

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Intron Technology Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the 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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**Intron Technology Holdings Limited**  
**英恒科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1760)**

**(1) DECLARATION OF FINAL DIVIDEND**  
**(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(3) RE-ELECTION OF RETIRING DIRECTORS**  
**(4) RE-APPOINTMENT OF AUDITOR**  
**AND**  
**(5) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Intron Technology Holdings Limited to be held at 24 Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 31 May 2019 at 9:00 a.m. is set out on pages 14 to 18 of this circular. A proxy form for use at the Annual General Meeting is enclosed with the notice of the annual general meeting.

Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.intron-tech.com>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form 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 holding of the Annual General Meeting (i.e. not later than 9:00 a.m. on Wednesday, 29 May 2019) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	an annual general meeting of the Company to be convened and held at 24/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 31 May 2019 at 9:00 a.m. or any adjournment thereof
“Articles”	The articles of association of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“BVI”	the British Virgin Islands
“Closes Associates”	has the meaning ascribed to it under the Listing Rules
“Company”	Intron Technology Holdings Limited (英恒科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Computershare”	Computershare Hong Kong Investor Services Limited
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, means the group of controlling shareholders of our Company, being Mr. Luk, Mr. Chan, Magnate Era, Zenith Benefit, Treasure Map and Heroic Mind
“Director(s)”	the director(s) of the Company
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”, “the Group” or “our Group”	the Company and its subsidiaries
“Heroic Mind”	Heroic Mind Limited, a company with limited liability incorporated on 17 October 2016 under the laws of the BVI and a company wholly-owned by Mr. Chan. Heroic Mind is one of our Controlling Shareholders
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“INED”	the independent non-executive Directors
“Latest Practicable Date”	12 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular only, except where the context requires otherwise, references to the PRC or China exclude Hong Kong, Macau, Taiwan; and “Chinese” shall be construed accordingly
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Magnate Era”	Magnate Era Limited, a company with limited liability incorporated on 18 October 2017 under the laws of the BVI and a company owned by Mr. Luk and Mr. Chan in equal shares. Magnate Era is one of our Controlling Shareholders
“Mr. Chan”	Mr. Chan Cheung Ngai, our co-CEO, an executive Director and a Controlling Shareholder
“Mr. Luk”	Mr. Luk Wing Ming, our Chairman, co-CEO, an executive Director and a Controlling Shareholder
“Renminbi” or “RMB”	Renminbi Yuan, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	shares with a nominal value of HK\$0.01 each in the capital of our Company
“Shareholder(s)”	holder(s) of Shares
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate

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## DEFINITIONS

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“Share Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Treasure Map”	Treasure Map Ventures Limited, a company with limited liability incorporated on 6 July 2016 under the laws of the BVI and a company wholly-owned by Mr. Luk. Treasure Map is one of our Controlling Shareholders
“we”, “us” or “our”	our Company and, unless the context requires otherwise, its subsidiaries
“Zenith Benefit”	Zenith Benefit Investment Limited, a company with limited liability incorporated on 13 October 2017 under the laws of BVI and a company owned by Mr. Luk and Mr. Chan in equal shares. Zenith Benefit is one of our Controlling Shareholders
“%”	per cent



**Intron Technology Holdings Limited**  
**英恒科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1760)**

*Executive Directors:*

Mr. Luk Wing Ming  
Mr. Chan Cheung Ngai  
Mr. Chan Ming  
Mr. Ng Ming Chee

*Registered Office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Independent non-executive Directors:*

Mr. Jiang Yongwei  
Mr. Yu Hong  
Mr. Tsui Yung Kwok

*Principal Place of Business in Hong Kong:*

Unit 1008-10, 10/F Delta House  
3 On Yiu Street, Shatin  
New Territories, Hong Kong

25 April 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) DECLARATION OF FINAL DIVIDEND**  
**(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(3) RE-ELECTION OF DIRECTORS**  
**(4) RE-APPOINTMENT OF AUDITOR**  
**AND**  
**(5) NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) the proposed final dividend; (ii) the granting to the Directors the Issue Mandate and the Repurchase Mandate; (iii) the re-election of the retiring Directors; (iv) the re-appointment of auditor and to give you notice of the AGM relating to, among other matters, these matters.

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## LETTER FROM THE BOARD

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### DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.055 per Share in respect of the year ended 31 December 2018. The payment of the final dividend is conditional upon the passing of ordinary resolution by the Shareholders at the AGM.

### GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with additional Shares representing up to 20% of the total number of the issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 1,035,975,000. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 207,195,000 Shares, representing 20% of the total number of issued Shares.

The Share Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to exercise the power of the Company to issue new Shares in an amount not exceeding the total number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the General Mandate.

### GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles or any applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in the general meeting. As at the Latest Practicable Date, the total number of issued Shares was 1,035,975,000.

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## LETTER FROM THE BOARD

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Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 103,597,500 Shares, representing 10% of the total number of issued Shares.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set forth in Appendix I to this circular.

### RE-ELECTION OF DIRECTOR

Mr. Luk Wing Ming, Mr. Chan Cheung Ngai and Mr. Chan Ming shall retire pursuant to Article 84(1) of the Articles. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

### RE-APPOINTMENT OF AUDITOR

Ernst & Young, which has audited the consolidated financial statements of the Company for the year ended 31 December 2018, will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set forth on pages 14 to 18 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the declaration of final dividend, the Share Issue Mandate, the Share Repurchase Mandate, the re-election of the retiring Directors and the re-appointment of auditor.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.intron-tech.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 9:00 a.m. on Wednesday, 29 May 2019).



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## LETTER FROM THE BOARD

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### VOTING BY POLL

The forthcoming AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules.

### RECOMMENDATION

The Directors consider that (i) the approval of final dividend; (ii) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) the re-appointment of the auditor are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

### 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 Group. 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 aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

Your faithfully,  
By Order of the Board  
**INTRON TECHNOLOGY HOLDINGS LIMITED**  
**Luk Wing Ming**  
*Chairman*

Hong Kong, 25 April 2019

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the requisite information in relation to the Share Repurchase Mandate for your consideration.*

## **1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE**

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the total number of issued Shares as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 1,035,975,000 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 103,597,500 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

**5. IMPACT OF REPURCHASES**

On the basis of the financial position of the Company as at 31 December 2018 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

**6. GENERAL INFORMATION**

None of the Directors, to the best of their knowledge and having made all reasonable enquiries, nor any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Hong Kong, the Articles and the applicable laws of the Cayman Islands.

**8. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, 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 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Mr. Luk and Mr. Chan hold their interests in the Company commonly through Magnate Era and Zenith Benefit as well as individually through Treasure Map and Heroic Mind, representing a total of 72.39% of the total number of issued Shares. Accordingly, under the SFO, Mr. Luk and Mr. Chan are deemed to be interested in 750,000,000 Shares, representing 72.39% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares in accordance

with the Repurchase Mandate, the shareholding of Mr. Luk and Mr. Chan would be increased to 80.43% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of Mr. Luk, Mr. Chan and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

#### 9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months immediately preceding the Latest Practicable Date.

#### 10. SHARE PRICES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange since the listing of the Shares on the Stock Exchange on 12 July 2018 up to and including the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
July	3.95	2.83
August	3.62	2.97
September	3.32	3.00
October	3.12	2.53
November	2.95	2.70
December	2.93	2.58
<b>2019</b>		
January	2.89	2.59
February	3.09	2.75
March	3.78	3.04
April (up to the Latest Practice Date)	3.72	3.39

Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. Luk Wing Ming (陸穎鳴)**, aged 49, is a co-founder and an executive director of the Company. Mr. Luk is also our Chairman and co-CEO responsible for our strategic development and business operations. Mr. Luk also holds positions in other members of our Group; he is a director of Shanghai Intron Electronics Company Limited, Intron Technology (China) Limited and Evertronics Technology (China) Company Limited; a supervisor of Shanghai G-Pulse Electronics Technology Company Limited, and Beijing Maichuang Zhiheng Renewable Energy Technology Company Limited; and the legal representative, an executive director and the general manager of Intron Intelligent Technology (Shanghai) Company Limited.

Mr. Luk has over 20 years of working experience including 17 years of experience in automotive electronics. Prior to our founding in 2001, Mr. Luk worked in Array Electronics (China) Ltd., a semiconductor distributor, from February 1996 to January 2001. He was initially a sales executive and was then promoted to strategic marketing manager. Mr. Luk graduated with a Master of Business Administration from China Europe International Business School, the PRC and a Bachelor of Engineering in materials engineering from Shanghai Jiaotong University, the PRC.

Mr. Luk has entered into a service contract with the Company with a term of 3 years. Mr. Luk as an executive Director, is entitled to receive an annual director's remuneration of HKD150,000 (subject to an annual review by the Board and the Remuneration Committee). For the year ended 31 December 2018, Mr. Luk received total remuneration of RMB4,743,000 including director's fee, basic salary, allowance, benefit, discretionary variable bonus and mandatory provident fund contribution. Mr. Luk's remuneration is based on the service contract with reference to his duties and responsibilities, our remuneration policy, the performance of the Company and the prevailing market rate.

Mr. Luk is one of the Controlling Shareholders. As at the Latest Practicable Date, Mr. Luk (1) was the sole shareholder of Treasure Map, (2) held 50% shares in Magnate Era, and (3) held 50% shares in Zenith Benefit. As at the Latest Practicable Date, Mr. Luk was deemed to be interested in 675,000,000 Shares of the Company pursuant to Part XV of the SFO by virtue of his interest in Treasure Map, Magnate Era and Zenith Benefit.

Save as disclosed above, as at the Latest Practicable Date, Mr. Luk (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.

**Mr. Chan Cheung Ngai (陳長藝)**, aged 46, is a co-founder and an executive Director of the Company. Mr. Chan is also our co-CEO responsible our overall strategic planning and business development. Mr. Chan also holds positions in other members of our Group; he is the legal representative and an executive director of Shanghai G-Pulse Electronics Technology Company Limited; a director of Beijing Maichuang Zhiheng Renewable Energy Technology Company Limited and Intron Technology (China) Limited and a supervisor of Intron Intelligent Technology (Shanghai) Company Limited. Since the early stage of our Group's development, Mr. Chan has been involved in the product design process and has been named as an inventor in a number of our patents, including the patent for an electric control board of machine oil pressure sensor of engine (patent number: ZL 03 2 55715.9) and an automobile instrument comprehensive checking device (patent number: ZL 2009 2 0209166.9). As an executive director of Shanghai G-Pulse Electronics Technology Company Limited, Mr. Chan also oversees its research and development function.

Since the establishment of our Group, we have taken a number of key strategic directions under Mr. Chan's vision to develop our Group into a leading player in the industry focused on providing high-quality engineering services to customers. Under Mr. Chan's leadership, we first set up a dedicated engineering function to develop automotive electronics solutions for OEMs, and we have since then significantly expanded our research and development capabilities, established relationships with key business partners, and shifted our focus to areas such as new energy which has exhibited rapid growth.

Mr. Chan has over 20 years of working experience including 17 years of experience in automotive electronics. Prior to setting up our Group in 2001, Mr. Chan had about six years of experience in sales with Array Electronics Limited, a company engaged in distribution of electronic devices. Mr. Chan joined Array Electronics Limited in March 1994 as a sales engineer and was promoted to his last position as a sales manager in 1998. In the same year, Mr. Chan was transferred to Array Electronics (China) Limited to work in the Shanghai office of Array Electronics.

Mr. Chan has entered into a service contract with the Company with a term of 3 years. Mr. Chan as an executive Director, is entitled to receive an annual director's remuneration of HKD150,000 (subject to an annual review by the Board and the Remuneration Committee). For the year ended 31 December 2018, Mr. Chan received total remuneration of RMB4,658,000 including director's fee, basic salary, allowance, benefit, discretionary variable bonus and mandatory provident fund contribution. Mr. Chan's remuneration is based on the service contract with reference to his duties & responsibilities, our remuneration policy, the performance of the Company and the prevailing market rate.

Mr. Chan is one of the Controlling Shareholders. As at the Latest Practicable Date, Mr. Chan (1) was the sole shareholder of Heroic Mind, (2) held 50% shares in Magnate Era, and (3) held 50% shares in Zenith Benefit. As at the Latest Practicable Date, Mr. Chan was deemed to be interested in 675,000,000 Shares of the Company pursuant to Part XV of the SFO by virtue of his interest in Heroic Mind, Magnate Era and Zenith Benefit.

Save as disclosed above, As at the Latest Practicable Date, Mr. Chan (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) do not hold any other positions within our Group.

**Mr. Chan Ming (陳銘)**, aged 49, is our general manager and an executive Director, and is responsible for marketing and business development of our Group. Mr. Chan graduated with a Bachelor of Engineering (majoring in Electronic and Electrical Engineering) from the University of Birmingham, the United Kingdom in 1992. Mr. Chan also obtained a Master of Business Administration from the University of Wales, the United Kingdom in 1994. Mr. Chan has more than 20 years of experience in electronic components industry. Mr. Chan's career began as a sales engineer for Array Electronics Limited where he worked from 1993 to 1994. Prior to joining our Group in 2005, Mr. Chan worked with DMX Technologies (Hong Kong) Limited, a networks solutions provider, from 2001 to 2004 as senior regional sales manager.

Since joining our Group, Mr. Chan has been overseeing our team responsible for developing our relationships with suppliers and customers, including domestic automotive OEMs in the PRC and their Tier 1 suppliers. Mr. Chan also manages our team of field application engineers.

Mr. Chan has entered into a service contract with the Company with a term of 3 years. Mr. Chan as an executive Director, is entitled to receive an annual director's remuneration of HKD150,000 (subject to an annual review by the Board and the Remuneration Committee). For the year ended 31 December 2018, Mr. Chan received total remuneration of RMB3,390,000 including director's fee, basic salary, allowance, benefit, discretionary variable bonus and mandatory provident fund contribution. Mr. Chan's remuneration is based on the service contract with reference to his duties & responsibilities, our remuneration policy, the performance of the Company and the prevailing market rate.

Mr. Chan is deemed to be interested in 1,550,000 shares of the Company which may be issued to him upon the exercise of the share options granted to him on 21 January 2019, pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.





## Intron Technology Holdings Limited 英恒科技控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1760)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Intron Technology Holdings Limited (the “**Company**”) will be held at 24 Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 31 May 2019 at 9:00 a.m. for the following purposes:

### **AS ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and the auditor (the “**Auditor**”) of the Company and its subsidiaries for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.055 per ordinary share for the year ended 31 December 2018.
3.
  - (a) To re-elect Mr. Luk Wing Ming as an executive Director;
  - (b) To re-elect Mr. Chan Cheung Ngai as an executive Director;
  - (c) To re-elect Mr. Chan Ming as an executive Director;
  - (d) To authorize the board of Directors of the Company (the “**Board**”) to determine the Directors’ remuneration.
4. To re-appoint Ernst & Young as the Auditor and to authorize the Board to fix its remuneration.

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

5. “**THAT:**
  - (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the



exercise of such powers, be and the same is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the total number of issued Shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this resolution:
  - (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
    - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.
  - (b) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such

exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

6. “THAT

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this Resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”

7. “**THAT** conditional upon resolutions No. 5 and No. 6 above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares pursuant to resolution No. 5 be and is hereby extended by the addition thereto the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 6.”

By order of the Board  
**INTRON TECHNOLOGY HOLDINGS LIMITED**  
**Luk Wing Ming**  
*Chairman*

Hong Kong, 25 April 2019

*Notes:*

- (1) All resolution (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every member present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand with the Company’s branch share registrar, Computershare, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 9:00 a.m. on Wednesday, 29 May 2019) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Friday, 31 May 2019 at 9:00 a.m., all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2019.
- (6) Subject to the approval of shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Thursday, 13 June 2019, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Thursday, 6 June 2019 to Thursday, 13 June 2019, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 June 2019.

- (7) If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time after 7:00 a.m. on the date of the AGM, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.

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