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

If you have sold or transferred all your shares in National Electronics Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of National Electronics Holdings Limited to be held at Shop 202, Centricity, 2/F., Chater House, 8 Connaught Road Central, Hong Kong on Tuesday, 29 August 2023 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting of the Company is also enclosed. Such form of proxy is also published on the websites of Hong Kong Stock Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/national/>).

Whether or not you are able to attend the Annual General Meeting of the Company, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 (i.e. no later than 10:00 a.m. on Sunday, 27 August 2023) or any adjournment thereof. 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 if they so wish.

28 July 2023

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Shop 202, Centricity, 2/F., Chater House, 8 Connaught Road Central, Hong Kong on Tuesday, 29 August 2023 at 10:00 a.m.;
“Associates”	the meaning ascribed thereto in the Listing Rules;
“Auditors”	at any time the auditors of the Company at that time;
“Board”	the board of Directors;
“Business Day”	any day (excluding a Saturday and Sunday) on which banks are generally open for business in Hong Kong;
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the Notice of AGM;
“Bye-laws”	the bye-laws of the Company currently in force;
“close associates”	the meaning ascribed thereto in the Listing Rules;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Company”	National Electronics Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“core connected person(s)”	the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the Notice of AGM;
“Latest Practicable Date”	19 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice of AGM”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“Proposed Final Dividend”	Final dividend of 1.8 HK cents per share payable to the Shareholders whose names on the Register of Members of the Company on Wednesday, 6 September 2023 proposed by the Board and is subject to approval by the Shareholders in the AGM;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD

NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

Executive Directors:

Jimmy Lee Yuen Ching (*Chairman*)
Loewe Lee Bon Chi (*Managing Director*)
James Lee Yuen Kui (*Managing Director*)
Edward Lee Yuen Cheor
Ricky Wai Kwong Yuen

Registered Office:

Conyers Corporate Services
(Bermuda) Limited
Clarendon House, 2 Church Street
Hamilton, Pembroke
HM11
Bermuda

Non-executive Director:

Dorathy Lee Yuen Yu

Principal place of business in Hong Kong:

Suite 3201, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

Independent Non-executive Directors:

William Chan Chak Cheung
Chan Kwok Wai
David Sun Dai Wai

28 July 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO BUY BACK SHARES AND TO ISSUE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information of certain resolutions to be proposed at the AGM, inter alia, the proposed Buy-back Mandate and the proposed Issuance Mandate; the proposed re-election of retiring Directors; and to give you the Notice of AGM.

LETTER FROM THE BOARD

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES

At the annual general meeting of the Company held on 22 August 2022, general mandates were granted to the Directors to buy back and to issue Shares. Such mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to buy back or to issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (i) to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing the proposed ordinary resolution contained in item 7 of the Notice of AGM (i.e. a total of 91,898,896 Shares on the basis that no further Shares are issued or bought back before the AGM); and
- (ii) to allot, issue and otherwise deal with additional Shares of not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing the proposed ordinary resolution contained in item 8 of the Notice of AGM (i.e. a total of 183,797,792 Shares on the basis that no further Shares are issued or bought back before the AGM).

In addition, a separate ordinary resolution to extend the number of Shares which may be allotted, issued and dealt with under the Issuance Mandate by the number of Shares bought back by the Company pursuant to the Buy-back Mandate (if granted to the Directors at the AGM) will also be proposed at the AGM.

The Buy-back Mandate and the Issuance Mandate will continue in force during the period from the date of passing of the respective resolutions for the approval of the Buy-back Mandate and the Issuance Mandate until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the Notice of AGM.

An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 99(A) of the Bye-laws, the Directors retiring by rotation at the forthcoming AGM are Mr. Edward Lee Yuen Cheor and Mr. Chan Kwok Wai, who being eligible, will offer themselves for re-election at the AGM. The particulars of these retiring Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

Mr. Chan Kwok Wai who has served as an Independent Non-executive Director of the Company for more than nine years, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. During his years of appointment, Mr. Chan Kwok Wai has demonstrated the attributes of an independent non-executive director by providing independent views and advice during the Board and Board Committees meetings. The Nomination Committee and the Company consider Mr. Chan Kwok Wai meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Based on the biographical information disclosed to the Company, Mr. Chan Kwok Wai does not hold 7 or more listed company directorships and continue to demonstrate his commitment to the Company's board affairs. He has an attendance rate of 100% at the meetings of the Board, the Board Committees and AGMs over the past nine years. At each of the Company's 2014, 2017 and 2020 AGMs, over 99.99% of the votes were in favour of Mr. Chan Kwok Wai's re-election as an Independent Non-executive Director.

Mr. Chan Kwok Wai has extensive experience in financial reporting, corporate governance and internal control, enabling him to provide objective views and valuable guidance to the Group over the years during his tenure as INED and the chairman/member of relevant Board Committees, and to ensure that the interests of the Shareholders are taken into account.

In view of the above, both the Nomination Committee and the Board consider Mr. Chan Kwok Wai remains independent and is not aware of any evidence or circumstances suggesting the length of his tenure of service has any adverse impact on his independence. In addition, the Nomination Committee and the Board consider that he has devoted sufficient time in performing his director duties and consider that Mr. Chan Kwok Wai has the required integrity, independence and experience to fulfil the role of an independent non-executive director. The Board therefore recommends the re-appointment and re-election of Mr. Chan Kwok Wai as an Independent Non-executive Director of the Company at the forthcoming AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of AGM is set out on pages 14 to 18 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all proposed resolutions in the Notice of AGM will be voted by way of poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.irasia.com/listco/hk/national/>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 10:00 a.m. on Sunday, 27 August 2023) or the adjourned meeting (as the case maybe). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM, or any adjournment thereof, if you so wish. No Shareholder will be required to abstain from voting at the AGM.

RECOMMENDATION

The Board considers that the granting of the Buy-back Mandate and the Issuance Mandate and the re-election of retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend all the Shareholders to vote in favour of the relevant proposed resolutions as set out in the Notice of AGM.

Yours faithfully,
For and on behalf of the Board
Jimmy Lee Yuen Ching
Chairman

This appendix includes an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

1. LISTING RULES FOR BUY-BACK OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. FUNDING OF BUY-BACK

Any buy-back will be made out of funds which are legally available for the purpose in accordance with the Memorandum of Association and Bye-laws of the Company and applicable laws of Bermuda and/or any other applicable laws, as the case may be.

As compared with the financial position of the Company as at 31 March 2023 (being the date to which the latest published audited financial statements of the Company have been made up), there might be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed buy-back were to be carried out in full during the proposed buy-back period.

However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 918,988,962 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to buy back and to issue Shares and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the AGM, the Company would be allowed under the buy-back proposal to buy back a maximum of 91,898,896 Shares (representing 10% of the total issued share capital of the Company) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or

- (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 Buy-back Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

4. REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market as this will give the Company greater flexibility. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and/or any other applicable laws and in accordance with the Memorandum of Association and Bye-laws of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to 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 of voting rights for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Jimmy Lee Yuen Ching and Mr. Loewe Lee Bon Chi, in aggregate, were interested in 591,234,894 Shares, of which 516,514,894 Shares are part of the property of two discretionary trusts of which Mr. Jimmy Lee Yuen Ching and his family members and Mr. Loewe Lee Bon Chi's family members are named beneficiaries; 20,000,000 Shares and 33,000,000 Shares were held by Mr. Jimmy Lee Yuen Ching's family member and Mr. Loewe Lee Bon Chi's family member respectively; and 21,720,000 Shares were held by Mr. Loewe Lee Bon Chi, which in aggregate representing approximately 64.34% of the issued share capital of the Company. In the event the Buy-back Mandate is exercised in full, their interest will be increased to approximately 71.48% of the issued share capital of the Company assuming no further change in number of Shares so held. The Directors do not expect the increase in shareholding resulting from the exercise of the Buy-back Mandate in full will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the existing public float of the Company was approximately 30.50%. In the event the Buy-back Mandate is exercised in full, the public float of the Company would become approximately 22.78%, which is below the minimum public float requirement under the Listing Rules. However, the Directors have no intention to exercise the Buy-back Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-back of Shares.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company has purchased 714,000 Shares on the Stock Exchange for a total consideration of HK\$632,840 during the six months preceding the Latest Practicable Date. Details of the repurchases are disclosed as follows:

Date of Buy-back	No. of Shares	Total Consideration HK\$	Price Per Share	
			Highest HK\$	Lowest HK\$
January 2023				
5	4,000	3,880	0.97	0.97
6	4,000	3,840	0.96	0.96
12	4,000	3,920	0.98	0.98
February 2023				
2	22,000	20,640	0.94	0.93
3	10,000	9,300	0.93	0.93
6	20,000	18,660	0.94	0.92
9	10,000	9,520	0.96	0.93
13	20,000	18,800	0.94	0.94
16	30,000	28,620	0.96	0.94
20	10,000	9,500	0.95	0.95

Date of Buy-back	No. of Shares	Total Consideration <i>HK\$</i>	Price Per Share	
			Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2023				
6	4,000	3,800	0.95	0.95
23	2,000	1,860	0.93	0.93
24	10,000	9,500	0.95	0.95
29	10,000	9,500	0.95	0.95
31	12,000	11,020	0.92	0.91
April 2023				
3	6,000	5,580	0.93	0.93
19	8,000	7,220	0.91	0.90
20	12,000	10,820	0.91	0.88
21	6,000	5,460	0.91	0.91
24	12,000	10,720	0.90	0.89
25	18,000	16,060	0.91	0.87
26	12,000	10,760	0.90	0.88
27	10,000	8,800	0.88	0.88
28	12,000	10,660	0.89	0.88
May 2023				
2	6,000	5,400	0.90	0.90
3	10,000	9,000	0.90	0.90
4	6,000	5,400	0.90	0.90
5	10,000	8,900	0.89	0.89
8	18,000	15,900	0.89	0.88
9	6,000	5,280	0.88	0.88
10	16,000	14,080	0.88	0.88
11	10,000	8,900	0.89	0.89
12	10,000	8,700	0.87	0.87
15	30,000	25,960	0.88	0.86
16	6,000	5,280	0.88	0.88
17	4,000	3,520	0.88	0.88
18	4,000	3,520	0.88	0.88
19	4,000	3,520	0.88	0.88
22	6,000	5,160	0.86	0.86
23	50,000	42,700	0.87	0.84
24	50,000	44,300	0.90	0.85
25	86,000	76,920	0.91	0.89

APPENDIX I EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

Date of Buy-back	No. of Shares	Total Consideration <i>HK\$</i>	Price Per Share	
			Highest <i>HK\$</i>	Lowest <i>HK\$</i>
June 2023				
29	4,000	3,360	0.84	0.84
July 2023				
10	24,000	19,440	0.81	0.81
11	6,000	4,860	0.82	0.80
13	4,000	3,280	0.82	0.82
14	54,000	43,220	0.81	0.80
18	22,000	17,800	0.82	0.80
	<u>714,000</u>	<u>632,840</u>		

9. SHARE PRICE

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

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2022	1.05	1.03
August 2022	1.12	1.01
September 2022	1.04	0.98
October 2022	1.02	0.95
November 2022	0.99	0.92
December 2022	0.96	0.94
January 2023	0.98	0.93
February 2023	1.10	0.90
March 2023	0.98	0.90
April 2023	0.93	0.86
May 2023	0.91	0.81
June 2023	0.86	0.81
July 2023 (up to and including the Latest Practicable Date)	0.84	0.78

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

The following are the details (as required by the Listing Rules) of the Directors, who will retire and, being eligible, offer themselves for re-election at the AGM.

MR. EDWARD LEE YUEN CHEOR

Mr. Edward Lee Yuen Cheor (“Mr. Edward Lee”), aged 65, joined the Group in 1981 and is an executive Director. He is currently responsible for the supervision of the properties development in Hong Kong.

There is no service contract between the Company and Mr. Edward Lee. His length of service with the Company is subject to retirement by rotation in accordance with Bye-law 99(A) of the Company. He is currently entitled to receive a director’s fee of HK\$50,000 per annum, a monthly salary of HK\$102,800 and a discretionary bonus. His remuneration is subject to annual review by the Board and is determined with reference to his duties and responsibility with the Company as well as the prevailing market conditions.

Mr. Edward Lee is the brother of Mr. James Lee Yuen Kui, the Managing Director of the Company, and Ms. Dorathy Lee Yuen Yu, who is a Non-executive Director of the Company. He is also a cousin of Mr. Jimmy Lee Yuen Ching, who is the Chairman of the Company and an uncle of Mr. Loewe Lee Bon Chi, who is the Managing Director of the Company. As at the Latest Practicable Date, he has no interest in the Shares of the Company.

During the three years preceding the Latest Practicable Date, Mr. Edward Lee did not hold any directorship in other listed companies. There is no information relating to Mr. Edward Lee that is required to be disclosed pursuant to Rules 13.51(2) (h) to (w) of the Listing Rules, and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the re-election of Mr. Edward Lee as an Executive Director of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

MR. CHAN KWOK WAI

Mr. Chan Kwok Wai (“Mr. Chan”), aged 64, has been an Independent Non-executive Director of the Company since April 2005. He is the Chairman of the Audit and Risk Management Committee and member of each of the Nomination Committee and the Remuneration Committee of the Company.

Mr. Chan is a member of the Hong Kong Securities Institute and a member of CPA Australia. Mr. Chan is currently a director of High Progress Consultants Limited. He is also an Independent Non-executive Director of China Investments Holdings Limited, Tern Properties Company Limited, Chinese Estates Holdings Limited; and was an independent non-executive director of Far East Consortium International Limited for the period from 18 November 2005 to 30 August 2022, the shares of all of which are listed on The Stock Exchange of Hong Kong Limited. Save as aforesaid, Mr. Chan did not hold any directorship in other listed companies during the three years preceding the Latest Practicable Date.

There is no service contract between the Company and Mr. Chan. His length of service with the Company is subject to retirement by rotation in accordance with Bye-law 99(A) of the Company. He is currently entitled to receive a director’s fee of HK\$396,000 per annum which is subject to annual review by the Board and is determined with reference to his duties and responsibility with the Company as well as the prevailing market conditions. Mr. Chan is not entitled to receive bonus of any kind.

Mr. Chan does not have any relationship with any other Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, he has no interest in the Shares of the Company.

Mr. Chan has served as an Independent Non-executive Director of the Company for more than nine years. Despite that, the Board is satisfied that Mr. Chan is independent in accordance with the corporate governance policy of the Company and endorses his re-election to the Board. For further details of the factors considered by the Board, please refer to page 5 of this circular.

There is no information relating to Mr. Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (w) of the Listing Rules, and save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the re-election of Mr. Chan as an Independent Non-executive Director of the Company.

NOTICE OF ANNUAL GENERAL MEETING

NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 213)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of National Electronics Holdings Limited (the “Company”) will be held at Shop 202, Centricity, 2/F., Chater House, 8 Connaught Road Central, Hong Kong on Tuesday, 29 August 2023 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company for the year ended 31 March 2023;
2. To consider and, if thought fit, approve the payment of a final dividend recommended by the board of directors for the year ended 31 March 2023;
3. To consider and, if thought fit, approve the re-election of Mr. Edward Lee Yuen Cheor as an Executive Director of the Company;
4. To consider and, if thought fit, approve the re-election of Mr. Chan Kwok Wai as an Independent Non-executive Director of the Company who had served the Company for more than nine years as an Independent Non-executive Director;
5. To determine the directors’ remuneration for their services in an aggregate sum of not exceeding HK\$2,500,000; and
6. To consider and, if thought fit, approve re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.

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

7. **“THAT**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares in the capital 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 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 laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to buy back its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company in issue at the date of passing of this resolution; and
- (d) For the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) 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 to be held.”

8. **“THAT**

- (a) subject to paragraph (c) below and subject to the consent of the Bermuda Monetary Authority, where applicable, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which 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 make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities which may be issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (iii) the exercise of any option granted under any share option scheme adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend or other similar scheme implemented in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate number of issued shares of the Company in issue at the date of passing of this resolution; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) 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 to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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9. “**THAT** conditional upon the passing of the ordinary resolutions numbered nos. 7 and 8 in the notice convening this annual general meeting of the Company, the aggregate number of shares of the Company which are bought back by the Company pursuant to and in accordance with the said ordinary resolution no. 7 shall be added to the aggregate number of shares of the Company that may be allotted and agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with ordinary resolution no. 8 as set out in the notice of the annual general meeting of the Company provided that such number of shares shall not exceed 10% of the aggregate number of shares of the Company on the date of the passing of this resolution.”

By Order of the Board
Andy Wong Kam Kee
Company Secretary

Hong Kong, 28 July 2023

Executive Directors:

Jimmy Lee Yuen Ching

Loewe Lee Bon Chi

James Lee Yuen Kui

Edward Lee Yuen Cheor

Ricky Wai Kwong Yuen

Non-executive Director:

Dorathy Lee Yuen Yu

Independent Non-executive Directors:

William Chan Chak Cheung

Chan Kwok Wai

David Sun Dai Wai

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The Register of Members of the Company will be closed from Tuesday, 22 August 2023 to Tuesday, 29 August 2023 (both days inclusive) and from Tuesday, 5 September 2023 to Wednesday, 6 September 2023 (both days inclusive) respectively, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 4:30 p.m. on Monday, 21 August 2023. In order to qualify for the Proposed Final Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not later than 4:30 p.m. on Monday, 4 September 2023. Dividends are expected to be paid on or about Wednesday, 20 September 2023.
- (2) Any member of the Company entitled to attend and vote at the above meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (4) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible but in any event not less than 48 hours before the time for holding the meeting (i.e. no later than 10:00 a.m. on Sunday, 27 August 2023) or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
- (6) Any corporation which is a member of the Company may, by resolutions of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.
- (7) If a tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed. Shareholders are suggested to visit the Company's website (<http://www.irasia.com/listco/hk/national/>) or the Stock Exchange's website (<http://www.hkexnews.hk>) for details of alternative meeting arrangements.

The AGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

- (8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.