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

If you have sold all your shares in Hi-Level Technology Holdings Limited, you should at once hand this circular and the accompanying 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 transferee.

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Hi-Level Technology Holdings Limited

揚宇科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8113)

**GENERAL MANDATES TO BUY-BACKS
AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. on Tuesday, 21 May 2019 at 11:30 a.m. is set out on pages 17 to 20 of this circular. Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Share Registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish.

29 March 2019

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory statement	9
Appendix II — Details of proposed Directors to be re-elected	14
Notice of the AGM	17

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. at 11:30 a.m. on Tuesday, 21 May 2019 or any adjournment thereof
“Articles of Association”	the articles of association of the Company as altered from time to time
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	board of Directors
“Buy-backs Mandate”	the proposed general mandate to be granted to the Directors to permit the buy-backs of Shares of up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“close associate(s)”	has the same meanings as ascribed to it under the GEM Listing Rules
“Company”	Hi-Level Technology Holdings Limited (揚宇科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the GEM
“connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Controlling shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Director(s)”	directors of the Company
“GEM”	the GEM of the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the GEM Listing Rules) of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	22 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Shareholders on 11 October 2015
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share 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
“HK\$”	Hong Kong Dollars, the lawful currency in Hong Kong

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD



Hi-Level Technology Holdings Limited

揚宇科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8113)

Directors:

Executive:

Mr. Yim Yuk Lun, Stanley BBS JP (*Chairman*)

Mr. Chang Wei Hua (*Chief Executive Officer*)

Mr. Wei Wei

Mr. Tong Sze Chung

Non-Executive:

Mr. Wong Wai Tai

Independent Non-Executive:

Mr. Shea Chun Lok, Quadrant

Mr. Fung Cheuk Nang, Clement

Mr. Tsoi Chi Ho, Peter

Registered Office:

190 Elgin Avenue, George Town

Grand Cayman KY1-9007

Cayman Islands

Principal Office:

Room 614, 6/F., Tower B

Hunghom Commercial Centre

37 Ma Tau Wai Road

Hunghom Kowloon

Hong Kong

29 March 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACKS
AND ISSUE SHARES;
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the AGM of the Company to be held on Tuesday, 21 May 2019, the ordinary resolutions as set out in the notice of AGM, will be proposed to grant the Directors general mandates to buy-backs and issue Shares and the re-election of retiring directors.

LETTER FROM THE BOARD

BUY-BACKS MANDATE

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy-backs their own Shares, subject to certain restrictions, on the Stock Exchange. At the AGM, an ordinary resolution will be proposed to grant the Directors a general mandate to, inter alia, buy-backs a maximum of 65,277,000 Shares on the Stock Exchange or on another stock exchange on which the shares may be listed and recognised for this purpose by the securities and Futures commission and the Stock Exchange under the code on share buy-backs, representing 10% of the total number of issued Shares as at the date of the AGM assuming no further Shares will be issued nor bought back after the Latest Practicable Date up to the date of the AGM. The Buy-backs Mandate will end on (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

The Company is required by the particular rules in the GEM Listing Rules regulating such share buy-backs to send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Buy-backs Mandate. The explanatory statement required by the GEM Listing Rules to be included in this circular is set out in the Appendix I to this circular.

ISSUE MANDATE

Approval is being sought from the Shareholders of the Company (i) to grant a general mandate in order to ensure flexibility and discretion to the Directors in the event it becomes desirable for the Company to issue new Shares up to a maximum of 20% of the total number of issued Shares as at the date of the AGM and (ii) to extend the Issue Mandate by the number of Shares bought back by the Company under the Buy-backs Mandate.

Based on 652,770,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued nor bought back after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 130,554,000 Shares if the Issue Mandate is granted at the AGM. The Issue Mandate will end on (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the revocation or variation by ordinary resolution of Shareholders in general meeting, whichever is the earliest. The obtaining of such a mandate is in accordance with the GEM Listing Rules.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles 14.4 to 14.6 of the Company's Articles of Association, Mr. Yim Yuk Lun, Stanley *BBS JP*, Mr. Wong Wai Tai and Mr. Tsoi Chi Ho, Peter shall retire by rotation at the AGM. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM. Their details are set out in Appendix II to this circular.

The re-appointment of Directors has been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the AGM. The nomination committee of the Company has also assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors satisfy the criteria set out in rule 5.09 of the GEM Listing Rules and has given an annual confirmation of his independence to the Company.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the Year and found their performance satisfactory. Mr. Yim Yuk Lun, Stanley *BBS JP* and Mr. Tsoi Chi Ho, Peter participating their career role in the field of electronics and while Mr. Wong Wai Tai participating in finance. With their broad and solid management skill and experience, the Board is of the view that the three directors are able to provide various professional advices in different field thus making contribution to diversity of the Board.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

Subject to the provisions in the Company's articles of association, the Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

SELECTION CRITERIA

1.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy
- Commitment in respect of available time and relevant interest

LETTER FROM THE BOARD

- The number of existing directorships and other commitments that may demand the attention of the candidate
- Requirement for the Board to have independent non-executive directors in accordance with the GEM Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service
- Such other perspectives appropriate to the Company's business

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

- 1.2 Proposed candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as a director and to the public disclosure of their personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a director.
- 1.3 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

NOMINATION PROCEDURES

- 2.1 The Nomination Committee determines the required skilled set, relevant expertise and experience, diversity in all its aspects, having consideration of the current Board composition and size and shareholder structure of the Company.
- 2.2 The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- 2.3 The Company Secretary provides the Board with the biographical details and details of the relationship between the candidate and the company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by law for any candidate for appointment to the Board.

LETTER FROM THE BOARD

- 2.4 The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- 2.5 The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- 2.6 The Board may arrange for the selected candidate to be interviewed by members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be.
- 2.7 All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director to be filed with the relevant regulatory authorities, if required.

In the case of the appointment of independent non-executive Directors, appointments should be for specific terms and subject to re-election, the HKEX GEM Listing Rules and the Companies Act of Cayman Islands.

AGM

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the proposed resolutions at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

A notice of the AGM is set out pages 17 to 20 of this circular. At the AGM, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the general mandates to buy-backs and issue Shares by the Company and the re-election of retiring Directors respectively.

VOTING BY POLL

According to rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Buy-backs Mandate, the Issue Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders and accordingly recommend that all Shareholders should vote in favour of the ordinary resolutions to be proposed at the AGM, as they intend to do so themselves in respect of their own holdings.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

Yours faithfully,

On behalf of the Board

Hi-Level Technology Holdings Limited

Yim Yuk Lun, Stanley *BBS JP*

Chairman

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Buy-backs Mandate.

1. SHARE CAPITAL

As at 22 March 2019, being the Latest Practicable Date, the issued share capital of the Company comprised 652,770,000 Shares. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or bought back during the period between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Buy-backs Mandate to buy-backs a maximum of 65,277,000 Shares on the Stock Exchange or on another stock exchange on which the Shares may be listed and recognised for this purpose by the securities and Futures commission and the Stock Exchange under the code on share buy-backs, representing 10% of the total number of issued Shares as at the date of the AGM.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-backs Mandate is in the best interests of the Company and its Shareholders. Such buy-backs may, depending on whether the Shares are trading at prices below the Company's net asset value per Share and funding arrangements at the time, lead to an enhancement of the net value per Share and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the current financial position of the Group as disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Company were made up, the Directors consider that, if the Proposed Buy-backs Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2018. However, the Directors do not propose to exercise the Proposed Buy-backs Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

4. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, if the Buy-backs Mandate is approved by the Shareholders at the AGM on Tuesday, 21 May 2019, to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the Buy-backs Mandate pursuant to the proposed resolution in accordance with the GEM Listing Rules and the laws of the Cayman Islands and the Articles of Association.

The Company has not bought back any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

If as a result of the exercise of the power to buy-backs Shares pursuant to the Buy-backs Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeover Code. As a result a Shareholder, or group of Shareholders acting in concert depending on the level of increase of the Shareholders interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 10% or more of the issued Shares:

Name	Capacity/ Nature of interest	Number of Shares held (L) <i>(Note 1)</i>	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Buy-backs Mandate is exercised in full
S.A.S. Dragon Holding Limited ("S.A.S. Dragon") <i>(Note 2)</i>	Interest in a controlled corporation	211,963,000	32.47%	36.08%
S.A.S. Investment Company Limited ("S.A.S. Investment")	Beneficial owner	211,963,000	32.47%	36.08%
Yim Yuk Lun, Stanley <i>BBS JP</i> <i>(Note 3)</i>	Beneficial owner and interest in controlled corporation	244,235,861	37.42%	41.57%
Chang Wei Hua <i>(Note 4)</i>	Interest in a controlled corporation	76,847,000	11.77%	13.08%
Wei Wei <i>(Note 5)</i>	Interest in a controlled corporation	76,847,000	11.77%	13.08%

Notes:

1. The letter "L" denotes the person/corporation's long position in our Shares.
2. S.A.S. Dragon is deemed to be interested in the 211,963,000 Shares held by S.A.S. Investment, a wholly-owned subsidiary of S.A.S. Dragon, under the SFO.
3. Mr. Yim Yuk Lun, Stanley *BBS JP* beneficially owns 32,272,861 Shares and is the controlling shareholder of S.A.S. Dragon; he is therefore under the SFO deemed to be interested in 211,963,000 Shares held by S.A.S. Investment which is a wholly-owned subsidiary of S.A.S. Dragon.
4. Mr. Chang Wei Hua beneficially owns 600,000 Shares and is interested in 100% of the issued share capital of Vertex Value Limited, and is therefore deemed to be interested in 76,247,000 Shares held by Vertex Value Limited under the SFO.
5. Mr. Wei Wei beneficially owns 600,000 Shares and is interested in 100% of the issued share capital of Victory Echo Holdings Limited, and is therefore deemed to be interested in 76,247,000 Shares held by Victory Echo Holdings Limited under the SFO.

On the basis of 652,770,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or buy-backs of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Buy-backs Mandate were exercised in full, the shareholding in the Company of S.A.S. Dragon and S.A.S. Investment (the substantial Shareholders of the Company, holding 211,963,000 Shares (represents 32.47% of the issued share capital of the Company)) would be increased from approximately 32.47% to approximately 36.08% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Buy-backs Mandate to such extent as would, in the circumstances, have an effect to give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

In addition, Mr. Yim Yuk Lun, Stanley *BBS JP*, the Chairman of the Company, is the substantial Shareholder of the Company holding 244,235,861 Shares (represents 37.42% of the issued share capital of the Company). In the event that the Directors exercise in full the power repurchase the shares, the shareholding of Mr. Yim Yuk Lun, Stanley *BBS JP* would be increased from approximately 37.42% to approximately 41.57% of the issued share capital of the Company, and such increase would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code. The Directors do not propose to exercise the Buy-backs Mandate to such extent as would, in the circumstances, have an effect to give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

Mr. Chang Wei Hua, the executive Director and the substantial Shareholder of the Company holding 76,847,000 Shares (represents 11.77% of the issued share capital of the Company). In the event that the Directors exercise in full the power repurchase the shares, the shareholding of Mr. Chang Wei Hua would be increased from approximately 11.77% to approximately 13.08% of the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

Mr. Wei Wei, the executive Director and the substantial Shareholder of the Company, holding 76,847,000 Shares (represents 11.77% of the issued share capital of the Company). In the event that the Directors exercise in full the power repurchase the shares, the shareholding of Mr. Wei Wei would be increased from approximately 11.77% to approximately 13.08% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the takeover Code.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any Shares under the Buy-backs Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries or have undertaken not to do so, in the event that the Buy-backs Mandate is approved by the Shareholders.

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
March	0.720	0.650
April	0.740	0.610
May	0.770	0.660
June	0.720	0.580
July	0.610	0.520
August	0.520	0.465
September	0.510	0.405
October	0.470	0.395
November	0.415	0.330
December	0.400	0.330
2019		
January	0.400	0.350
February	0.410	0.360
March (up to the Latest Practicable Date)	0.390	0.310

APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the AGM.

Executive Directors

Mr. Yim Yuk Lun, Stanley *BBS JP* (嚴玉麟), aged 59, was appointed as a group Chairman and executive Director of the Company on 1 October 2015. He is responsible for the formulation of corporate strategies and the overall direction of the Group. Mr. Yim has received the “Outstanding Achievement Award” from the Hong Kong Electronics Industry Council (HKEIC) since April 2018. Mr. Yim is the founder, executive director, chairman and managing director of S.A.S. Dragon Holdings Limited (stock code: 1184, a company listed on the Main Board of the Stock Exchange in 1994) since 25 May 1993. Since 1 July 2013, Mr. Yim has been an independent director of Innolux Corporation (stock Code: 3481, a company listed on the Taiwan Stock Exchange). Mr. Yim is currently the honorary vice chairman of the Hong Kong Electronic Industries Association, a member of Yan Chai Hospital Advisory Board, a member of the Chinese People’s Political Consultative Conference Shanghai Committee, the chairman of the Tsuen Wan District Civic Education Committee and the vice chairman of Tsuen Wan District JPC Honorary President Council.

So far as the directors are aware as at the Latest Practicable Date, Mr. Yim was deemed to be interested in 211,963,000 Shares, representing approximately 32.47% of the issued share capital of the Company, registered in the name of S.A.S. Investment Company Limited, a wholly-owned subsidiary of S.A.S. Dragon Holdings Limited. Mr. Yim holds shares representing approximately 49% of the total issued share capital of S.A.S. Dragon Holdings Limited. In addition, Mr. Yim has personal interest of 32,272,861 Shares, representing approximately 4.94% of the issued share capital of the Company. Save as disclosed above, Mr. Yim does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company and did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Mr. Yim has entered into a letter of appointment with the Company commencing from 1 October 2018 for an initial term of one year, during which either party may terminate the service agreement by giving the other not less than three months written notice. The annual salary of Mr. Yim shall be approximately HK\$1,200,000 for the financial year ended 31 December 2018 and/or discretionary bonus as may be determined by and at the discretion of the Board with reference to his responsibilities, the prevailing market conditions and the performance of the Company’s result. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association of the Company.

APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

This is no information relating to Mr. Yim that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Non-Executive Director

Mr. Wong Wai Tai, (黃維泰), aged 47, was appointed as a non-executive Director of the Company on 1 December 2016. He holds a Bachelor's degree of Business Administration from Hong Kong Baptist University and a Master of Laws from Renmin University of China. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. He has over twenty years experience in accounting, auditing, taxation and financial management. Mr. Wong has been appointed as executive director of S.A.S. Dragon Holdings Limited (stock code: 1184) on 1 December 2016 which is listed on the Main Board of the Stock Exchange of Hong Kong Limited and a substantial shareholder of the Company.

So far as the directors are aware as at the Latest Practicable Date, Mr. Wong was interested in 3,300,000 Shares representing approximately 0.51% of the issued share capital of the Company. Save as disclosed above, Mr. Wong does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company and did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Mr. Wong has entered into a letter of appointment with the Company commencing from 1 December 2018 for an initial term of one year, during which either party may terminate the service agreement by giving the other not less than three months written notice. The annual salary of Mr. Wong shall be approximately HK\$240,000 for the financial year ended 31 December 2018 and/or discretionary bonus as may be determined by and at the discretion of the Board with reference to his responsibilities, the prevailing market conditions and the performance of the Company's result. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association of the Company.

This is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

Independent Non-Executive Directors

Mr. Tsoi Chi Ho, Peter (蔡子豪), aged 32, was appointed as an independent non-executive Director of the Company on 21 December 2015. He is a member of the Audit Committee. Mr. Tsoi graduated from the York University of Canada with a Bachelor's degree in Business

APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

Administration Studies in June 2009 and obtained his Master's degree in E-Commerce from the Hong Kong Polytechnic University in November 2010. Mr. Tsoi has been the marketing director of an international trading company in South Africa since 2010 and is mainly responsible for coordinating sales and sourcing electronic products from China to South Africa. He has substantial experience in marketing and trading of electronic products as well as extensive knowledge on the electronic industry of South Africa.

So far as the directors are aware as at the Latest Practicable Date, Mr. Tsoi was interested in 600,000 shares representing approximately 0.09% of the issued share capital of the Company. Save as disclosed above, Mr. Tsoi does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company and did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Mr. Tsoi has entered into a letter of appointment with the Company commencing from 21 December 2018 for an initial term of one year, during which either party may terminate the service agreement by giving the other not less than three months written notice. His director's remuneration was approximately HK\$100,000 for the financial year ended 31 December 2018. The level of his remuneration was determined by and at the discretion of the Board with reference to his responsibilities, the prevailing market conditions and the performance of the Company's result. He is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association of the Company.

This is no information relating to Mr. Tsoi that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



Hi-Level Technology Holdings Limited

揚宇科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8113)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. on Tuesday, 21 May 2019 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the directors and independent auditors for the year ended 31 December 2018.
2. To declare a final dividend of HK1 cent per share for the year ended 31 December 2018.
3. To re-elect, each as a separate resolution, the following persons as directors and to authorize the Board of Directors to fix the Directors' remuneration.
 - (a) Mr. Yim Yuk Lun, Stanley *BBS JP*
 - (b) Mr. Wong Wai Tai
 - (c) Mr. Tsoi Chi Ho, Peter
4. To re-appoint auditors and to authorize the Board of Directors to fix their remuneration.

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

5. **“THAT**
 - (a) subject to paragraph (b) 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 buy-backs its own shares on The Stock Exchange of Hong Kong Limited

NOTICE OF ANNUAL GENERAL MEETING

(the “Stock Exchange”) or on another stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange under the code on share buy-backs for this purpose subject to and in accordance with all applicable laws and regulations of the Cayman Islands, the Articles of Association of the Company and the applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM on the Stock Exchange under the code on share buy-backs (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized.

- (b) the maximum number of the shares of the Company 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 total number of issued shares of the Company as at the date of passing this Resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the shares of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter).

NOTICE OF ANNUAL GENERAL MEETING

- (b) the maximum number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly.
- (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, or in any territory applicable to the Company);
 - (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company and approved by the Stock Exchange;
 - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Articles of Association of the Company; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
 - (ii) the expiration of period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting”; and

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditionally upon Resolutions Numbers 5 and 6 being, passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares of the Company be and is hereby extended by the addition shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total number of issued shares of the Company bought back by the Company under the authority granted pursuant to Resolution Number 5, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

On behalf of the Board
Hi-Level Technology Holdings Limited
Yim Yuk Lun, Stanley *BBS JP*
Chairman

Hong Kong, 29 March 2019

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with the Company’s Share Registrars in Hong Kong in Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.
- (2) The register of members of the Company will be closed from 15 May 2019 to 21 May 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attending and voting at the AGM, all transfers accompanied by the relevant share certificates, must be lodged with the Company’s Share Registrars in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30p.m. on 14 May 2019. The record date for the attending and voting at the AGM is 14 May 2019.
- (3) The register of members of the Company will be closed from 24 June 2019 to 26 June 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement of the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrars in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 21 June 2019. Dividend warrants will be dispatched on 5 July 2019.