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 your licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Datronix Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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DATRONIX HOLDINGS LIMITED
連達科技控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 889)

CONTINUING CONNECTED TRANSACTIONS
NEW MASTER SUPPLY AGREEMENT
AND
NOTICE OF THE SGM

Financial adviser to the Company

紅日资本有限公司
RED SUN CAPITAL LIMITED

Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders of the Company

MESSIS 大有融資

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 3 to 13 of this circular. A letter from the Independent Board Committee is set out on page 14 of this circular. A letter from the Independent Financial Adviser is set out on pages 15 to 24 of this circular.

A notice convening the SGM of the Company to be held at 19/F., North Point Industrial Building, 499 King's Road, North Point, Hong Kong on 28 November 2025 at 2:30 p.m. is set out on pages 29 to 30 of this circular. A form of proxy for use by the Shareholders at the SGM is enclosed with this circular.

Whether or not you intend to attend the SGM, you are requested to complete and sign the accompanying form of proxy, in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

5 November 2025

* *For identification purpose only*

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

"Annual Cap(s)"	the annual limit of the aggregate consideration of the Continuing Connected Transactions
"associates"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	Datronix Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 889)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Continuing Connected Transaction(s)"	the transactions under the New Master Supply Agreement
"Datatronics Romoland"	Datatronics Romoland, Inc., a company incorporated in the State of California, US, with limited liability and is a company 100% owned by the Late Mr. Siu Paul Y.
"Director(s)"	the director(s) of the Company
"Existing Master Supply Agreement"	the agreement entered into by the Group and Datatronics Romoland on 19 October 2022 in respect of the supply of magnetic components from the Group to Datatronics Romoland for the three years ending 31 December 2025
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company, comprising all the independent non-executive Directors to be established to advise the Independent Shareholders on the New Master Supply Agreement and the Annual Caps
"Independent Financial Adviser"	Messis Capital Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the New Master Supply Agreement and the Annual Caps

"Independent Shareholders"	Shareholders other than the Late Mr. Siu Paul Y. and his associates as defined in the Listing Rules
"Late Mr. Siu Paul Y."	the late Mr. Siu Paul Y., the controlling shareholder of the Company who together with his spouse hold 72.32% of the issued shares of the Company through Onboard Technology Limited
"Latest Practicable Date"	31 October 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange and as amended from time to time
"New Master Supply Agreement"	the agreement entered into by the Group and Datatronics Romoland on 10 October 2025 in respect of the supply of magnetic components from the Group to Datatronics Romoland for the three years ended 31 December 2028
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be convened for the Independent Shareholders to consider and approve the New Master Supply Agreement and the respective Annual Caps for the three years ending 31 December 2028
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US"	the United States of America
"%"	per cent

Certain English translation of Chinese names or words in this circular are included for information only, and are not official English translations of such Chinese names or words.

DATRONIX HOLDINGS LIMITED
連達科技控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 889)

Executive Directors:
Mr. Siu Ronald *(Chairman)*
Ms. Shui Wai Mei *(Vice-Chairman)*
Mr. Sheung Shing Fai
Ms. Siu Nina Margaret

Independent non-executive Directors:
Mr. Lee Kit Wah
Mr. Wong Wah Sang, Derek
Mr. Won Chik Kee

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
19th Floor
North Point Industrial Building
499 King's Road
North Point
Hong Kong

5 November 2025

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS NEW MASTER SUPPLY AGREEMENT

INTRODUCTION

Reference is made to the announcements of the Company dated 19 October 2022 and 10 October 2025 in relation to, among others, the Existing Master Supply Agreement and the New Master Supply Agreement. As the Existing Master Supply Agreement will expire on 31 December 2025, the New Master Supply Agreement was entered into for the renewal of the Existing Master Agreement.

On 10 October 2025, the Company has entered into the New Master Supply Agreement with Datatronics Romoland, pursuant to which the Group agreed to sell and/or supply and Datatronics Romoland agreed to purchase magnetic components on substantially the same terms as those in the Existing Master Supply Agreement for a term of three years ending 31 December 2028.

As at the Latest Practicable Date, Datatronics Romoland is wholly owned by the Late Mr. Siu Paul Y., the controlling shareholder of the Company, who together with his spouse holding approximately 72.32% of the entire issued shares of the Company through Onboard Technology Limited. Datatronics Romoland is an associate of the Late Mr. Siu Paul Y. and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the New Master Supply Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

* *For identification purpose only*

Since the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) for the Annual Caps contemplated under the New Master Supply Agreement exceed 5%, the New Master Supply Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The purpose of this circular is to provide you with the information, among other things, (i) further details of the New Master Supply Agreement and the Annual Caps thereunder; (ii) the letter of recommendations from the Independent Board Committee to the Independent Shareholders in respect of the New Master Supply Agreement; (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the New Master Supply Agreement; and (iv) the notice of the SGM.

THE NEW MASTER SUPPLY AGREEMENT

The major terms of the New Master Supply Agreement are as follows:

Date

10 October 2025

Parties

(i) The Company; and

(ii) Datatronics Romoland

Subject matter

Pursuant to the New Master Supply Agreement, the Group agreed to sell and/or supply and Datatronics Romoland agreed to purchase magnetic components on substantially the same terms as those in the Existing Master Supply Agreement for a term of three years up to 31 December 2028 and subject to the terms and conditions set out therein at a price to be determined by the parties.

Pricing policy

The selling prices of the magnetic components under the New Master Supply Agreement are to be agreed between the Group and Datatronics Romoland. The Group will determine the selling price of the magnetic components required by Datatronics Romoland according to the Group's pricing policy based on a cost-plus pricing basis, which has taken into account the engineering efforts, raw materials, labour skill and time involved, on normal commercial terms and at arm's length basis. For illustrative purpose, the Group determines the pricing of each new and existing products as set out below:

Pricing policy and approval procedures of new products

When a new program or product is required, Datatronics Romoland provides the respective specifications and drawings and requests for a quotation from the Group. The Group's sales administration team then prepares the pricing and quotation of such product based on the respective costs of the following components, including (i) engineering efforts, where the degree of complexity of manufacturing such products is estimated by the Group's engineers upon the review of the drawing, requirements and specifications of the product required; (ii) raw materials, which are determined based on the bill of materials prepared by the Group's engineers and reviewed by the manager of the engineering department according to the quantities and types of raw materials and parts necessary for production; and (iii) labour skill and time involved, where the Group's production managers and engineers determine the estimated labour time required for the manufacturing process based on production quantities and manufacturing stages required.

In accordance with the Group's current pricing policy, the selling price of such products is calculated based on a cost-plus approach with a mark-up margin. Regarding the methods and procedures, the management will follow to determine, review and approve the mark-up margin, the sales administration team will take into account the above factors and the length of credit period offered to Datatronics Romoland and determine the selling price, including the mark-up margin and pass the quotation to the managing director or general manager for consideration. Such mark-up margin will be determined based on (i) the historical prices on products with similar complexity in the same industry, for example, similar mark-up margin will be applied for magnetic components used in medical devices; (ii) the historical prices quoted on previous quotations not accepted by customers, which would serve as a benchmark and guideline for the Group's maximum suggested price offered to its customers; and (iii) the mark-up margin offered to Datatronics Romoland no less favourable than those offered to other independent third-party customers of the Group. Besides, the Group will prepare sales report with summary of mark-up margin for the transactions under the sell and/or supply of the magnetic components to Datatronics Romoland and compare with the overall Group margin on monthly basis for review by the independent non-executive directors of the Company to ensure the mark-up margin offered to Datatronics Romoland no less favourable than those offered to other independent third-party customers of the Group and up to the Latest Practicable Date, there was no record of non-compliance with the Group's pricing policy was noted. According to the Group's past experience, it had not encountered any occasion where a historical price is not available in recent years. As the Company's managing director or general manager are well aware of the nature and requirements of the products of all customers, including Datatronics Romoland, they will review the calculation basis and approve the quotation before submitting to Datatronics Romoland.

For the avoidance of doubt, the Group applies the same pricing policy and approval procedures for products sold to each of Datatronics Romoland and independent third-party customers of the Group to ensure the mark-up margin offered to each of them are determined on arm's length basis. Due to the customised nature of the Group's products, there were no overlapping products sold to both Datatronics Romoland and other independent third-party customers. However, for illustrative purpose, if Datatronics Romoland requires an identical product from the Group which had been required by other independent third-party customers, the Group would apply the same pricing policy and a mark-up margin no less favourable than other independent third-party customers.

The Group generally charges a higher mark-up margin for products sold to Datatronics Romoland than that to other independent third-party customers of the Group. Such difference in the mark-up margin is mainly due to (i) the complex and technical requirements of the products, where Datatronics Romoland's products mainly apply on aviation and medical related industries requiring higher precision and reliability, such as magnetic devices for aircraft and medical pacemakers. On the other hand, products of other independent third-party customers mainly apply on communication and networking, data processing and industrial application industries requiring lower precision, such as transformers and other magnetics for internet equipment; and (ii) labour skill and time involved for the product, where the Group's top management and more experienced senior engineers would be involved to provide engineering support and to resolve technical difficulties in the manufacturing process and workers of higher ability and skill would normally be assigned to handle the manufacturing process for Datatronics Romoland's products, whereas the products sold to other independent third-party customers of the Group would normally carry less complications and complexity and thus require less technical and engineering support in their manufacturing procedures.

Pricing policy and approval procedures of existing products

For existing products sold to Datatronics Romoland, the Group's pricing would be based on historical prices quoted with adjustments made by the Group's sales administration team based on current direct and indirect costs, such as the current prices of raw material and labour time involved. Such pricing, including the mark-up margin, will be reviewed and approved by the Company's general manager or managing director.

Right of first refusal

The Group was granted a right of first refusal to the effect that Datatronics Romoland may source supply of the magnetic components from third-party suppliers only if the Group does not accept the order, provided that the terms should not be more favourable than those offered to the Group.

Conclusion

Taking in account that (i) the Group applies the same pricing policy and approval procedures for products sold to Datatronics Romoland and independent third-party customers of the Group; and (ii) the Group has adopted internal control measures to ensure that the price and terms that the Group offered to Datatronics Romoland are no less favourable than those offer to independent third-party customers, where further details of such internal control measures adopted by the Group are set out in the paragraph headed "Internal control measures" in this letter, the Directors consider the methods and procedures as stated above for the transactions contemplated under the New Master Supply Agreement will be conducted on normal commercial terms or on terms no less favourable to the Company than terms available to independent third-party customers of the Group.

Payment terms

The Group offers credit sales to Datatronics Romoland with payment term of 30 days while the payment term offered to other independent third-party customers of the Group ranges from 30 to 90 days. The payment terms and other terms of the Continuing Connected Transactions offered by the Group are no less favourable to the Group than those offered to other independent third-party customers of the Group.

Condition precedent

The New Master Supply Agreement is conditional upon approval by the Independent Shareholders at the SGM in accordance with the requirements of the Listing Rules.

THE ANNUAL CAPS

Historical amount

The Board has been carefully monitoring the historical transaction amounts under the Existing Master Supply Agreement. The table below sets out the annual caps for each of the three years ending 31 December 2025 and the historical transaction amounts for each of the two years ended 31 December 2024 and the eight months ended 31 August 2025 under the Existing Master Supply Agreement:

	For the year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Annual Cap under the Existing Master Supply Agreement	65,000	70,000	75,000
Historical transaction amounts under the Existing Master Supply Agreement	35,613	34,701	18,305 (up to 31 August 2025)

During the year of 2025, the Group's sales of magnetic components to Datatronics Romoland have experienced a notable decline, from the average monthly sales of approximately HK$2.9 million for the year 2024 to HK$2.3 million for the year of 2025 (up to 31 August 2025), representing a decrease of approximately 20.7%, and the sales of magnetic components to Datatronics Romoland for August 2025 was approximately HK$2.0 million. Such decrease was primarily due to the implementation of several aggressive tariff measures by the US government in 2025. The newly imposed additional tariffs on Chinese imports have significantly increased the cost of goods for Datatronics Romoland, resulting in reduced sales amounts from the Group to Datatronics Romoland. This policy change has adversely impacted the Group's sales performance to Datatronics Romoland.

Annual Caps

The below table sets out the proposed Annual Caps of the Continuing Connected Transactions for each of the three years ending 31 December 2028 under the New Master Supply Agreement:

	For the year ending 31 December		
	2026	**2027**	**2028**
	HK$'000	*HK$'000*	*HK$'000*
Proposed Annual Cap	40,000	44,000	48,000

The Annual Caps under the New Master Supply Agreement are determined with reference to the forecast transaction amount under the New Master Supply Agreement and historical records of the transactions made pursuant to the Existing Master Supply Agreement, the Board expects that the sales to Datatronics Romoland will represent stable growth for the three years ending 31 December 2026, 2027 and 2028 respectively.

To the best knowledge of the Company, the forecast provided by Datatronics Romoland, was prepared based on the following:

(i) the positive impact by the stable relationship established between Datatronics Romoland and Datatronics Romoland's good reputation of high reliability magnetics to the medical and aviation industries which helps Datatronics Romoland to capture opportunities for various product development program with its customers;

(ii) due to the potential impact of the fluctuation in price of raw materials caused by inflation, which may result in higher selling prices for the Datatronics Romoland's sales orders.

The above proposed annual caps for each of the three years ending 31 December 2028 are determined by the Directors by reference to:

(i) the historical transaction amounts made pursuant to the Existing Master Supply Agreement of approximately HK$35.6 million, HK$34.7 million and HK$18.3 million for the two years ended 31 December 2024 and the eight months ended 31 August 2025. The forecast transaction amounts for the year ending 31 December 2025 of approximately HK$27.5 million are based on the annualised transactions amounts of the transactions made pursuant to the Existing Master Supply Agreement for the eight months ended 31 August 2025 of approximately HK$18.3 million and the Directors consider that the relatively low level of sales to Datatronics Romoland in the eight months ended 31 August 2025 was attributable to the tariff policy after the change of the US President in early 2025;

(ii) the reciprocal tariffs may change from time to time, depending on the evolving relationship between the US and the PRC. As the US remains as the Group's major market, the continuous growth of its technology sector is also expected to drive demand for magnetic component products;

(iii) the expected growth of approximately 10% in demand of magnetic components from Datatronics Romoland for the year ending 31 December 2026 and the approximately 32% buffer to cater for the unanticipated increase in demand of magnetic components from Datatronics Romoland taking into account of factors as stated in (ii) above; and

(iv) the expected growth of approximately 10.0% and 9.1% in demand of magnetic components from Datatronics Romoland for the years ending 31 December 2027 and 2028, respectively.

For the expected growth of approximately 10.0%, 10.0% and 9.1% in demand of magnetic components from Datatronics Romoland for the year ending 31 December 2026, 2027 and 2028, respectively and the approximately 32% buffer, the Company has adopted a data-driven and risk-mitigated approach in setting this buffer and such growth, based on the following considerations: (i) over the past 12 months, Datatronics Romoland's actual order amounts under the Continuing Connected Transactions have reached approximately HK$3.6 million (the "**Monthly Maximum Sales**") and based on the Monthly Maximum Sales, the annualised transaction amounts under the Continuing Connected Transactions would be reached approximately HK$43.2 million for a year which is closed the proposed annual cap for the year ending 31 December 2026; (ii) Datatronics Romoland has provided the Company a budget which indicated the planned purchase from Datatronics Romoland amounted at not less than HK$30.4 million, HK$31.6 million and HK$33.2 million for each of the three years ending 31 December 2028, respectively and it is a higher likelihood of short-notice demand spikes; (iii) the buffer is designed to safeguard against external disruptions (e.g., the development of tariff imposed by US government) that could trigger unexpected demand shifts or require rapid replenishment; (iv) the latest development of the tariff policy based on the speech in October 2025 of the President of US government who acknowledged that the threatened tariff levels might not be sustainable, indicating a potential easing of trade tensions and a possible revision of the current tariff regime and such development may positively influence future sales outlooks, though the Company remains cautious and continues to monitor policy changes closely; and (v) should a revision of the current tariff regime materialise, the Directors are of the view that the transaction amounts under the Continuing Connected Transactions will gradually recover to the sales levels recorded in 2021 and 2022, being approximately HK$44.5 million and HK$54.5 million, respectively.

Based on the above, the Directors are of the view that the Annual Caps are fair and reasonable.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Group is principally engaged in the design, manufacture and sales of magnetic components to customers mainly in the US. Its products are applied in communications and networking equipment, data processing, industrial applications and medical equipment and devices, among others.

The Directors consider that entering into the New Master Supply Agreement would constitute a good opportunity for the Company to generate stable income by carrying out the sales transactions to satisfy Datatronics Romoland's orders and it is in the interests of the Company and the Shareholders as a whole and the pricing term thereunder are on normal commercial terms, which are fair, reasonable and beneficial to the Group.

Datatronics Romoland is a company incorporated in the State of California, US, with limited liability and is a supplier of high reliability magnetics to the medical and aviation industries in the US. To the best knowledge, information and belief of the Directors, Datatronics Romoland is one of the few reputable suppliers of high reliability magnetics to the US medical and aviation industries and the Group is the sole supplier of high reliability magnetic components to Datatronics Romoland. As the products sourced by Datatronics Romoland are tailor-made and require more advanced and sophisticated technology and skills to manufacture than the products required by other independent third-party customers of the Group, the Group can obtain a higher profit margin. According to the historical records of the transactions between the Group and Datatronics Romoland, the profit margin for the sales of such high reliability magnetic components to Datatronics Romoland was substantially higher than those for sales to other independent third-party customers. Moreover, Datatronics Romoland has a good track record for making payment to the Group on a timely basis. Furthermore, Datatronics Romoland is the supplier to the end customers in the US medical-related and aviation markets. The end customers recognize the Group as the manufacturer of the magnetic products supplied by Datatronics Romoland. In order to minimize the insurance, transportation and customer service costs as well as the related time costs which would be incurred in the direct sales by the Group from Hong Kong to the end customers in the US, the Group has elected to sell the products to various end customers in the US via Datatronics Romoland.

The New Master Supply Agreement was entered into in the usual and ordinary course of the Group's business and the terms of which were negotiated based on normal commercial terms and the prices were determined after arm's length negotiation and on terms which the Group considers to be no less favourable than those terms offered to its independent third-party customers.

The Board (including all the independent non-executive Directors) is of the opinion that the terms of the New Master Supply Agreement are fair and reasonable so far as the Independent Shareholders are concerned and the entering into the Sales Agreements is in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE GROUP AND DATATRONICS ROMOLAND

The Group is principally engaged in the design, manufacture and sales of magnetic components to customers mainly in the US. Its products are applied in communications and networking equipment, data processing, industrial applications and medical equipment and devices, among others.

Datatronics Romoland is a company incorporated in the State of California, US, with limited liability and is a supplier of high reliability magnetics to the medical and aviation industries in the US.

INTERNAL CONTROL MEASURES

In order to ensure the transactions are conducted in accordance with the Company's pricing mechanism, quotation can only be approved by Managing Director or General Manager. All sales transactions of the Group with Datatronics Romoland would be reported to the management of the Company and the Group on a monthly basis. To ensure the transactions are in the interests of the Group and its shareholders, monthly reviews of sales transactions and gross margin will be conducted to ensure that the terms of the transactions are no less favourable than those available to other independent third-party customers.

Analysis of sales by customers and by region and end application markets analysis would be made quarterly to enable the management to closely monitor and ensure that the Continuing Connected Transactions would comply with all requirements. The sales administration team of the Group would closely monitor the sales under the Continuing Connected Transactions and report to the management of the Company and the Group on a monthly basis to ensure that the pricing policy, terms of the Continuing Connected Transactions and the Annual Caps would be complied with. The Group's sales administration team will prepare periodic sales reports detailing the Continuing Connected Transactions, including the aggregated transaction amounts recorded during the relevant year. Such reports will be provided to the Managing Director or General Manager to facilitate approval of sales orders under the Continuing Connected Transactions, ensuring that the cumulative transaction amounts remain within the approved annual cap. In the event that the actual transaction amount reaches 95% of the annual cap, the Managing Director or General Manager will suspend further Continuing Connected Transactions and initiate the necessary procedures under the Listing Rules to revise the annual cap accordingly. In addition, the Group will continually explore and diversify its market base in other parts of the global market with the aim to minimize the Group's reliance on Datatronics Romoland.

Internal audit of the Continuing Connected Transactions review by the audit committee and the external auditor would be carried out to scrutinize the Continuing Connected Transactions to ensure that the Continuing Connected Transactions do not exceed the respective Annual Caps and to prevent over-reliance by the Group on the Continuing Connected Transactions. Auditors of the Group would review annually to confirm the transaction is conducted in accordance with the Group's pricing policy.

IMPLICATION UNDER THE LISTING RULES

As Datatronics Romoland is wholly owned by the Late Mr. Siu Paul Y., the controlling Shareholder of the Company, who together with his spouse holding approximately 72.32% of the entire issued shares of the Company through Onboard Technology Limited. Datatronics Romoland is an associate of the Late Mr. Siu Paul Y. and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the New Master Supply Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Ms. Shui Wai Mei, an executive Director and her late spouse, the Late Mr. Siu Paul Y., together hold 72.32% of the issued shares of the Company through Onboard Technology Limited. Given that Datatronics Romoland is a company 100% owned by the Late Mr. Siu Paul Y., Ms. Shui Wei Mei is deemed to have interest in the Continuing Connected Transactions as disclosed in this circular. Also, as Mr. Siu Ronald is the son of and Ms. Siu Nina Margaret is the daughter of the Late Mr. Siu Paul Y. and Ms. Shui Wai Mei, Ms. Shui Wai Mei, Mr. Siu Ronald and Ms. Siu Nina Margaret were abstained from voting on the Board resolution in relation to the Continuing Connected Transactions.

Since the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) for the Annual Caps contemplated under the New Master Supply Agreement will exceed 5%, the New Master Supply Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in relation to, among other things, the New Master Supply Agreement and the transactions and matters contemplated thereunder and on how to vote. Messis Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

SGM

The SGM will be convened by the Company to seek the approval from the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the Annual Caps) by way of poll. The Late Mr. Siu Paul Y. and his respective associates, holding 231,412,000 shares, representing approximately 72.32% of the entire issued shares of the Company through Onboard Technology Limited, shall abstain from voting at the SGM on the relevant resolution(s) to approve Continuing Connected Transactions. Save for the Late Mr. Siu Paul Y. and his respective associates, none of the Shareholders will be required to abstain from voting at the SGM in respect of the ordinary resolution to approve the Continuing Connected Transaction.

The notice convening the SGM of the Company to be held at 19/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on 28 November 2025 at 2:30 p.m. is set out on pages 29 to 30 of this circular. An ordinary resolution will be proposed at the SGM to approve the New Master Supply Agreement and the transactions contemplated thereunder. The resolution proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the result of the SGM.

A form of proxy for use by the Shareholders at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the form of proxy enclosed, in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

RECOMMENDATIONS

Taking into consideration of the reasons set out in the paragraph headed "Reasons for and benefits of the Continuing Connected Transactions" above, the Directors (including the independent non-executive Directors) consider that the entering into the New Master Supply Agreement and the transactions contemplated thereunder are in the ordinary and usual course of the Group's business, on normal commercial terms and the Annual Caps are fair and reasonable and in the interests of the Company and the Shareholders as far as the Company and the Shareholders are concerned. Accordingly, the Directors (including the independent non-executive Directors) recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Continuing Connected Transactions.

Your attention is drawn to (i) the letter from the Independent Board Committee set out on page 14 of this circular containing the recommendation of the Independent Board Committee to the Independent Shareholders regarding the New Master Supply Agreement and the Annual Caps of the transactions contemplated thereunder; (ii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages 15 to 24 of this circular; and (iii) the information set out in the appendix of this circular.

Yours faithfully,
By order of the Board
Datronix Holdings Limited
Sheung Shing Fai
Executive Director

DATRONIX HOLDINGS LIMITED
連達科技控股有限公司*
(incorporated in Bermuda with limited liability)
(Stock Code: 889)

5 November 2025

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS
NEW MASTER SUPPLY AGREEMENT

We refer to the circular of the Company dated 5 November 2025 (the "**Circular**"), of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been formed to advise the Independent Shareholders in relation to the New Master Supply Agreement and the transaction contemplated thereunder. Messis Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise us in these regards. Details of its advice, together with the principal factors and reasons it has taken into consideration in giving its advice, are contained in its letter set out on pages 15 to 24 of the Circular. Your attention is also drawn to the letter from the Board and the additional information set out in the appendix to the Circular.

After taking into account the factors and reasons considered by Messis Capital Limited and its conclusion and advice, we concur with its views and consider that the entering into the New Master Supply Agreement and the transactions contemplated thereunder are in the ordinary and usual course of the Group's business, on normal commercial terms and are fair and reasonable so far as the Company and the Shareholders are concerned and in the interest of the Company and the Shareholders as a whole. Accordingly, we recommend that the Independent Shareholders should vote in favor of the resolution to be proposed at the SGM to approve the Continuing Connected Transactions.

Yours faithfully,
For and on behalf of the
Independent Board Committee

Mr. Lee Kit Wah **Mr. Wong Wah Sang, Derek** **Mr. Won Chik Kee**
Independent non-executive Directors

* *For identification purpose only*

The following is the letter of advice from the Independent Financial Adviser, Messis Capital Limited, to the Independent Board Committee and the Independent Shareholders, which has been prepared for the purpose of inclusion in this circular.

MESSIS 大有融資

5 November 2025

To: The Independent Board Committee and the Independent Shareholders of Datronix Holdings Limited

Dear Sir/Madam,

CONTINUING CONNECTED TRANSACTIONS
NEW MASTER SUPPLY AGREEMENT

INTRODUCTION

We, Messis Capital Limited, refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions under the New Master Supply Agreement and the relevant annual caps, details of which are set out in the letter from the Board (the "**Board Letter**") contained in this circular of the Company dated 5 November 2025 (the "**Circular**"), of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context of this letter otherwise requires.

As the Existing Master Supply Agreement will expire on 31 December 2025, the Company entered into the New Master Supply Agreement with Datatronics Romoland on 10 October 2025, pursuant to which the Group agreed to supply magnetic components to Datatronics Romoland for three years ending on 31 December 2028.

Datatronics Romoland is wholly owned by the Late Mr. Siu Paul Y., the controlling shareholder of the Company, who together with his spouse holding approximately 72.32% of the entire issued shares of the Company. Datatronics Romoland is an associate of the Late Mr. Siu Paul Y. and hence a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the New Master Supply Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since the applicable percentage ratios for the Annual Caps contemplated under the New Master Supply Agreement or the Annual Caps exceed the relevant thresholds under Listing Rules, the New Master Supply Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

An Independent Board Committee comprising the independent non-executive Directors has been established to advise the Independent Shareholders in respect of such continuing connected transactions.

OUR INDEPENDENCE

As of the Latest Practicable Date, we did not have any relationship with or interest in the Company and any other parties that could reasonably be regarded as relevant to our independence. Within two years prior to the independent financial adviser obligation commencement time as defined under the Listing Rules, we have not acted as the independent financial adviser of the Company's other transactions. Apart from normal professional fee received by us for opining on the continuing connected transactions, no arrangements exist or remain in existence whereby we had received or will receive any fees or benefits from the Company or any other parties. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have considered, among other things, (i) Existing Master Supply Agreements, the New Master Supply Agreement, the sales amount and credit terms related to sales of the magnetic products to Datatronics Romoland and independent third-party customers; (ii) the Company's annual reports for the financial years ended 31 December 2024 ("**FYE2024**"), 31 December 2023 ("**FYE2023**") interim report for six months ended 30 June 2025 ("**6M2025**"); (iii) the relevant announcements; and (iv) other information as set out in the Circular. We have also relied on all relevant information, opinions and facts supplied and represented by the management of the Company.

We have assumed that all such information, opinions, facts and representations contained or referred to in the Circular, for which the Company is fully responsible, are true and accurate in all material respects as of the date hereof and may be relied upon. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us and the Company has confirmed that no material facts have been withheld or omitted from the information provided and referred to in the Circular, which would make any statement therein misleading. We have reviewed sufficient information currently available to reach an informed view so as to provide a reasonable basis for our recommendation. We have not, however, carried out independent verification of the information and the representations provided by the management of the Company, nor have we conducted any in-depth investigation into the businesses, affairs, operations, financial position or future prospects of the Company or any of its subsidiaries.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with the transactions and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In considering whether the terms of the continuing connected transactions are fair and reasonable so far as the Independent Shareholders are concerned, we have taken into account the principal factors and reasons set out below:

1. Principal terms of the New Master Supply Agreement

Date:	10 October 2025
Parties:	The Company and Datatronics Romoland
Subject matter:	Pursuant to the New Master Supply Agreement, the Group agreed to sell and/or supply and Datatronics Romoland agreed to purchase magnetic components on substantially the same terms as those in the Existing Master Supply Agreement for a term of three years up to 31 December 2028 and subject to the terms and conditions set out therein at a price to be determined by the parties.
Term:	The term of the New Master Supply Agreement will commence from 1 January 2026 and end on 31 December 2028, subject to early termination by either party giving at least three months' prior written notice to the other party.
Pricing policy:	Pricing policy and approval procedures of tailor-made products: – the selling price of such products is calculated based on a cost-plus approach with a mark-up margin – costs will be based on the following components, including (i) engineering efforts, where the degree of complexity of manufacturing such products is estimated by the Group's engineers upon the review of the drawing, requirements and specifications of the product required; (ii) raw materials, which are determined based on the bill of materials prepared by the Group's engineers and reviewed by the manager of the engineering department according to the quantities and types of raw materials and parts necessary for production; and (iii) labour skill and time involved, where the Group's production managers and engineers determine the estimated labour time required for the manufacturing process based on production quantities and manufacturing stages required

– mark-up margin will be determined based on (i) the historical prices on products with similar complexity in the same industry, for example, similar mark-up margin will be applied for magnetic components used in medical devices; (ii) the historical prices quoted on previous quotations not accepted by customers, which would serve as a benchmark and guideline for the Group's maximum suggested price offered to its customers; and (iii) the mark-up margin offered to Datatronics Romoland no less favourable than those offered to other independent third-party customers of the Group.

– the Group applies the same pricing policy and approval procedures for products sold to each of Datatronics Romoland and independent third-party customers of the Group to ensure the mark-up margin offered to each of them are determined on arm's length basis.

Right of first refusal: Datatronics Romoland may source supply of the magnetic components from third-party suppliers only if the Group does not accept the order, provided that the terms should not be more favourable than those offered to the Group

Payment terms: The Group offers credit sales to Datatronics Romoland with payment term of 30 days while the payment term offered to independent third-party customers of the Group ranges from 30 to 90 days.

2. Reasons for the continuing connected transactions

The Directors consider that entering into the New Master Supply Agreement will constitute a good opportunity for the Company to generate stable income by carrying out the sales transactions to satisfy Datatronics Romoland's orders and it is in the interests of the Company and the Shareholders as a whole.

In the ordinary course of business

As disclosed in annual report for FYE2024 & FYE2023 and interim report for 6M2025, the Group is principally engaged in the design, manufacture and sale of magnetics used in consumer electronics, data processing appliances and other electronics systems for coupling, isolation, filtering, interfacing and timing control applications. The Group focuses on the high-end segment of the magnetics industry. It has a customer base of over 300 customers comprising manufacturers of telecommunication and data processing equipment, technology equipment, motor vehicles and medical equipment.

Datatronics Romoland is a supplier of high reliability magnetics to the medical and aviation industries in the US.

According to the Company, Datatronics Romoland is one of the few reputable suppliers of high reliability magnetics to the US medical and aerospace industries and the Group is the sole supplier of high reliability magnetic components to Datatronics Romoland. As such, we concur with the Directors' view that the sales of products to Datatronics Romoland falls within the ordinary course of business of the Group.

As disclosed, the products sourced by Datatronics Romoland are tailor-made and the production of which require more advanced and sophisticated technology and skills than the products required by independent third-party customers of the Group. Products sold to Datatronics Romoland mainly applied in aviation and medical industries requiring higher precision and reliability, such as magnetic devices for aircraft and medical pacemakers while products of independent third-party customers mainly applied in communication and networking, data processing and industrial application industries requiring lower precision, such as transformers and other magnetics for internet equipment. Given the technical complexity, labour skills and time required for production of Datatronics Romoland's products, the Group can generally charge higher profit margins.

We note that the continuing connected transactions between Datatronics Romoland and the Group were approximately HK$35.6 million, HK$34.7 million and HK$18.3 million, representing 16.0%, 19.0% and 15.6% of the total revenue of the Group for FYE2023, FYE2024 and 8M2025 respectively. We have obtained the relevant financial information from the Company, and note that average profit margins for sales of tailor-made products to Datatronics Romoland were notably higher than that of the sales of tailor-made products to independent third-party customers for the FYE2023, FYE2024 & 8M2025. As the continuing connected transactions between the parties are expected to contribute to the revenue and profit of the Group for the three financial years ending 31 December 2028, we concur with the Directors' view that the continuing connected transactions are in the interest of the Company and the Shareholders as a whole.

Pricing policy for tailor-made products

We note that the Company will apply pricing policy for tailor-made products sold to Datatronics Romoland on the basis of a cost-plus approach with a mark-up margin. This is the same pricing policy applicable to the Groups' independent third-party customers. The cost will be estimated on the basis of (i) engineering efforts required depending on the technical complexity of such products; (ii) types and quantities of raw materials required for production; and (iii) labour skill and time involved in the production. The cost estimation will be carried out by various professional of the Group including its sales administration staff, engineers and production managers. We are of the view that it is fair estimation of relevant production costs after consideration of the scope of coverage of the cost estimation and given is the same policy applicable to independent third-party customers it appears to be reasonable.

In respect of the mark-up margin, we note that the managing director or general manager of the Group will approve it based on (i) the historical prices on products with similar complexity in the same industry, for example, similar mark-up margin will be applied for magnetic components used in medical devices; (ii) the historical prices quoted on previous quotations not accepted by customers, which will serve as a benchmark and guideline for the Group's maximum suggested price offered to its customers; and (iii) the mark-up margin offered to Datatronics Romoland no less favourable than those offered to independent third-party customers of the Group. The pricing policy suggests that the margin for products sold to Datatronics Romoland shall not be substantially lower than that to independent third-party customers.

In order to understand the past transactions and in particular their pricing policy that was also based on a cost-plus approach with a mark-up margin under the Existing Master Supply Agreement, we have reviewed 6 past transactions related to sales of tailor-made products to Datatronics Romoland and independent third-party customers for FYE2023, FYE2024 and 8M2025. It is noted that historical transactions under the Existing Master Supply Agreement are not representative of future transactions to be conducted under the New Master Supply Agreement as such future transactions may take place under circumstances different to that in the past. We note that tailor-made products sold to Datatronics Romoland yielded notably higher profit margins than those sold to independent third-party customers. We also note that senior personnel of the Group such as engineers and production managers were involved in the formulation of the costs estimation and managing director or general manager of the Group involved in the approval of the pricing. As such, the sales of the tailor-made products to Datatronics Romoland were on normal commercial terms or better and were no more favorable than that offered to independent third-party customers. As such, we are of the view that the Group's pricing policy namely cost-plus approach with a mark-up margin for sales of tailor-made products are fair and reasonable.

Non-tailor-made products

For FYE2023, FYE2024 and 8M2025 no non-tailor-made product was sold to Datatronics Romoland as informed by the Company. We have reviewed 3 past transactions in relation to sales of non-tailor-made products to independent third-party customers for FYE2023, FYE2024 and 8M2025. Given there were no sales of non-tailor-made products to Datatronics Romoland, the selection of the 3 past transactions of sales of non-tailor-made products to independent third-party customers covering each of the FYE2023, FYE2024 and 8M2025 together with the 6 past transactions related to sales of tailor-made products is sufficient for our purpose of understanding the pricing policy under the Existing Master Supply Agreement. We note that the profits margin of sales of non-tailor-made products to independent third-party customers were generally lower than those of tailor-made products to Datatronics Romoland. Given the technical complexity and higher quality of products generally required for in Datatronics Romoland's target industries namely aviation and medical equipment industries in the US, it is reasonable for the Group to charge relatively higher profits margins for its products. Based on the past transactions, the difference between average profit margins of sales of products to Datatronics Romoland and independent third-party customers was approximately 20%.

Further, the Group offered credit sales to Datatronics Romoland with payment term shorter than those offered to independent third-party customers. We have reviewed the payment terms of the 9 past transactions of sales of tailor-made and non-tailor-made products to Datatronics Romoland and independent third-party customers. We note that the payment terms of the sales of tailor-made products to Datatronics Romoland were shorter than that to independent third-party customers and as such, the payment terms offered to Datatronics Romoland were no more favourable than those to independent third-party customers.

There was no record of non-compliance with the Group's pricing policy related to the transactions under the Existing Master Supply Agreement as per the Company.

The Company confirmed that Datatronics Romoland had complied with terms in respect of the transactions under the Existing Master Supply Agreement. Based on the annual and interim reports for FYE2023, FYE2024 & 6M2025, there were no findings of breach of terms of the Existing Master Supply Agreement disclosed therein. For FYE2023 & FYE2024, we note that the Directors, including the Independent Non-executive Directors, of the Company had reviewed the connected transactions and had confirmed that the connected transactions were entered into (i) in the ordinary and usual course of business; (ii) on terms no less favourable than those available to independent third-party customers; and (iii) on terms that were fair and reasonable and in the interests of the shareholders as a whole. The auditor of the Company also confirmed that nothing had come to its attention that the transactions involving the provision of goods or services were not, in all material respects, in accordance with the pricing policies of the Company; nothing had come to its attention that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions, among others.

Having considered that (i) terms of the New Master Supply Agreement, (ii) the Group being granted a first right of refusal in connection with sales of products to Datatronics Romoland, (iii) the pricing policy for sales of tailor-made products to Datatronics Romoland is no more favourable than that to independent third-party customers, and (iv) the sales of products to Datatronics Romoland will contribute to the Group's revenue and profits, we are of the view that the terms of the New Master Supply Agreement are on normal commercial basis and fair and reasonable and in the interests of the Company and Shareholders as a whole.

3. Historical transaction amounts

The aggregate amounts of transactions with respect to the sales of products to Datatronics Romoland for FYE2023, FYE2024 and the 8M2025 are set out as follows:

HK$000	**FYE**		**8M**
	2023	**2024**	**2025**
Annual caps	65,000	70,000	75,000
Transaction amounts	35,613	34,701	18,305
Utilization rate	54.8%	49.6%	36.6%*

Note: The utilization rate of the annual caps for the 8M2025 has been annualized for comparison purpose only

The utilization rates of the annual caps in respect of FYE2023, FYE2024 and 8M2025 decreased steadily in line with the reduction in sales of products to Datatronics Romoland over the periods and the overall utilization rate ranged between 36.6% and 54.8%. As discussed with the Company, the low utilisation rate was due to the facts that (i) annual caps were set higher so as to offer buffer for large orders that did not materialize, (ii) demand from Datatronics Romoland was affected by challenging market conditions such as economic slowdowns and (iii) political challenges such as tariffs and trade war between China and US.

4. The Proposed Annual Caps

The Board proposed the annual caps for the three years ending 31 December 2028 for the transactions under the New Master Supply Agreement (the "**Annual Caps**") as follows:

HK$000	**FYE**		
	2026	**2027**	**2028**
Annual Caps	40,000	44,000	48,000

We note that, in arriving at the above Annual Caps, the Company has considered the (i) historical sales of products to Datatronics Romoland and (ii) the forecast of demand for products provided by Datatronics Romoland and (iii) for prudence included buffer on top of such forecast.

Forecast demand from Datatronics Romoland

The sales of products to Datatronics Romoland decreased from approximately HK$35.6 million for FYE2023 to approximately HK$34.7 million for FYE2024 and approximately HK$18.3 million for 8M2025 or approximately HK$27.5 million for annualized 8M2025, representing an estimated average annual sales of approximately HK$32.6 million for the FYE2023, FYE2024 and annualized 8M2025. The general declining trend suggests demand of products from Datatronics Romoland will likely continue and as such, we consider it reasonable to reduce Annual Caps for the New Master Supply Agreement.

According to Datatronics Romoland, the forecast of its demand for the Group's products will be approximately HK$30.4 million, HK$31.6 million and HK$33.2 million for the three years ending 31 December 2028, representing average forecast annual sales of HK$31.7 million. We note that the forecast of a modest increase in demand from Datatronics Romoland for the coming three years in particular, 6.7% decrease from the estimated average annual sales for the FYE2023, FYE2024 and annualized 8M2025 to FYE2026, 3.9% increase from FYE2026 to FYE2027 and 5.1% increase from FYE2027 to FYE2028. The average annual growth rate for the sales of products to Datatronics Romoland from FYE2026 to FYE2028 is approximately 4.6%. Nonetheless, the average forecast annual sales of HK$31.7 million to Datatronics Romoland for FYE2026, FYE2027 & FYE2028 was 2.8% lower than the estimated average annual sales of approximately HK$32.6 million for the FYE2023, FYE2024 and annualized 8M2025. Datatronics Romoland's average forecast annual sales of the Group's products from FYE2026 to FYE2028 is lower than the estimated average annual sales for the FYE2023, FYE2024 and annualized 8M2025, which is in line with the general downtrend recorded by the Group.

We have reviewed certain online researches on US magnet market and US magnetic application equipment which indicate a general positive development for demand for magnetic materials in US. The magnetic materials are critical in aviation for applications like magnetometers, actuators, sensors, electric motors in unmanned aerial vehicles. Magnetic materials are also necessary for manufacturing of MRI scanners, implantable devices, drug delivery systems and patient monitoring tools in the US medical field which will benefit from an aging population and rising chronic disease prevalence. We also note that the trade tariffs implemented by the US government has introduced uncertainty to the future demand for the Group's products as the Company's revenue decreased by approximately 11% for the 6M2025 compared to the same period in 2024. Nonetheless, as Datatronics Romoland continues to target segment of high reliability magnetic materials for medical and aviation industries, the modest increase in the average annual growth rate for the Group's products for FYE2026, FYE2027 & FYE2028 appears to be reasonable.

Buffer for prudence

We note that the Company has added buffer of approximately HK$9.6 million, HK$12.4 million and HK$14.8 million to the forecast demand of products from Datatronics Romoland representing approximately 24.0%, 28.2% and 30.8% of the Annual Caps for FYE2026, FYE2027 & FYE2028. We have reviewed the Datatronics Romoland's forecast for demand for the Group's products, the corresponding buffer for each of the FYE2026, FYE2027 & FYE2028 and the annual caps and utilization of which for FYE2023, FYE2024 & annualized 8M2025. The estimated sales of products to Datatronics Romoland for annualized 8M2025 was approximately HK$27.5 million which represents a difference of 29.5% compared to the sales of approximately HK$35.6 million for FYE2023. This fluctuation in sales of products to Datatronics Romoland for FYE2023, FYE2024 and annualized 8M2025 is thus comparable to the average buffer size of 27.7% of the Annual Caps for FYE2026, FYE2027 & FYE2028. As such, we consider it prudent to include buffer to the forecast demand from Datatronics Romoland and the size of such buffer is enough to cover the past fluctuations in sales of products to Datatronics Romoland for FYE2023, FYE2024 and annualized 8M2025. Further, the size of buffer helps to ensure future continuing connected transaction will fall within Annual Caps notwithstanding potential fluctuations in actual compared to forecast demand given the inherent uncertainty of such demand estimated into the coming few years that will likely subject to unforeseen external factors such as sudden surge in inflation and raw materials prices and other related manufacturing costs resulting in increase of transaction amounts under pricing policy and such factors may not be under the full control of both Datatronics Romoland and the Company. A larger buffer will also allow the Company to respond quickly to new business opportunities without the need to go through the procedures to renegotiate transaction thresholds. It also demonstrates the Company's production capacity that can meet future demand from potential business growth of its customers.

Having considered (i) the trend in the past continuing connected transactions with Datatronics Romoland for FYE2023, FYE2024 and annualized 8M2025 and fluctuations therein, (ii) the forecast of demand for the Group's products from Datatronics Romoland based on its expectation of demand for quality products in the target industries in US, and (iii) the inclusion of buffer for prudence we are of the view that the Annual Caps under the New Master Supply Agreement are fair and reasonable and in the interests of the Company and Shareholders as a whole.

5. Internal control procedures

We note that the Company has adopted the internal control measures to ensure that the terms of the New Master Supply Agreement will be followed in particular, quotation can only be approved by managing director or general manager of the Group and all sales transactions with Datatronics Romoland will be reported to the management of the Group on a monthly basis. The audit committee and the external auditor of the Company will carry out review of the continuing connected transactions to ensure that the transactions will not exceed the Annual Caps and that the transaction will be conducted in accordance with the Group's pricing policy.

In light of the above and our review of various continuing connected transactions conducted under the Existing Master Supply Agreement in particular, terms of the relevant sales agreements of the 9 past transactions and their approval procedures, we are of the view that there are sufficient internal control procedures to ensure that the transactions under the New Master Supply Agreement will be conducted on normal commercial terms.

RECOMMENDATION

We are of the view that (i) the entering into the New Master Supply Agreement is in the ordinary and usual course of business of the Company, on normal commercial terms, fair and reasonable and in the interests of the Company and Shareholders as a whole; and (ii) the Annual Caps are fair and reasonable. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advice the Independent Shareholders, to vote in favour of the relevant resolutions approving the New Master Supply Agreement at the SGM.

Yours faithfully,
For and on behalf of
Messis Capital Limited
Angus Au-Yeung
Managing Director

Angus is a licensed person registered with the Securities and Futures Commission of Hong Kong to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulatory activity under the SFO and has over 20 years of experience in corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the following Directors had interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required pursuant to section 352 of the SFO to be entered in the register maintained by the Company referred to therein; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were set out as follows:

Associated corporation

Name of director	Name of associated corporation	Position in the associated corporation	Number of shares held/ interested	Percentage of interest
Ms. Shui Wai Mei	Onboard Technology Limited *(Note)*	Director	1,000	10%

Note:

Onboard Technology Limited, a company incorporated in the British Virgin Islands, and in which the Late Mr. Siu Paul Y. and Ms. Shui Wai Mei beneficially own 90% and 10% of its issued share capital respectively, representing 72.32% of the issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange.

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial Shareholders

As at the Latest Practicable Date, the following person had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

The Company

Name of shareholder	Capacity/ Nature of interest	Number of shares held/ interested	Percentage of interest
Onboard Technology Limited *(Note)*	Beneficial Owner	231,412,000	72.32%

Note:

Onboard Technology Limited, a company incorporated in the British Virgin Islands, and in which the Late Mr. Siu Paul Y. and Ms. Shui Wai Mei, a director of the Company, beneficially hold 90% and 10% of its issued share capital respectively.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their close associates have any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group, other than those businesses to which the Directors were nominated and appointed as directors and/or senior management to represent the interests of the Company and/or the Group.

4. NO MATERIAL INTERESTS

Ms. Shui Wai Mei, an executive Director and her late spouse, the Late Mr. Siu Paul Y., together hold 72.32% of the issued shares of the Company through Onboard Technology Limited. Given that Datatronics Romoland is a company 100% owned by the Late Mr. Siu Paul Y., Ms. Shui Wei Mei is deemed to have interest in the Continuing Connected Transactions as disclosed in this circular. Also, as Mr. Siu Ronald is the son of and Ms. Siu Nina Margaret is the daughter of the Late Mr. Siu Paul Y. and Ms. Shui Wai Mei, Ms. Shui Wai Mei, Mr. Siu Ronald and Ms. Siu Nina Margaret were abstained from voting on the Board resolution in relation to the Continuing Connected Transactions.

Saved as disclosed above, as at the Latest Practicable Date, none of the Directors have any direct or indirect interest, in any assets, which have been acquired or disposed of by or leased to or are proposed to acquired or disposed of by or leased to any members of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Group were made up.

Saved as disclosed in this circular, as at the Latest Practicable Date, none of the Directors were materially interested in any contract or arrangement entered into by the Company or any of its subsidiaries, which was subsisting and was significant in relation to the business of the Group.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, four executive Directors namely Mr. Siu Ronald, Ms. Shui Wai Mei, Mr. Sheung Shing Fai and Ms. Siu Nina Margaret, have each entered into a service contract with the Company for an initial fixed terms of three years commencing from 1 August 2022, 22 June 2001, 22 June 2001 and 1 January 2013, respectively. Such contracts will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. As at the Latest Practicable Date, all four service contracts are still effective.

Each of the executive Directors is entitled to a basic salary, which is determined on the basis of his/her qualification, experience, involvement in and contribution to the Company and by reference to the market rate. In addition, the executive Directors are also entitled to a management bonus of a sum at the discretion of the Directors. An executive Director may not vote on any resolution of the Directors regarding the amount of the management bonus payable to him. The current basic annual salaries of the executive Directors under their service contracts as follows:

Name of Director	**Annual basic salary**
Mr. Siu Ronald	HK$806,400
Ms. Shui Wai Mei	HK$300,000
Mr. Sheung Shing Fai	HK$1,260,000
Ms. Siu Nina Margaret	HK$630,000

Save as disclosed above, none of the Directors has any existing or proposed service contracts with any member of the Group as at the Latest Practicable Date (excluding contracts expiring or determinable by the Group within one year without the payment of compensation (other than statutory compensation)).

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there has not been any material adverse changes in the financial or trading position of the Group since 31 December 2024 being the date to which the latest published audited financial statements of the Group were made up.

7. EXPERT'S QUALIFICATION AND CONSENT

The following is the qualification of the experts who have given opinion or advice, which are contained or referred to in this circular:

Name	**Qualification**
Messis Capital Limited	a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO

Messis Capital Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and reference to its name in the form and context in which it appears.

As at the Latest Practicable Date, Messis Capital Limited did not have any shareholding in any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group, nor did it have any direct or indirect interest in any asset which has since 31 December 2024, being the date to which the latest published audited financial statements of the Group were made up, been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.

8. MISCELLANEOUS

(i) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

(ii) The head office and principal place of business of the Company in Hong Kong is located at 19th Floor, North Point Industrial Building, 499 King's Road, North Point, Hong Kong.

(iii) The company secretary of the Company is Ms. LEUNG Sau Fong, ACG, HKACG, LLB(Hons).

(iv) The Company's branch share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(v) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

9. DOCUMENTS ON DISPLAY

A copy of the New Master Supply Agreement will be available for display on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.datronixhldgs.com.hk) during the period of 14 days from the date of this circular (both days inclusive).

DATRONIX HOLDINGS LIMITED
連達科技控股有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 889)

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Datronix Holdings Limited (the "**Company**") will be held at 19/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on 28 November 2025 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company. Capitalized terms used herein without definition have the same meanings as in the circular issued by the Company on 5 November 2025, unless the context otherwise requires:

ORDINARY RESOLUTION

"**THAT**:

(a) the New Master Supply Agreement dated 10 October 2025 entered into between the Company and Datatronics Romoland, and the Annual Caps of the transactions contemplated thereunder for the three years ending 31 December 2028 be and hereby approved; and

(b) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the New Master Supply Agreement and the transactions contemplated thereunder."

By order of the Board
Datronix Holdings Limited
LEUNG Sau Fong
Company Secretary

Hong Kong, 5 November 2025

* *For identification purpose only*

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.

3. In order to be valid, the form of proxy must 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 or other person duly authorised, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM.

4. The register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the SGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investors Limited, the Company's branch share registrar and transfer office in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 24 November 2025.

5. Completion and return of the form of proxy will not preclude members from attending and voting at the SGM.

6. A form of proxy for use at the meeting is enclosed herewith.

7. The votes at the abovementioned meeting will be taken by a poll.

As at the date of this notice, the Board of the Company comprises Mr. Siu Ronald (Chairman), Ms. Shui Wai Mei (Vice-Chairman), Mr. Sheung Shing Fai and Ms. Siu Nina Margaret as Executive Directors, Mr. Lee Kit Wah, Mr. Wong Wah Sang, Derek and Mr. Won Chik Kee as Independent Non-executive Directors.