has been produced to the AGM marked "A" and for identification purposes signed by the Chairman of the AGM, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of the AGM and that any Director or company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Bye-laws."

By Order of the Board
Andy Wong Kam Kee
Company Secretary

Hong Kong, 31 July 2025

Executive Directors:
Jimmy Lee Yuen Ching
Loewe Lee Bon Chi
Edward Lee Yuen Cheor
Ricky Wai Kwong Yuen

Non-executive Directors:
James Lee Yuen Kui
Dorathy Lee Yuen Yu

Independent Non-executive Directors:
Chan Kwok Wai
David Sun Dai Wai
Pius Ho

Notes:

(1) The Register of Members of the Company will be closed from Tuesday, 19 August 2025 to Tuesday, 26 August 2025 (both days inclusive) and from Tuesday, 2 September 2025 to Wednesday, 3 September 2025 (both days inclusive) respectively, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Monday, 18 August 2025. The record date will be on Tuesday, 26 August 2025. In order to qualify for the Proposed Final Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not later than 4:30 p.m. on Monday, 1 September 2025. Dividends are expected to be paid on or about Wednesday, 17 September 2025.

(2) Any member of the Company entitled to attend and vote at the above meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.

(3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

(4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time for holding the meeting (i.e. no later than 10:00 a.m. on Sunday, 24 August 2025) or adjourned or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting.

(5) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.

(6) Any corporation which is a member of the Company may, by resolutions of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

(7) If a tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed. Shareholders are suggested to visit the Company's website (http://www.irasia.com/listco/hk/national/) or the Stock Exchange's website (http://www.hkexnews.hk) for details of alternative meeting arrangements.

The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

(8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.