
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or transferred all your shares in Datronix Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Datronix Holdings Limited to be held at 19/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on Wednesday, 1 June 2022 at 2:30 p.m. is set out on pages 12 to 15 of this circular.

A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend the annual general meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, located at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (i.e. 30 May 2022 at 2:30 p.m.). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR ANNUAL GENERAL MEETING

Please refer page 16 of this circular for measure being taken to try to prevent and control the spread of the coronavirus disease 2019 (COVID-19) at the AGM, including, without limitation:

- (1) compulsory body temperature checks
- (2) compulsory wearing of a face mask
- (3) no refreshment to be served

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. Shareholder are recommended to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) instead of attending the AGM in person.

* For identification purposes only

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DEFINITIONS

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

| | |
|----------------------------|---|
| “AGM Notice” | the notice for convening the Annual General Meeting set out on pages 12 to 15 of this circular |
| “Annual General Meeting” | the annual general meeting of the Company to be held at 19/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on 1 June 2022 at 2:30 p.m. or any adjournment thereof, notice of which is set out on pages 12 to 15 of this circular |
| “Annual Report” | annual report of the Company in respect of the year ended 31 December 2021 |
| “Bye-laws” | the Bye-laws of the Company as may be amended from time to time |
| “close associate(s)” | has the same meaning ascribed to it under the Listing Rules |
| “Board” | the board of Directors of the Company |
| “Company” | Datronix Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 889) |
| “Core Connected person(s)” | has the same meaning ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with terms set out in Ordinary Resolution No. 5 in the AGM Notice |

DEFINITIONS

| | |
|------------------------------|--|
| “Latest Practicable Date” | 21 April 2022 being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | The Rules Governing the Listing of Securities on Stock Exchange |
| “Repurchase Mandate” | the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms as set out in Ordinary Resolution No. 6 in the AGM Notice |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.1 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Substantial Shareholder(s)” | has the same meaning ascribed to it under the Listing Rules |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Repurchases |
| “%” | per cent |

LETTER FROM THE BOARD



DATRONIX HOLDINGS LIMITED

連達科技控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 889)

Executive Directors:

SIU Paul Y. (Chairman)
SHUI Wai Mei (Vice Chairman)
SHEUNG Shing Fai
SIU Nina Margaret

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent Non-executive Directors:

Mr. Chung Pui Lam
Mr. Lee Kit Wah
Mr. Wong Wah Sang, Derek

Principal place of Business in

Hong Kong:
19th Floor
North Point Industrial Building
499 King's Road
Hong Kong

28 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the Annual General Meeting, resolutions will be proposed, among other matters:

- (a) to grant the Issue Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to extend the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect the retiring Directors.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting for the grant of the Issue Mandate, the grant of the Repurchase Mandate and the re-election of retiring Directors, and to seek your approval in connection with such matters at the Annual General Meeting.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Two ordinary resolutions, namely Ordinary Resolutions No. 5 and 7 in the AGM Notice, will be proposed at the Annual General Meeting to grant to the Directors (i) the Issue Mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of Ordinary Resolution No. 5 in the AGM Notice; and (ii) an extension to the Issue Mandate so granted by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 6 in the AGM Notice.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 6 in the AGM Notice. The Shares which may be purchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of Ordinary Resolution No. 6.

As at the Latest Practicable Date, a total of 320,000,000 Shares were in issue. Subject to the passing of Ordinary Resolutions Nos. 5 and 6, the Company will be allowed to allot and issue up to a maximum of 64,000,000 Shares and repurchase a maximum of 32,000,000 Shares.

Shares on the assumption that there will be no change in the issued share capital prior to the Annual General Meeting.

Subject to the relevant resolutions being passed at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate shall be valid from the date of passing the resolutions until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws in Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of seven Directors, namely Mr. Siu Paul Y., Ms. Shui Wai Mei, Mr. Sheung Shing Fai and Ms. Siu Nina Margaret being the executive Directors; Mr. Chung Pui Lam, Mr. Lee Kit Wah and Mr. Wong Wah Sang, Derek being the independent non-executive Directors.

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation and shall be eligible for re-election. Accordingly, Ms. Shui Wai Mei and Mr. Chung Pui Lam will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

RECOMMENDATIONS OF THE NOMINATION COMMITTEE

The Nomination Committee has reviewed the biographical details of Ms. Shui Wai Mei and Mr. Chung Pui Lam (including but not limited to character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board member) and considered the diversity aspects (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) and took the view that Ms. Shui Wai Mei and Mr. Chung Pui Lam have been contributing to the Group effectively and are committed to their role as Directors.

The Nomination Committee had also assessed the independence of Mr. Chung Pui Lam based on his annual confirmation of independence and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

The board accepted the recommendation by the Nomination Committee for recommending the shareholders to re-elect Ms. Shui Wai Mei and Mr. Chung Pui Lam as Directors of the AGM.

ANNUAL GENERAL MEETING

The AGM Notice, which contains, inter alia, the resolutions for the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors is set out on pages 12 to 15 of this circular.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

PROXY FORM

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, located at Shops 1712-1716, 17th Floor 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 or any adjournment thereof (as the case may be) (i.e. not later than 2:30 p.m. on 30 May 2022). Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be).

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

DIRECTORS' 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 enquires, 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,
By Order of the Board
Datronix Holdings Limited
SIU Paul Y.
Chairman

This appendix contains information required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in connection with the proposed Share Repurchase Mandate.

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchases.

2. TOTAL NUMBER OF SHARES IN ISSUE

As at the Latest Practicable Date, the issued share capital of the Company comprised 320,000,000 shares.

Subject to the passing of the Ordinary Resolution No. 6 and on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,000,000 Shares (representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the Latest Practicable Date) during the period from the date of passing of Ordinary Resolution No. 6 set out in the AGM Notice up to (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 Bye-laws or any applicable laws of Bermuda to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. An exercise of the Share Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company 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 of the Company legally available for such purposes in accordance with the memorandum of association of the Company, Bye-laws of the Company and the applicable laws and regulations of Bermuda, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by Bye-laws and subject to the Laws of Bermuda, out of the capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Laws of Bermuda, out of capital of the Company.

5. IMPACT OF REPURCHASES

There might be adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2021) in the event that the Share Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances whether they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2021 | | |
| April | 0.66 | 0.62 |
| May | 1.30 | 0.63 |
| June | 0.80 | 0.66 |
| July | 0.77 | 0.60 |
| August | 0.67 | 0.56 |
| September | 0.62 | 0.52 |
| October | 0.63 | 0.57 |
| November | 0.60 | 0.49 |
| December | 0.55 | 0.46 |
| 2022 | | |
| January | 0.65 | 0.49 |
| February | 0.70 | 0.51 |
| March | 0.58 | 0.46 |
| April (up to the Latest Practicable Date) | 0.54 | 0.54 |

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Share Repurchase Mandate in accordance with Bye-laws, the Listing Rules and the applicable laws, rules and regulations of Bermuda from time to time in force.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

9. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase shares pursuant to the Repurchase 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 Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in it/their interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date prior to printing of this circular, to the best knowledge and belief of the Directors, the following parties were directly or indirectly interested in 5% or more of the issued share capital of the Company:

| Name | Number of shares | Shareholding percentage |
|--|---------------------|----------------------------|
| Onboard Technology Limited (<i>Note</i>) | 231,412,000 | 72.32% |

Note: Onboard Technology Limited is a company incorporated in the British Virgin Islands and owned as to 90% by Mr. Paul Siu and 10% by Ms. Shui Wai Mei, his spouse, both are Directors of the Company.

In the event that the Directors should exercise in full the power to repurchase shares which is proposed to be granted pursuant to the resolution to be proposed at the Annual General Meeting, the aggregate shareholding of Onboard Technology Limited in the Company would be increased from approximately 72.32% to approximately 80.35% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Code as a result of such purchase made under the Repurchase Mandate. The Directors consider that such increase will result in the number of shares which are in the hands of the public being reduced to less than 25 percent. The Directors do not propose to exercise the Repurchase Mandate in full so as to give rise to this extent.

10. SHARES REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Company's shares in the past six months from the preceding the Latest Practicable Date.

The details of the Directors who will retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:

Ms. Shui Wai Mei, aged 76, is the Vice Chairman of the Group responsible for the Group's general administration. She has more than 20 years of experience in business development. Ms. Shui joined the Group in 1975 and is the spouse of Mr. Siu Paul Y., Chairman of the Company.

Ms. Shui has entered into a service contract with the Company for an initial fixed term of three years commencing from 22 June 2001. Such contract will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Ms. Shui is entitled a basic salary and a management bonus of a sum at the discretion of the Directors of the Company. The basic salary of Ms. Shui under her service contract is HK\$300,000 per annum. The emoluments of Ms. Shui is determined with reference to her duties and responsibilities of the Company. Ms. Shui will be subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the provisions of the Bye-laws of the Company.

Ms. Shui and Mr. Siu Paul Y. hold 231,412,000 shares in the capital of the Company, representing approximately 72.32% of the issued share capital of the Company, through Onboard Technology Limited, a company incorporated in the British Virgin Islands, and in which Ms. Shui and Mr. Siu Paul Y. beneficially own 10% and 90% of its issued share capital respectively.

Save as disclosed above and the fact that Ms. Siu Nina Margaret, the Executive Director of the Company, is the daughter of Ms. Shui, Ms. Shui does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, any other position with the Company and other members of the Group, or any other major appointments and professional qualifications. Ms. Shui does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. At the date of this announcement, Ms. Shui does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other matters concerning Ms. Shui that need to be brought to the attention of the shareholders of the Company and there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Chung Pui Lam (“Mr. Chung”), GBS. OBE. JP, aged 81, is an Independent Non-executive Director of the Company since March 2001. Mr. Chung is also a chairman of each of Remuneration Committee and Nomination Committee of the Board and a member of Audit Committee. Mr. Chung is a practicing solicitor in Hong Kong and serving as consultant to numerous commercial enterprises, local district associations, trade unions, owners corporations and building management professional associations. Mr. Chung is also an independent non-executive director of S E A Holdings Limited and a non-executive director of Chow Sang Sang Holdings International Limited, both shares of which are listed on the Stock Exchange.

There is no service contract between the Company and Mr. Chung. Mr. Chung will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Chung is entitled to a director’s fee of HK\$125,000 per annum which was determined by the Board as authorized by the shareholders at the annual general meeting of the Company with reference to his duties and responsibilities of the Company. No other emoluments will be entitled by Mr. Chung.

Save as disclosed above, Mr. Chung does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, any other position with the Company and other members of the Group, or any other major appointments and professional qualifications. Mr. Chung does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the date of this appointment, Mr. Chung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Company received from Mr. Chung a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and that Mr. Chung does not have any management role in the Group and he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. In addition to Mr. Chung’s experience, the Board believes that the re-election of Mr. Chung will make the Board to continue the benefit and considers him to be independent.

Save as disclosed above, there is no other matters concerning Mr. Chung that need to be brought to the attention of the shareholders of the Company and there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 the annual general meeting (the “Annual General Meeting”) 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 1 June 2022 (Wednesday) at 2:30 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2021;
2. To declare a final dividend;
3. To re-elect Directors and to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
4. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to fix their remuneration;
5. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to allot, issue and deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (c) 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 (a) of this resolution during the Relevant Period, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) any issue of Shares for the grant or exercise of any options granted under any share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees (including Directors) of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any issue of Shares as scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said authority shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Bye-laws of the Company or any applicable laws in Bermuda to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares 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 Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, 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).”;

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares of HK\$0.1 each in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 Bye-laws of the Company or any applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of the passing of this resolution.”

By Order of the Board
Datronix Holdings Limited
Leung Sau Fong
Company Secretary

Hong Kong, 28 April 2022

Notes:

- i. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- ii. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than Hong Kong time 2:30 p.m. on 30 May 2022 or any adjournment thereof.
- iii. The register of members of the Company will be closed from Friday, 27 May 2022 to Wednesday, 1 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the forthcoming annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company’s branch share registrar 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 Thursday, 26 May 2022.

The proposed final dividend is subject to the approval by the shareholders of the Company at the forthcoming annual general meeting. The register of members of the Company will be closed from Wednesday, 8 June 2022 to Friday, 10 June 2022, both dates inclusive, during which period no transfer of shares will be registered. To qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with Hong Kong Registrars Limited, the Company’s branch share registrar 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 Tuesday, 7 June 2022. The cheques for dividend payment will be sent on about Tuesday, 21 June 2022.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement precautionary measures at the AGM to safeguard the health and safety of our shareholders, investors, directors, staff and other participants from the risk of infection which include without limitation:

- (1) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will be denied entry into the meeting venue.
- (2) Every attendee will be required to wear his/her own face mask throughout the AGM and sit at a safe distance from other attendees.
- (3) No refreshment will be served.
- (4) Any other additional precautionary measures in accordance with the prevailing requirements or guidance of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the Covid-19 pandemic.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the form of proxy which can be downloaded from the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.datronixhldgs.com.hk).