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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in China Electronics Huada Technology Company 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, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED****中國電子華大科技有限公司***(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)***(Stock Code: 00085)****PROPOSED GRANT OF GENERAL MANDATES  
TO BUY BACK AND TO ISSUE SHARES****PROPOSED RE-ELECTION OF DIRECTORS****PROPOSED AMENDMENTS TO THE BYE-LAWS AND  
THE ADOPTION OF THE NEW BYE-LAWS****NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m. is set out on pages 29 to 34 of this circular. Whether or not you are able 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 branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

5 June 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 29 to 34 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2022
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate for the Board to exercise the powers of the Company to buy back Shares, details of which are set out in Ordinary Resolution no. 8
“Bye-law(s)”	the bye-law(s) of the Company currently in force
“CEC”	China Electronics Corporation Limited, a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Company”	China Electronics Huada Technology Company Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	26 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution(s)”	the ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the buyback by companies with primary listing on the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate for the Board to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in Ordinary Resolution no. 9
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended or supplemented from time to time

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## LETTER FROM THE BOARD

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### CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED 中國電子華大科技有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 00085)**

*Non-executive Directors:*

Xu Haidong (*Chairman*)  
Liu Jinmei

*Executive Directors:*

Chang Feng (*Deputy Chairman and Deputy Managing Director*)  
Luo Wenjing

*Independent Non-executive Directors:*

Chan Kay Cheung  
Qiu Hongsheng  
Chow Chan Lum

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business  
in Hong Kong:*

Room 3403, 34th floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

5 June 2023

*To the Shareholders*

Dear Sir or Madam,

#### **PROPOSED GRANT OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES**

#### **PROPOSED RE-ELECTION OF DIRECTORS**

#### **PROPOSED AMENDMENTS TO THE BYE-LAWS AND THE ADOPTION OF THE NEW BYE-LAWS**

#### **NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions proposed to be considered at the AGM and information in connection with the convening of the AGM, and the AGM Notice.

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## LETTER FROM THE BOARD

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### **BUY-BACK MANDATE AND SHARE ISSUE MANDATE**

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the granting of the Buy-back Mandate and the Share Issue Mandate.

#### **Buy-back Mandate**

At the AGM, an ordinary resolution will be proposed that the Board be granted an unconditional general mandate to buy back Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of up to 10% of the number of the issued Shares as at the date of approval of the Buy-back Mandate. Details of the Buy-back Mandate are set out in Ordinary Resolution no. 8 of the AGM Notice.

As at the Latest Practicable Date, the Company had an aggregate of 2,029,872,000 Shares in issue. Subject to the passing of the ordinary resolution for the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 202,987,200 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Buy-back Mandate, is set out in Appendix I to this circular.

#### **Share Issue Mandate**

At the AGM, an ordinary resolution will be proposed that the Board be granted an unconditional general mandate to allot, issue and deal with additional Shares of up to 20% of the number of the issued Shares as at the date of approval of the Share Issue Mandate.

At the AGM, an ordinary resolution will also be proposed to authorise the extension of the Share Issue Mandate by an addition thereto of the number of Shares bought back by the Company under the Buy-back Mandate (if granted).

Subject to the passing of the ordinary resolution for the Share Issue Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 405,974,400 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 9 and 10 of the AGM Notice, respectively.

The Buy-back Mandate and the Share Issue Mandate shall continue to be in force from the date of passing of the ordinary resolutions for the Buy-back Mandate and the Share Issue Mandate until: (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, the Bermuda Companies Act or any other applicable laws to be held; or (iii) the revocation or variation of the Buy-back Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution(s) of the Shareholders in general meeting, whichever occurs first.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Ms. Luo Wenjing was appointed as a Director by the Board on 21 November 2022. Pursuant to Bye-law 86(2), Ms. Luo Wenjing will hold office only until the AGM and, being eligible, will offer herself for re-election at the AGM. Pursuant to Bye-law 87, Mr. Chan Kay Cheung and Mr. Chow Chan Lum will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the re-election of Ms. Luo Wenjing, Mr. Chan Kay Cheung and Mr. Chow Chan Lum as Directors.

The biographical and other details of the Directors standing for re-election at the AGM are set out below:

**Ms. Luo Wenjing**, aged 50, is an executive Director. Ms. Luo graduated from Shanghai International Studies University and holds a Bachelor's degree in German Language and obtained a Master's degree in Business Administration from Shanghai Jiao Tong University. Ms. Luo is a Certified Public Accountant in the PRC, a fellow member of the Chartered Institute of Management Accountants and a Chartered Global Management Accountant. Ms. Luo is currently serving as the senior professional manageress of the finance department of Huada Semiconductor Co., Ltd and a director of Xiaohua Semiconductor Co., Ltd. Ms. Luo was the financial controller of Phonak Hearing Aids (China) Group, the financial controller of Parker Hannifin Motion & Control (Shanghai) Co., Ltd, the vice president of finance of Advanced Semiconductor Manufacturing Corporation Limited (previously a listed company in Hong Kong which was privatised in 2019) and the chief accountant of GTA Semiconductor Co., Ltd. Ms. Luo was appointed as a Director in November 2022.

**Mr. Chan Kay Cheung**, aged 76, is an independent non-executive Director. Mr. Chan was an executive director and the deputy chief executive of The Bank of East Asia, Limited, and the vice chairman of The Bank of East Asia (China) Limited. Mr. Chan joined The Bank of East Asia, Limited in 1965 and possesses extensive knowledge and experience in the banking industry. Mr. Chan is a fellow member of the Hong Kong Institute of Bankers. Mr. Chan is also currently serving as an independent non-executive director of Chu Kong Shipping Enterprises (Group) Company Limited and SOCAM Development Limited (all being companies with their shares listing on the Stock Exchange). Mr. Chan was appointed as a Director in May 1997.

Mr. Chan is an independent non-executive Director, the chairman of the audit committee and a member of the remuneration and nomination committee of the Board. Mr. Chan was appointed as an independent non-executive Director in May 1997 and has served as an independent non-executive Director for more than nine years. Mr. Chan possesses extensive knowledge and experience in the banking industry. As an independent non-executive Director with in-depth understanding of the Group's operations and business, Mr. Chan has been contributing objective views and giving independent guidance to the Company over the years.

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## LETTER FROM THE BOARD

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Mr. Chan has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has provided an annual confirmation of his independence to the Company. Mr. Chan also confirmed that he has no relationship with any directors, senior management members, or substantial or controlling shareholders of the Company. Mr. Chan has not held any executive or management role or position within the Group, and has not been involved in the daily operations and management of the Group during the years that he has been a director, and has clearly demonstrated to the Company his willingness to exercise independent judgement and to provide objective views to the Company.

In this respect, the remuneration and nomination committee re-assessed the independence of Mr. Chan, and was satisfied (among other things) that Mr. Chan would be independent in accordance with Rule 3.13 of the Listing Rules. On the basis of the recommendation from the remuneration and nomination committee and after taking into account the above factors, the Board is not aware of any circumstance which would cause it to believe that the independence of Mr. Chan has been impaired. After a comprehensive review of all the skillsets, experience and qualifications of Mr. Chan, the Board and the remuneration and nomination committee are of the view that Mr. Chan possesses the required character, competence, integrity and experience to continue fulfilling his role as an independent non-executive Director, and his continued tenure will continue to bring valuable insights, diversity and fresh perspectives to the Board.

**Mr. Chow Chan Lum**, aged 72, is an independent non-executive Director. Mr. Chow graduated from The Chinese University of Hong Kong with a Bachelor's degree in Business Administration in 1974, received a Postgraduate Diploma in Accountancy from the University of Strathclyde in Glasgow, United Kingdom in 1975 and was awarded a Postgraduate Diploma in Chinese Laws by the University of Macau in 1987. Mr. Chow has been a member of the Institute of Chartered Accountants of Scotland since 1979 and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow is a member of the Foreign Experts Consultative Committee on China Independent Auditing Standards of the Ministry of Finance of the PRC. Mr. Chow served on a number of committees of the Hong Kong Institute of Certified Public Accountants, including as the deputy chairman of the Auditing & Assurance Standards Committee, and a member of the Investigation Panel and the Professional Standards Monitoring Committee and as president of The Taxation Institute of Hong Kong. Mr. Chow is currently serving as an honorary advisor and committee member of various social bodies, and has been a member of the Chinese People's Political Consultative Conference of Guangdong Province, the PRC from 1997 to 2012. Mr. Chow was awarded the Medal of Honor by the Government of the Hong Kong Special Administrative Region of the PRC in 2013 and conferred the Honorary Doctorate by The Hong Kong Academy for Performing Arts in 2021. Mr. Chow was appointed as a Director in June 2015.

None of Ms. Luo Wenjing, Mr. Chan Kay Cheung or Mr. Chow Chan Lum has entered into any service contract with the Company which provides for a specified length of service. Each of Ms. Luo Wenjing, Mr. Chan Kay Cheung and Mr. Chow Chan Lum will be subject to retirement by rotation and re-election under the Bye-laws and the Listing Rules. Ms. Luo Wenjing will not receive any remuneration from the Group. Ms. Luo Wenjing will be entitled to a discretionary bonus as determined with reference to her duties and the prevailing market conditions. Mr. Chan Kay Cheung will receive an annual director fee of HK\$200,000 and received a director fee of HK\$200,000 for the year ended 31 December 2022. Mr. Chow Chan Lum will receive an annual director fee of HK\$200,000 and received a director fee of HK\$200,000 for the year ended 31 December 2022.

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## LETTER FROM THE BOARD

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Save as disclosed above, none of Ms. Luo Wenjing, Mr. Chan Kay Cheung or Mr. Chow Chan Lum has any relationship with any Directors, senior management, or substantial or controlling Shareholders. As of the Latest Practicable Date, none of Ms. Luo Wenjing, Mr. Chan Kay Cheung or Mr. Chow Chan Lum has any interest in the Shares within the meaning of Part XV of the SFO.

Except as disclosed in the biographical details above, none of Ms. Luo Wenjing, Mr. Chan Kay Cheung or Mr. Chow Chan Lum has held any directorship in any other listed public company in the past three years.

None of Ms. Luo Wenjing, Mr. Chan Kay Cheung or Mr. Chow Chan Lum has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed herein, there is no other matter relating to the re-election of Ms. Luo Wenjing, Mr. Chan Kay Cheung or Mr. Chow Chan Lum that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **PROPOSED AMENDMENTS TO THE BYE-LAWS AND THE ADOPTION OF THE NEW BYE-LAWS**

The Board proposes to make certain amendments (the “Proposed Amendments”) to the Bye-laws to (i) bring the Bye-laws in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) incorporate certain house-keeping changes. The Board also proposes to adopt an amended and restated bye-laws (the “New Bye-laws”) which incorporates the Proposed Amendments in substitution for, and to the exclusion of, the Bye-laws.

A special resolution will be proposed at the AGM to seek the approval of the Shareholders for the Proposed Amendments and the adoption of the New Bye-laws.

Details of the Proposed Amendments are set out in Appendix II to this circular. The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the Bermuda laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Bermuda. The Company also confirms that there is nothing unusual about the Proposed Amendments.

The New Bye-laws is available only in English, and the Chinese translation of the New Bye-laws is for reference only. In case of any inconsistency between the English version and the Chinese version of the New Bye-laws, the English version shall prevail.

### **BOOK CLOSURE PERIOD**

Shareholders whose names appear on the register of members of the Company at the close of business on 28 June 2023 will be entitled to attend and vote at the AGM. The register of members of the Company will be closed from 22 June 2023 to 28 June 2023 (both days inclusive), during which period no transfer of Shares will be registered.

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## LETTER FROM THE BOARD

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In order to be entitled to attend and vote at the AGM, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 21 June 2023.

Shareholders whose names appear on the register of members of the Company at the close of business on 14 July 2023 will be entitled to the dividend. The register of members of the Company will be closed from 12 July 2023 to 14 July 2023 (both days inclusive), during which period no transfer of Shares will be registered.

In order to qualify for the dividend, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 11 July 2023.

### **AGM**

A notice convening the AGM to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m. is set out on pages 29 to 34 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, 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 branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding 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 and in such event, the form of proxy shall be deemed to be revoked.

### **RECOMMENDATION**

The Board considers the above proposals are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of the Board

**China Electronics Huada Technology Company Limited**

**Xu Haidong**

*Chairman*

**1 LISTING RULES**

The Listing Rules permit companies with primary listing on the Stock Exchange to buy back their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to the Shareholders in connection with the proposed grant of the Buy-back Mandate, to provide the requisite information to the Shareholders for their consideration of the Buy-back Mandate.

**2 REASONS FOR SHARE BUY-BACKS**

The Board believes that it is in the interests of the Company and the Shareholders as a whole for the Board to have a general authority from the Shareholders to enable the Company to buy back Shares in the market when appropriate and beneficial to the Company. Such buy-backs 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. Buy-backs of Shares will only be made when the Board believes that such buy-backs will benefit the Company and the Shareholders as a whole.

**3 SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,029,872,000 Shares. Subject to the passing of the ordinary resolution for the Buy-back Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 202,987,200 Shares, representing not more than 10% of the number of the issued Shares as at the date of the AGM.

**4 FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Listing Rules and the applicable laws of Bermuda. The Board proposes that buy-backs of Shares under the Buy-back Mandate in these circumstances would be financed by available cash flow or working capital facilities of the Group. The Company may not buy back its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements of the Group for the year ended 31 December 2022 contained in the Annual Report) in the event that the Buy-back Mandate is exercised in full at any time during the period within which the Buy-back Mandate can be exercised. However, the Board does not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company which, in the opinion of the Board, are from time to time appropriate for the Company.

## 5 SHARE PRICES

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
May	0.68	0.50
June	0.92	0.61
July	0.89	0.73
August	0.84	0.69
September	0.83	0.59
October	0.69	0.60
November	0.77	0.62
December	1.51	0.69
<b>2023</b>		
January	1.42	1.15
February	0.72	0.64
March	0.67	0.49
April	1.55	1.09
May (up to and including the Latest Practicable Date)	1.26	1.10

**6 BOARD'S UNDERTAKING**

The Board has undertaken to the Stock Exchange that it will exercise the Buy-back Mandate in accordance with the memorandum of continuance of the Company and the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

**7 TAKEOVERS CODE IMPLICATION**

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

As at the Latest Practicable Date, according to the register maintained by the Company under section 336 of the SFO, CEC, through its wholly-owned subsidiaries, Huada Semiconductor Co., Ltd was interested in 1,206,180,000 Shares, representing 59.42% of the issued share capital of the Company. In the event that the Board exercised in full the power to buy back Shares under the Buy-back Mandate and assuming the present shareholdings remain the same, the interest of CEC and parties acting in concert with it would be increased from 59.42% to 66.02% of the issued share capital of the Company immediately after the exercise in full of the Buy-back Mandate. The Board is not aware of any consequences which may arise under the Takeovers Code if the Buy-back Mandate is exercised in full.

**8 GENERAL**

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has any undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders at the AGM.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders at the AGM.

**9 BUY-BACK OF SHARES BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

The following are the proposed amendments to the Bye-laws. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the Bye-laws.

**Bye-law No.**      **Proposed amendments**  
**(showing changes to the Bye-laws)**

Heading

AMENDED AND RESTATED BYE-LAWS

OF

CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED

中國電子華大科技有限公司

*(Adopted at an Extraordinary General Meeting held on 7th November 2002)*

*(Change of Par Value at an Extraordinary General Meeting held on 7th November 2002)*

*(Amended at the Annual General Meeting held on 28th June 2004)*

*(Change of Company Name on 28th September 2004 and on 2nd August 2017)*

*(Amendment of bye-law 138 on 29th June 2021)*

*(Adopted by a special resolution passed on [•••])*

## Heading

INTERPRETATION

1. In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>WORD</u>	<u>MEANING</u>
“associate”	<del>the meaning ascribed to it in Rule 1.01 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</del>
“capital”	the share capital <u>of the Company</u> from time to time <del>of the Company.</del>
“clearing house”	<del>a recognised clearing house within the meaning of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto for the time being in force or a</del> clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.
<u>“close associate”</u>	<u>in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Bye-law 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u>
*“Company”	China Electronics Huada Technology Company Limited 中國電子華大科技有限公司.
<p><i>* <del>English name of the Company was changed from “China Electronics Corporation Holdings Company Limited” to “China Electronics Huada Technology Company Limited” and a new Chinese name of the Company “中國電子華大科技有限公司” was adopted as its secondary name in Bermuda to replace its then existing Chinese name “中國電子集團控股有限公司” (which has been used for identification purposes only), both with effect from 2nd August, 2017.</del></i></p>	
<u>“substantial shareholder”</u>	<u>a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company.</u>

2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:
- (h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of ~~such Members as are corporations, by their respective a~~ Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which ~~not less than twenty-one (21) clear days' Notice, specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days' Notice has been given~~ Notice has been duly given in accordance with Bye-law 59;
  - (i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of ~~any~~ Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which ~~not less than fourteen (14) clear days' Notice~~ has been duly given in accordance with Bye-law 59;
  - (k) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of a Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;
  - ~~(k)~~(l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.
6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its ~~authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve in any manner permitted by law.~~

9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~
10. Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) the necessary quorum (~~other than~~including at an adjourned meeting) shall be two persons ~~(or in the case of a Member being a corporation, its duly authorised representative)~~ or, in the case of a Member being a corporation, by its duly authorised representative or, by proxy holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum; and
  - (b) every holder of shares of the class shall be entitled ~~on a poll~~ to one vote for every such share held by him; ~~and~~
  - (c) ~~any holder of shares of the class present in person or by proxy may demand a poll.~~

12. (1) Subject to the Act, these Bye-laws, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
44. The Register and branch register of Members, as the case may be, shall be open to inspection ~~for at least 2 hours on every business day by Members~~ by members of the public without charge or by any other person, upon a maximum payment of 2.5 Hong Kong dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act between 10:00 a.m. and 12:00 noon during business hours or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in ~~an appointed newspaper and, where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means~~ (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

56. ~~An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.~~ Subject to the Act, an annual general meeting of the Company shall be held in each financial year other than the financial year in which its statutory meeting is convened and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.
58. The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.
59. (1) ~~An annual general meeting and any special general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other special general meetings may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice if it is so agreed shall be called by Notice of not less than twenty-one (21) days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed:~~
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding representing not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right of the total voting rights at the meeting of all the Members.

- (2) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.
61. (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person ~~(or in the case of a Member being a corporation by its duly authorised representative)~~ or by proxy or, in the case of a Member being a corporation, by its duly authorised representative or, by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.
63. ~~The president of the Company or the chairman shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman. The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at the meeting. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or, in the case of a Member being a corporation, by its duly authorised representative or, by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.~~

76. (2) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
- (2)(3) ~~Where the Company is aware~~ has knowledge that any Member is, under the Listing Rules of the Designated Stock Exchange, ~~is~~ required to abstain from voting on any particular resolution of the Company or ~~is~~ restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.
86. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 87 or at any special general meeting ~~and shall hold office until the next appointment of Directors or until their successors are elected or appointed~~ called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated. Any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.
- (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill ~~casual~~ any vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed ~~by the Board~~ shall hold office ~~only~~ until the next following annual general meeting of the Company and shall then be eligible for re-election ~~at that meeting.~~

- (4) ~~Subject to any provision to the contrary in these Bye-laws the~~The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
- (5) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (4) above may be filled by the election or appointment by the Members at the meeting at which such Director is removed to hold office until the next appointment of Directors or until their successors are elected or appointed or until the next following annual general meeting of the Company and shall then be eligible for re-election or, in the absence of such election or appointment such general meeting may authorise the Board to fill any vacancy in the number left unfilled.
87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not ~~greater~~less than one-third) shall retire from office by rotation provided that ~~notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company every Director shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year~~at least once every three years.
- (2) A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

88. No person, other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been ~~given and~~ lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the ~~de~~dispatch of the notice of the general meeting appointed for such election) the period for ~~lodgement~~lodgment of such Notice(s) shall commence on the day after the ~~de~~dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.
103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board ~~in respect of approving~~ any contract or arrangement or any other proposal in which he or any of his close associates ~~has a material interest~~ is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (i) ~~any contract or arrangement for the giving to such Director or any of his associates any security or indemnity in respect of money lent by him or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;~~
  - (ii) ~~any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates has himself assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;~~
  - (iii) ~~any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or any of his associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;~~
  - (iv) ~~any contract or arrangement in which the Director or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his interest in shares or debentures or other securities of the Company;~~

- ~~(v) any contract or arrangement concerning any other company in which the Director or any of his associates is interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or any of his associates is beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of his associates is derived); or~~
- ~~(vi) any proposal concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or any of his associates as such any privilege or advantage not accorded to the class of persons to which such scheme or fund relates.~~
- (i) the giving of any security or indemnity either:-
- (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

(iv) any contract or arrangement in which the Director or his close associate(s) is/ are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

~~(2) A company shall be deemed to be a company in which a Director and any of his associates in aggregate own five (5) per cent. or more if and so long as (but only if and so long as) he and his associates (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his/their interest is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or any of his associates as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his associates is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or any of his associates is interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.~~

~~(3) Where a company in which a Director together with his associates holds five (5) per cent. or more is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.~~

~~(4)~~(2) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or any of his associates (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned and any of his associates as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman and any of his associates as known to such chairman has not been fairly disclosed to the Board.

115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board ~~of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director~~ whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine.
122. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.
127. (1) The officers of the Company shall consist of ~~a president and vice-president or chairman and deputy chairman,~~ the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye-laws.
- (2) ~~The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a president and a vice-president or a chairman and a deputy chairman; and if more than one (1) Director is proposed for either of these offices, the election to such office shall take place in such manner as the Directors may determine.~~
- (3)(2) The officers shall receive such remuneration as the Directors may from time to time determine.
- (4)(3) Where the Company appoints and maintains a resident representative ordinarily resident in Bermuda in accordance with the Act, the resident representative shall comply with the provisions of the Act.

- (4) The Company shall provide the resident representative with such documents and information as the resident representative may require in order to be able to comply with the provisions of the Act.
- (5) The resident representative shall be entitled to have notice of, attend and be heard at all meetings of the Directors or of any committee of such Directors or general meetings of the Company.
129. ~~The president or the chairman, as the case may be, shall act as chairman at all meetings of the Members and of the Directors at which he is present. In his absence a chairman shall be appointed or elected by those present at the meeting. Deleted.~~
132. (3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office for at least 2 hours on every business day between 10:00 a.m. and 12:00 noon during business hours.
154. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, ~~a summary summarised~~ financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a ~~summary summarised~~ financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

155. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 154 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the ~~Listing Rules of the Designated Stock Exchange~~, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 154, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.
156. (3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ~~special~~ extraordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
158. The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine by ordinary resolution.
159. ~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Bye-law may be fixed by the Board. Subject to Bye-law 156(3), an Auditor appointed under this Bye-law shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Bye-law 156(1) at such remuneration to be determined by the Members under Bye-law 158.~~

162. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

163. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the ~~the~~ Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A ~~the~~ Notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;

164. (1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the ~~an~~Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A ~~an~~Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the ~~an~~Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
- (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every ~~an~~Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
166. (1) ~~The~~Subject to Bye-law 166(2), the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

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## NOTICE OF AGM

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### CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED 中國電子華大科技有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 00085)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of China Electronics Huada Technology Company Limited (the “Company”) will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and of the independent auditor for the year ended 31 December 2022;
2. to declare a dividend of HK8.0 cents per share for the year ended 31 December 2022;
3. to re-elect Ms. Luo Wenjing as a director of the Company;
4. to re-elect Mr. Chan Kay Cheung as a director of the Company;
5. to re-elect Mr. Chow Chan Lum as a director of the Company;
6. to authorise the directors of the Company to fix the directors’ remuneration;
7. to re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the directors of the Company to fix its remuneration; and

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

8. **“THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable rules and regulations of the Securities and Futures Commission of Hong Kong and the Stock Exchange or of any other stock exchange,

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the memorandum of continuance and the bye-laws of the Company, the Companies Act 1981 of Bermuda and all other applicable laws in this regard as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the number of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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## NOTICE OF AGM

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9. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and 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 during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company or (iii) an issue of shares upon the exercise of subscription rights of any options granted under any option scheme or similar arrangement for the time being adopted for the issue of shares or grant of rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement in accordance with the memorandum of continuance and the bye-laws of the Company, shall not exceed the aggregate of:
  - (aa) 20% of the number of the issued shares of the Company as at the date of the passing of this resolution; and
  - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this resolution of up to 10% of the number of the issued shares of the Company as at the date of the passing of ordinary resolution no. 8 in the notice convening the Meeting,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF AGM

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(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company, or any class of securities of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company who are entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

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## NOTICE OF AGM

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10. “**THAT** subject to the ordinary resolutions no. 8 and 9 in the notice convening the Meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 9 in the notice convening the Meeting be and is hereby extended by the addition thereto of the number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution no. 8 in the notice convening the Meeting, provided that such number shall not exceed 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.”

to consider, as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

11. “**THAT:**
- (a) the proposed amendments (the “Proposed Amendments”) to the existing bye-laws of the Company (the “Bye-laws”), details of which are set out in Appendix II to the circular of the Company dated 5 June 2023, be and are hereby approved;
  - (b) the amended and restated bye-laws (the “New Bye-laws”) incorporating the Proposed Amendments be and are hereby adopted in substitution for, and to the exclusion of, the Bye-laws with immediate effect; and
  - (c) any one director of the Company be and is hereby authorised to do all such things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board  
**China Electronics Huada Technology Company Limited**  
**Ng Kui Kwan**  
*Company Secretary*

Hong Kong, 5 June 2023

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*  
Room 3403, 34th floor  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

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*Notes:*

1. The register of members of the Company will be closed from 22 June 2023 to 28 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 21 June 2023.
2. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a shareholder of the Company but must be present in person at the Meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.