
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Intron Technology Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**INTRON TECHNOLOGY HOLDINGS LIMITED****英恒科技控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1760)****PROPOSALS FOR**

- (1) DECLARATION OF FINAL DIVIDEND;**
- (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (3) RE-ELECTION OF DIRECTORS;**
- (4) RE-APPOINTMENT OF AUDITOR;**
- (5) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION;**
- (6) ADOPTION OF THE 2024 SHARE SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME; AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 27 May 2024 at 10:30 a.m. is set out on pages 43 to 48 of this circular. A proxy form for use at the Annual General Meeting is enclosed with the notice of the Annual General Meeting.

Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.intron-tech.com>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 10:30 a.m. on Saturday, 25 May 2024) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

25 April 2024

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DEFINITIONS

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

“2024 Share Scheme”	the share scheme of the Company proposed to be approved and adopted by the Shareholders at the AGM
“Adoption Date”	27 May 2024, being the date on which the 2024 Share Scheme is approved by the Shareholders at the AGM
“AGM” or “Annual General Meeting”	an annual general meeting of the Company to be convened and held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 27 May 2024 at 10:30 a.m. or any adjournment thereof
“Articles” or “Existing Articles of Association”	the existing second amended and restated articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Award”	an award, which may take the form of a Share Option or a Share Award, granted under the 2024 Share Scheme by the Board to an Eligible Participant in accordance with the Scheme Rules
“Board” or “Board of Directors”	the board of directors of the Company
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“BVI”	the British Virgin Islands
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CEO”	chief executive officer
“Chairman”	the chairman of the Board
“Company”	Intron Technology Holdings Limited (英恒科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Computershare”	Computershare Hong Kong Investor Services Limited
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, means the group of controlling shareholders of the Company, being Mr. Luk, Mr. Chan, Magnate Era, Zenith Benefit, Treasure Map and Heroic Mind
“Core Connected Person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Effective Date”	11 June 2024, being the effective date of the Listing Rules Amendments, or any other date upon which the Listing Rules Amendments shall take effect
“Eligible Participants”	directors and employees of the Company or any of its Subsidiaries (including persons who are granted Awards under the 2024 Share Scheme as an inducement to enter into employment contracts with these companies)
“Exercise Price”	with respect to any Share Option, the price per Share at which a Grantee may subscribe for Shares on the exercise of Share Options
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 22 June 2018
“Expiry Date”	in respect of a Share Option, such date of the expiry of the Share Option as the Board may in its absolute discretion determine and which shall not exceed 10 years from the Offer Date
“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Group”, “the Group” or “our Group”	the Company and its subsidiaries
“Grantee”	any Eligible Participant who accepts the Offer in accordance with the terms of the 2024 Share Scheme or (in the case of an Eligible Participant being an individual and where the context so permits) the legal personal representative(s) entitled to any such Award in consequence of the death of the Eligible Participant
“Heroic Mind”	Heroic Mind Limited, a company with limited liability incorporated on 17 October 2016 under the laws of the BVI and a company wholly-owned by Mr. Chan. Heroic Mind is one of the Controlling Shareholders of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	18 April 2024, 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, as amended or supplemented from time to time
“Listing Rules Amendments”	the amendments to the Listing Rules as set out in Appendix IV to the Consultation Conclusions to the Proposed Amendments to the Listing Rules relating to Treasury Shares published by the Stock Exchange on 12 April 2024
“Magnate Era”	Magnate Era Limited, a company with limited liability incorporated on 18 October 2017 under the laws of the BVI and a company owned by Mr. Luk and Mr. Chan in equal shares. Magnate Era is one of the Controlling Shareholders of the Company
“Mr. Chan”	Mr. Chan Cheung Ngai, the co-CEO, an executive Director and a Controlling Shareholder of the Company
“Mr. Luk”	Mr. Luk Wing Ming, the Chairman, co-CEO, an executive Director and a Controlling Shareholder of the Company
“New Articles of Association”	the third amended and restated articles of association incorporating the Proposed Amendments to be adopted by the Shareholders at the AGM
“Nomination Committee”	the nomination committee of the Board
“Offer”	the offer of the grant of an Award made in accordance with the 2024 Share Scheme
“Offer Date”	the date on which an offer of an Award is made to the Eligible Participant, which must be a Business Day
“Option Period”	in respect of a Share Option, the period to be determined and notified by the Company to the Grantee thereof at the time of making an Offer provided that such period shall not go beyond the day immediately prior to the tenth anniversary of the Offer Date with respect to the relevant Award

DEFINITIONS

“PRC” or “China”	the People’s Republic of China and for the purpose of this circular only, except where the context requires otherwise, references to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan; and “Chinese” shall be construed accordingly
“Purchase Price”	in respect of a Share Award, the price (if any) payable by a Grantee for obtaining the Shares underlying an Award as determined by the Board. For the avoidance of doubt, the Board may determine the Purchase Price be at nil consideration;
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	Renminbi Yuan, the lawful currency of China
“Scheme Rules”	the rules of the 2024 Share Scheme
“Scheme Limit”	the scheme limit as defined in the paragraph headed “14. Limits of the 2024 Share Scheme” in Appendix IV to this circular
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	shares with a par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Award(s)”	award(s) of Shares to be granted pursuant to the 2024 Share Scheme
“Share Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares with effect from the Effective Date) not exceeding 20% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Share Option(s)”	share option(s) to subscribe for Shares to be granted pursuant to the 2024 Share Scheme

DEFINITIONS

“Share Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Term”	the period for which the 2024 Share Scheme will be valid and effective, being 10 years commencing on the Adoption Date
“Treasure Map”	Treasure Map Ventures Limited, a company limited by shares incorporated on 6 July 2016 under the laws of the BVI and a company wholly-owned by Mr. Luk. Treasure Map is one of the Controlling Shareholders of the Company
“treasury Shares”	has the meaning ascribed to it under the Listing Rules Amendments
“we”, “us” or “our”	our Company and, unless the context requires otherwise, its subsidiaries
“Zenith Benefit”	Zenith Benefit Investment Limited, a company with limited liability incorporated on 13 October 2017 under the laws of the BVI and a company owned by Mr. Luk and Mr. Chan in equal shares. Zenith Benefit is one of the Controlling Shareholders of the Company
“%”	per cent

LETTER FROM THE BOARD



INTRON TECHNOLOGY HOLDINGS LIMITED

英恒科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1760)

Executive Directors:

Mr. Luk Wing Ming (*Chairman and Co-CEO*)

Mr. Chan Cheung Ngai (*Co-CEO*)

Mr. Chan Ming

Mr. Ng Ming Chee

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Jiang Yongwei

Mr. Yu Hong

Mr. Tsui Yung Kwok

Principal Place of Business in Hong Kong:

Unit 703&705, 7/F, Building 22E,

22 Science Park East Avenue

Hong Kong Science Park, Pak Shek Kok

Shatin, New Territories, Hong Kong

25 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

- (1) DECLARATION OF FINAL DIVIDEND;**
- (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (3) RE-ELECTION OF DIRECTORS;**
- (4) RE-APPOINTMENT OF AUDITOR;**
- (5) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW ARTICLES OF ASSOCIATION;**
- (6) PROPOSED ADOPTION OF THE 2024 SHARE SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME; AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

proposed amendments to the Existing Articles of Association and the adoption of the New Articles of Association; (vi) the proposed adoption of the 2024 Share Scheme and termination of the Existing Share Option Scheme, and to give you notice of the AGM relating to, among other matters, these matters.

DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.098 per Share in respect of the year ended 31 December 2023. The final dividend of HK\$0.098 per Share is subject to Shareholders' approval at the AGM, and expected to be paid on or about Tuesday, 2 July 2024 to those Shareholders whose names appear on the register of members on Tuesday, 4 June 2024.

The register of members will be closed from Friday, 31 May 2024 to Tuesday, 4 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration, no later than 4:30 p.m. on Thursday, 30 May 2024.

GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) representing up to 20% of the total number of the issued Shares as at the date of passing of the ordinary resolution. As at the Latest Practicable Date, the total number of issued Shares was 1,087,838,400. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of AGM, the maximum number of Shares which may be issued (or transfer out of treasury) pursuant to the Share Issue Mandate will be 217,567,680 Shares, representing 20% of the total number of issued Shares.

The Share Issue Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company; and (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands.

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

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

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the total number of issued Shares as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company and (iii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands. As at the Latest Practicable Date, the total number of issued Shares was 1,087,838,400. Assuming that there is no change in the total number of issued Shares between the period from the Latest Practicable Date and the date of AGM, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 108,783,840 Shares, representing 10% of the total number of issued Shares.

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

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles and Code Provision B.2.2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr. Luk Wing Ming, Mr. Jiang Yongwei and Mr. Yu Hong (collectively, the “**Retiring Directors**”) will retire by rotation and, being eligible, offer themselves for re-election.

The Nomination Committee nominated each of the Retiring Directors to the Board for it to recommend to Shareholders at the AGM. Mr. Jiang Yongwei and Mr. Luk Wing Ming, who are members of the Nomination Committee, abstained from voting on their own nomination respectively when it was being considered.

The nominations were made in accordance with the Company’s Nomination Policy with due regard to diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), and took into account the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee also took into account Mr. Jiang Yongwei and Mr. Yu Hong’s substantial experience in automotive industry and the financial market and their respective contributions to the Board. The Nomination Committee was satisfied with the independence of Mr. Jiang Yongwei and Mr. Yu Hong with reference to the criteria in Rule 3.13 of the Listing Rules.

The Board, having considered the recommendation of the Nomination Committee, is of the view that each of the Retiring Directors will continue to contribute to the Board with his deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also

LETTER FROM THE BOARD

believes that the valuable knowledge and experience of the Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

Biographical details of the Retiring Directors who are proposed to be re-elected at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

Ernst & Young, which has audited the consolidated financial statements of the Company for the year ended 31 December 2023, will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration for the year ending 31 December 2024.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Board proposes to amend the Existing Articles of Association for the purposes of, among others, updating and bringing the Existing Articles of Association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which shall take effect from 31 December 2023, as well as other housekeeping changes (the “**Proposed Amendments**”).

For the purposes of the Proposed Amendments, the Board proposes to adopt the New Articles of Association, which consolidates the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Articles of Association in their entirety.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal adviser to the Company as to Hong Kong law has confirmed that the Proposed Amendments conform with the requirements of the Listing Rules; and the legal adviser to the Company as to Cayman law has confirmed that the Proposed Amendments do not violate Cayman law. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Proposed Amendments and adoption of the New Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE 2024 SHARE SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company on 22 June 2018 and is valid and effective for a period of 10 years from the date of adoption. In view of the amendments to Chapter 17 of the Listing Rules relating to share schemes which came into effect on 1 January 2023, the Company proposes to terminate the Existing Share Option Scheme and adopt the 2024 Share Scheme to replace the Existing Share Option Scheme for the purpose of, among other things, reflecting the latest changes and requirements under Chapter 17 of the Listing Rules.

Since the adoption of the Existing Share Option Scheme and up to the Latest Practicable Date, the Company had granted options for the subscription of a total of 88,818,600 Shares under the Existing Share Option Scheme, of which 6,863,400 options had been exercised, 8,010,650 options had lapsed and cancelled, and 73,944,550 options remained outstanding.

The Directors confirm that during the period from the Latest Practicable Date to the date of AGM, the Company will not grant any option under the Existing Share Option Scheme. As at the Latest Practicable Date, the Company has not adopted any share scheme other than the Existing Share Option Scheme.

According to the terms of the Existing Share Option Scheme, the Company may by resolution in general meeting at any time resolve to terminate the Existing Share Option Scheme and in such event, no further options may be granted but in all other respects, the provisions of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme. Options granted under the Existing Share Option Scheme prior to such termination shall continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme.

The 2024 Share Scheme

The Board proposes to adopt the 2024 Share Scheme, which will be valid for a period of 10 years from the Adoption Date. The 2024 Share Scheme complies with the latest requirements under Chapter 17 of the Listing Rules.

Conditions precedent of the 2024 Share Scheme

The 2024 Share Scheme will take effect upon satisfaction of the following conditions:

- (a) the passing of the ordinary resolution(s) by the Shareholders to approve the adoption of the 2024 Share Scheme and the termination of the Existing Share Option Scheme and to authorise the Board to grant Awards and to allot and issue Shares pursuant to the Awards under the 2024 Share Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any Shares which may fall to be allotted and issued pursuant to the Awards to be granted under the 2024 Share Scheme.

LETTER FROM THE BOARD

Purpose of the 2024 Share Scheme

The purpose of the 2024 Share Scheme is to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group. The 2024 Share Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

An award to be granted under the 2024 Share Scheme may take the form of a Share Option or a Share Award. The Company may use treasury Shares, if any, for the 2024 Share Scheme after the Listing Rules Amendments have become effective.

Eligible Participants and eligibility

Eligible Participants include the directors and employees of the Company or any of its Subsidiaries (including persons who are granted Awards under the 2024 Share Scheme as an inducement to enter into employment contracts with these companies). In determining the basis of eligibility of each Eligible Participant, the Board will consider, among others:

- (a) their individual performance;
- (b) their skill, knowledge, experience, expertise and other personal qualities;
- (c) their responsibilities or employment conditions according to the prevailing market practice and industry standard;
- (d) their length of engagement with the Group; and
- (e) their individual contribution or potential contribution to the development and growth of the Group.

The Eligible Participants include independent non-executive directors. The purpose of including the independent non-executive directors as Eligible Participants is to provide additional flexibility to the Group in determining their remuneration packages in addition to or in lieu of cash-based incentives, which will allow the Company to keep its remuneration package competitive in order to attract and retain talent and is in line with the purpose of the 2024 Share Scheme.

The Company is of the view that the independence and impartiality of the independent non-executive Directors would not be affected by any possible grant of the Award under the 2024 Share Scheme for the following reasons: (i) the independent non-executive Directors will continue to comply with the independence requirement under Rule 3.13 of the Listing Rules; (ii) as set out in paragraph 4.4 of Appendix IV to this circular, certain grants to them will require approval by the independent Shareholders; and (iii) the Board will be mindful of the recommended best practice E.1.9 of the corporate governance code set out in Appendix C1 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors when

LETTER FROM THE BOARD

considering any future grants of Awards to the independent non-executive Directors. As of the Latest Practicable Date, the Company has no current plan to grant any Award to any of the independent non-executive Directors.

Maximum number of Shares subject to the 2024 Share Scheme

The Scheme Limit is the total number of Shares which may be issued in respect of all options and awards to be granted under the 2024 Share Scheme and any other share schemes of the Company, which shall not exceed 10% of the total number of Shares in issue on the Adoption Date. As at the Latest Practicable Date, there were 1,087,838,400 Shares in issue. Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the Scheme Limit will be 108,783,840 Shares.

Vesting period and exercise of Awards

Save for the circumstances prescribed in paragraph 7.2 of Appendix IV to this circular, the vesting period for Awards under the 2024 Share Scheme shall not be less than 12 months. To ensure the practicability in fully attaining the purpose of the 2024 Share Scheme, the Board and the Remuneration Committee are of the view that (a) there are certain instances where a strict 12-month vesting requirement would not work or would not be fair to the Grantee, such as those set out in paragraphs 7.2 of the Appendix IV to this circular; (b) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (c) the Company should be allowed discretion to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

Hence, the Board and the Remuneration Committee are of the view that the shorter vesting period prescribed in paragraph 7.2 of the Appendix IV to this circular is in line with the market practice and is appropriate and aligns with the purpose of the 2024 Share Scheme.

Performance targets and clawback mechanisms

The Board or the Remuneration Committee may (as the case may be) establish performance targets which must be satisfied before the Awards may be vested. Such performance targets may include business, financials, operations, market value of the Company and creation of capital value for the Group's business segments, or individual performance appraisal results for the relevant year evaluated in accordance with the performance appraisal system as established by the Group applicable to the Eligible Participants as the Board or the Remuneration Committee (as the case may be) considers reasonable at its sole discretion. For the avoidance of doubt, an Award shall not be subject to any performance targets, criteria or conditions if none are set out in the relevant letter of grant.

In addition, the Board may, at its absolute discretion, determine that (i) any outstanding Awards be lapsed or (ii) with respect to any Shares delivered to the Grantee pursuant to any Awards granted under the 2024 Share Scheme, the equivalent number of Shares, an amount in cash equal to the market value of such Shares or a combination of the above be transferred back to the Company under certain circumstances specified in

LETTER FROM THE BOARD

the 2024 Share Scheme, such as a Grantee committing a serious breach of an internal policy or code of any member of the Group or agreement with any member of the Group. For details, please refer to the paragraph headed “16. Clawback Mechanism” in Appendix IV to this circular.

The Board believes that the aforesaid will provide the Board with more flexibility in setting the terms and conditions of the Awards under particular circumstances of each grant and facilitate the Board’s aim to offer meaningful incentives to attract and retain quality personnel that are valuable to the development of the Group and for the benefit of the Group and the Shareholders as a whole.

Exercise Price of Share Options and Purchase Price of Share Awards

The Exercise Price of a Share Option shall be a price solely determined by the Board, which shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share on the date of grant.

The Board may in its absolute discretion determine whether the grantee is required to pay any Purchase Price for obtaining the Shares underlying a Share Award. The Board noted that it is market practice that Share Awards are granted free of payment. However the Board may consider the requirement to pay purchase price for the Share Award after having regard to the specific circumstances and other terms of the grant to the particular Eligible Participant such that it will be in the interest of the Company and will serve the purpose of the 2024 Share Scheme.

The Directors consider that the authority given to the Directors under the 2024 Share Scheme to determine the Exercise Price of a Share Option and the Purchase Price (if any) of a Share Award will enable the Company to provide appropriate incentives and/or rewards to the Eligible Participants to achieve the purpose of the 2024 Share Scheme.

General

Subject to the approval by the Shareholders in respect of the adoption of the 2024 Share Scheme, application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued in respect of all Awards to be granted under the 2024 Share Scheme.

To the best knowledge of the Directors and having made all reasonable enquiries, no Shareholder has any material interest in the proposed adoption of the 2024 Share Scheme. As such, no Shareholder is required to abstain from voting on the resolution in relation thereto.

A summary of the principal terms of the 2024 Share Scheme is set out in Appendix IV to this circular. A copy of the 2024 Share Scheme will be made available for inspection at the AGM and will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.intron-tech.com for not less than 14 days before the date of the AGM.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set forth on pages 43 to 48 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the declaration of final dividend, the Share Issue Mandate, the Share Repurchase Mandate, the re-election of the Directors, the re-appointment of auditor, the proposed amendments to the Existing Articles of Association and the adoption of the New Articles of Association, and the proposed adoption of the 2024 Share Scheme and termination of the Existing Share Option Scheme.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.intron-tech.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Saturday, 25 May 2024).

VOTING BY POLL

The forthcoming AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the approval of final dividend; (ii) the granting of the Share Issue Mandate and the Share Repurchase Mandate; (iii) the re-election of Directors; (iv) the re-appointment of the auditor; (v) the proposed amendments to the Existing Articles of Association and the adoption of the New Articles of Association; and (vi) the proposed adoption of the 2024 Share Scheme and termination of the Existing Share Option Scheme are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other material matters the omission of which would make any statement herein or this circular misleading.

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

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

1. LISTING RULES RELATING TO THE SHARE REPURCHASE MANDATE

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

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

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 1,087,838,400 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 108,783,840 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

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

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

5. IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at 31 December 2023 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL INFORMATION

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

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

The Company may cancel repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

7. CONFIRMATION

The Directors will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Hong Kong, the articles of association of the Company and the applicable laws of the Cayman Islands. Neither the explanatory statement nor the proposed Share Repurchase Mandate has any unusual features.

8. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Mr. Luk and Mr. Chan held their interests in the Company commonly through Magnate Era and Zenith Benefit as well as individually through Treasure Map and Heroic Mind, a total of 718,970,000 Shares, representing a total of 66.09% of the total number of issued Shares. Accordingly, under the SFO, Mr. Luk and Mr. Chan are deemed to be interested in 718,970,000 Shares. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Share Repurchase Mandate, the shareholding of Mr. Luk and Mr. Chan would be increased to 73.44% of the total number of the issued Shares. Such increase would not give rise to an obligation on the part of Mr. Luk, Mr. Chan and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code.

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

9. SHARE REPURCHASE MADE BY THE COMPANY

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

10. SHARE PRICES

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

APPENDIX I**EXPLANATORY STATEMENT
ON THE SHARE REPURCHASE MANDATE**

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	5.96	5.11
May	5.36	4.35
June	5.16	4.31
July	5.35	4.55
August	5.45	3.04
September	3.6	3.09
October	3.34	2.67
November	3.19	2.71
December	2.98	2.02
2024		
January	2.27	1.79
February	2.47	1.92
March	2.52	1.84
April (up to the Latest Practicable Date)	2.02	1.76

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

Mr. Luk Wing Ming, aged 54, is a co-founder and an executive Director of the Company. Mr. Luk is also our Chairman and co-CEO responsible for our strategic development and business operations. Mr. Luk also holds positions in other members of our Group: he is a director of Shanghai Intron Electronics Company Limited, Intron Technology (China) Limited and Evertronics Technology (China) Company Limited; a supervisor of Shanghai G-Pulse Electronics Technology Company Limited, and Beijing Maichuang Zhiheng Renewable Energy Technology Company Limited; and the executive director of Intron Intelligent Technology (Shanghai) Limited.

Mr. Luk has over 25 years of working experience including 20 years of experience in automotive electronics. Prior to our founding in 2001, Mr. Luk worked in Array Electronics (China) Ltd., a semiconductor distributor, from February 1996 to January 2001. He was initially a sales executive and was then promoted to strategic marketing manager. Mr. Luk graduated with a Master of Business Administration Degree from China Europe International Business School, the PRC and a Bachelor of Engineering Degree in materials engineering from Shanghai Jiaotong University, the PRC.

Mr. Luk has entered into a service contract with the Company. Mr. Luk as an Executive Director, is entitled to receive an annual director's remuneration of HKD180,000 (subject to an annual review by the Board and the Remuneration Committee). For the year ended 31 December 2023, Mr. Luk received total remuneration of RMB5,107,000 including director's fee, basic salary, allowance, benefit, discretionary variable bonus and mandatory provident fund contribution. Mr. Luk's remuneration is based on the service contract with reference to his duties & responsibilities, our remuneration policy, the performance of the Company and the prevailing market rate.

As at the Latest Practicable Date, Mr. Luk is one of the Controlling Shareholders. Mr. Luk (1) is the sole shareholder of Treasure Map, (2) holds 50% shares in Magnate Era, and (3) holds 50% shares in Zenith Benefit. As at the Latest Practicable Date, Mr. Luk is deemed to be interested in 643,970,000 Shares of the Company pursuant to Part XV of the SFO by virtue of his interest in Treasure Map, Magnate Era and Zenith Benefit.

Save as disclosed above, as at the Latest Practicable Date, Mr. Luk (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.

Mr. Jiang Yongwei, aged 53, is an independent non-executive Director of the Company. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. Jiang graduated with a Bachelor in Metallurgy Engineering from Shanghai Jiaotong University, the PRC in 1992.

Mr. Jiang has over 20 years of experience in the automotive industry. He had been working for automotive technology solutions provider Faurecia Emission Control Technologies Development (Shanghai) Co., Ltd., where he held various positions including China division president (October 2015 to July 2020), China division operations director (February to October 2015), and the general manager of the Wuhan plant (October 2013 to January 2015).

From 2012 to 2013, Mr. Jiang worked as the general manager of Dongfeng GEFCO, a provider of logistics services for the automotive industry. From 1992 to 1994, he worked as a research and development engineer for Dongfeng Motors.

Mr. Jiang has entered into a letter of appointment with the Company for an initial term of three years commencing from 22 June 2018 subject to termination in certain circumstances as stipulated in the relevant letters of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Pursuant to such letter of appointment, he is entitled to the annual remuneration of HKD180,000. The remuneration of Mr. Jiang is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Jiang held 90,000 share options of the Company which enabled him to subscribe for 90,000 Shares (representing less than 0.01% of the issued share capital of the Company). Save as the aforementioned, Mr. Jiang did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Jiang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

Mr. Yu Hong, aged 70, is currently an independent non-executive Director. He is a member of each of the Audit Committee and the Remuneration Committee.

Mr. Yu graduated with a Master of Business Administration from Shanghai University of Finance and Economics, the PRC in 2001. In 1984, Mr. Yu had completed a Finance course in the Shanghai College of Finance and Economics. Mr. Yu was certified as a senior economist in December 1994 by Industrial and Commercial Bank of China (Main Branch). Mr. Yu also passed the Licensing Examination for Securities and Futures Intermediaries held by the Hong Kong Securities Institute in July and September 2011. Mr. Yu has over 30 years of experience in the banking sector. He held senior management positions in various financial institutions, including as vice chairman of the board of directors of investment management company Shanghai Right Capital Co., Ltd. (August 2014 to April 2018), deputy chief executive officer and

executive director of ICBC International Holdings Limited (Hong Kong) (January 2010 to February 2013), executive director and chief executive officer of Seng Heng Bank Limited (Macao) (January 2008 to October 2009), chief executive of Fortis Bank Asia HK (Hong Kong Branch) (May 2004 to October 2005), and general manager of Industrial and Commercial Bank of China Limited Tokyo Branch (November 1997 to June 2000). From February 1979 to October 1984, Mr. Yu worked as the Luwan District deputy director of People's Bank of China (Shanghai). From October 1984 to December 1996, he worked for Industrial and Commercial Bank of China Limited (Shanghai Branch) and held various positions including section chief, deputy chief manager, and chief manager.

Mr. Yu has entered into a letter of appointment with the Company for an initial term of three years commencing from 22 June 2018 subject to termination in certain circumstances as stipulated in the relevant letters of appointment. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to such letter of appointment, he is entitled to the annual remuneration of HKD180,000.

The remuneration of Mr. Yu is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yu was interested in 25,000 Shares and held 65,000 share options of the Company which enabled him to subscribe for 65,000 Shares (representing less than 0.01% of the issued share capital of the Company). Save as the aforementioned, Mr. Yu did not hold any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Yu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

Article No.	Provisions of Existing Articles	Provisions of New Articles
2 (1)	N/A	<p><u>“electronic means”</u> includes sending or otherwise making available to the intended recipients of the communication in electronic format.</p> <p><u>“electronic signature”</u> has the same meaning as in the Electronic Transactions Act.</p> <p><u>“Electronic Transactions Act”</u> the Electronic Transactions Act (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p> <p><u>“treasury share(s)”</u> share(s) repurchased or acquired by the Company and held by the Company as treasury share(s).</p>
2(2)	(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;	(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing <u>or reproducing</u> words or figures in a visible form <u>(including an electronic communication)</u> , and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;
2(2)	(h) 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;	(h) references to a document <u>(including, but without limitation, a resolution in writing)</u> being <u>signed or</u> executed include references to it being executed under hand or under seal or by electronic signature <u>or by electronic communication</u> 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;

Article No.	Provisions of Existing Articles	Provisions of New Articles
2(2)	(i) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.	(i) Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands , as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
3	(2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act.	(2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. <u>Shares repurchased or acquired by the Company may be cancelled, or (subject to the rules and regulations of the relevant stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as treasury shares.</u>
3	N/A	(6) <u>Subject to the rules and regulations of the relevant stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:</u> (a) <u>cancel any one or more treasury shares; or</u> (b) <u>transfer any one or more treasury shares to any person, whether or not for valuable consideration.</u>

Article No.	Provisions of Existing Articles	Provisions of New Articles
44.	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board 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 or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means 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.</p>	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board 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 or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means 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, <u>and by sending a Notice to the Members, such period may be extended for no more than another thirty (30) days in respect of any year by an ordinary resolution of the Members.</u></p>
51.	<p>The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange or by electronic means or other means 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.</p>	<p>The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange or by electronic means or other means 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, <u>or, if the Company in general meeting by ordinary resolution approves, sixty (60) days in any year.</u></p>

Article No.	Provisions of Existing Articles	Provisions of New Articles
149.	Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	Subject to Article 150, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.
150.	Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, 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 summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.	Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, 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 summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

Article No.	Provisions of Existing Articles	Provisions of New Articles
151.	<p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, 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.</p>	<p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company’s <u>website</u> 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, <u>subject to compliance with the Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force.</u></p>

Article No.	Provisions of Existing Articles	Provisions of New Articles
158.	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles 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 appropriate newspapers 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.</p>	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles 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 <u>electronic communication</u>, and any such Notice and document may be served or delivered by the Company on or to any Member <u>by the following means:</u></p> <ul style="list-style-type: none"> (a) <u>by serving it either personally on such Member;</u> (b) 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, as the case may be; (c) by transmitting it to, <u>or delivering or leaving it at,</u> any such address <u>as aforesaid;</u> or (d) <u>by sending or transmitting it to any telex or facsimile transmission number or electronic number or <u>electronic</u> 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;</u> or may also be served (e) by <u>placing an advertisement in appropriate newspapers or other publication in accordance with the requirements of the Designated Stock Exchange;</u> or, (f) 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; <u>or</u>

Article No.	Provisions of Existing Articles	Provisions of New Articles
		(g) <u>by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</u>
159.	<p>Any Notice or other document:</p> <p>(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 Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(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 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;</p> <p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>	<p>Any Notice or other document:</p> <p>(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 Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(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 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;</p> <p>(c) <u>if published or placed on the Company's website or the website of the Designated Stock Exchange, is deemed to have been served or delivered on the day on which the Notice or other document first so appears on the Company's website or the website of the Designated Stock Exchange;</u></p> <p>(d) <u>if published or placed as an advertisement in a newspaper or other publication permitted under these Articles and applicable laws, shall be deemed to have been served on the day on which the advertisement first so appears;</u></p> <p>(e)(e) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be,</p>

Article No.	Provisions of Existing Articles	Provisions of New Articles
		<p>at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d)(f) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.</p>
161.	<p>For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.</p>	<p>For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed <u>or printed by electronic signature</u>made electronically.</p>

The following is a summary of the principal terms of the rules of the 2024 Share Scheme. It does not form part of, nor is it intended to be part of the rules of the 2024 Share Scheme and it should not be taken as affecting the interpretation of the rules of the 2024 Share Scheme.

1. PURPOSE OF THE 2024 SHARE SCHEME

The purpose of the 2024 Share Scheme is to provide incentive to the Eligible Participants in order to promote the development and success of the business of the Group. The 2024 Share Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company and will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth of the Group.

2. DURATION AND ADMINISTRATION OF THE 2024 SHARE SCHEME, ESTABLISHMENT OF TRUST AND APPOINTMENT OF TRUSTEE

- 2.1 The 2024 Share Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date (the “**Term**”) unless terminated earlier.
- 2.2 The 2024 Share Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the 2024 Share Scheme or its interpretation or effect shall (save as otherwise provided in the 2024 Share Scheme) be final and binding on all parties.
- 2.3 Subject to compliance with the Listing Rules, the Board may delegate any or all of its powers in relation to the 2024 Share Scheme to any of its committees.
- 2.4 To satisfy the Share Awards, the Board may in its absolute discretion allot and issue new Shares to the Grantee and/or acquire existing Shares through on-market purchases or receive existing Shares from any Shareholders.
- 2.5 The Company may use treasury Shares, if any, for the 2024 Share Scheme after the Listing Rules Amendments have become effective. In the 2024 Share Scheme, references to new Shares include treasury Shares, and references to the issue of Shares include the transfer of treasury Shares.
- 2.6 The Company may, in its absolute discretion, establish a trust and appoint a Trustee to assist with the administration, exercise and vesting of Awards granted pursuant to the 2024 Share Scheme. The Company may, to the extent permitted by the Listing Rules and applicable laws, (a) allot and issue Shares to the Trustee, (b) direct and procure the Trustee to make on-market or off-market purchases of Shares, and/or (c) accept and receive a specified number of Shares from any existing Shareholder or any party designated by the Company, in either case to satisfy the Awards upon vesting or exercise. The Company shall, to the extent permitted by applicable laws, provide sufficient funds to the Trustee by whatever means as the Board may in its absolute discretion determine to enable the Trustee to satisfy its obligations in connection

with the administration, vesting and exercise of Awards. The Trustee shall abstain from voting on matters that require Shareholders' approval under the Listing Rules in respect of any Shares held by directly or indirectly it under the trust (if any).

3. ELIGIBLE PARTICIPANTS OF THE 2024 SHARE SCHEME AND THE BASIS OF DETERMINING ELIGIBILITY OF ELIGIBLE PARTICIPANTS

- 3.1 Eligible Participants include directors and employees of the Company or any of its Subsidiaries (including persons who are granted Awards under the 2024 Share Scheme as an inducement to enter into employment contracts with these companies).
- 3.2 Subject to the terms of the 2024 Share Scheme, the Board shall be entitled at any time during the life of the 2024 Share Scheme to offer the grant of any Award to any Eligible Participant as the Board may in its absolute discretion select.
- 3.3 In determining the basis of eligibility for Eligible Participants, the Board will consider, among others, (a) the individual performance; (b) the skill, knowledge, experience, expertise and other personal qualities; (c) responsibilities or employment conditions according to the prevailing market practice and industry standard; (d) the length of engagement with the Group; and (e) the individual contribution or potential contribution to the development and growth of the Group.

4. GRANT OF AWARDS

- 4.1 On and subject to the terms of the 2024 Share Scheme, the Board shall be entitled at any time and from time to time during the Term to make an Offer to any Eligible Participant as the Board may in its absolute discretion select. An Award may be in the form of a Share Award or a Share Option.
- 4.2 Any grant of an Award to a Director, chief executive or a substantial Shareholder of the Company or any of their respective associates must first be approved by the independent non-executive Directors of the Company (excluding the independent non-executive Director who or whose associates is the grantee of an Award), and all grants to connected persons shall be subject to compliance with the applicable requirements under the Listing Rules.
- 4.3 Where any grant of Share Awards (i.e. excluding grant of Share Options) to any Director (other than an independent non-executive Director), chief executive of the Company or any of their respective associates would result in the Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of the 2024 Share Scheme) to such person pursuant to the 2024 Share Scheme and any other share schemes of the Company in the 12-month period up to and including the Offer Date representing in aggregate over 0.1% of the Shares in issue on the Offer Date (excluding treasury Shares), such further grant of Awards shall be subject to prior approval by the Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules.

- 4.4. Where any grant of Awards (including grant of Share Options and Share Awards) to an independent non-executive Director or a substantial Shareholder of the Company or any of their respective associates would result in the Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of the 2024 Share Scheme) to such person pursuant to the 2024 Share Scheme and any other share schemes of the Company in the 12-month period up to and including the Offer Date representing in aggregate over 0.1% of the Shares in issue on the Offer Date (excluding treasury Shares), such further grant of Awards shall be subject to prior approval by the Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules.

5. ACCEPTANCE OF AN OFFER

- 5.1 The Board may determine in its absolute discretion the amount (if any) payable on acceptance of an Offer and the period within which any such payments must be made, and such amounts (if any) and periods shall be set out in the letter of grant.
- 5.2 Unless otherwise specified in the letter of grant, an Offer shall remain open for acceptance by the Eligible Participant concerned for a period of 21 days from the Offer Date (inclusive of the Offer Date). An Award may be accepted in whole or in part provided that it must be accepted in respect of a board lot for dealing in Shares or a multiple thereof. An Award shall be deemed to have been granted and accepted by the Eligible Participant and to have taken effect when the duplicate letter of grant comprising acceptance of the Award duly signed by the Grantee together with a remittance in favour of the Company of any consideration payable upon grant of Award, if any. Such remittance, if any, shall in no circumstances be refundable.
- 5.3 To the extent that the Award or part thereof is not accepted in the manner indicated in the paragraph above, the portion not accepted shall be deemed to have been irrevocably declined and shall automatically lapse.

6. EXERCISE PRICE AND PURCHASE PRICE

- 6.1. The Exercise Price in respect of any particular Share Option shall be a price solely determined by the Board and notified to an Eligible Participant and shall be at least the highest of:
- (a) the nominal value of a Share on the Offer Date;
 - (b) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day; and
 - (c) the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the Offer Date.
- 6.2. For Share Awards, the Board may in its absolute discretion determine whether the Grantee is required to pay any Purchase Price for obtaining the Shares underlying the Share Award. For the avoidance of doubt, the Board may determine the Purchase Price be at nil consideration.

7. VESTING AND EXERCISE

- 7.1. The Board may in respect of each Award in its sole and absolute discretion determine such vesting criteria and conditions or periods for vesting of the Awards. The relevant vesting date of any Award shall be set out in the letter of grant.
- 7.2. The vesting period of the Awards shall not be less than 12 months from the Offer Date, except for such circumstances the Board may consider appropriate and in alignment with the purposes of the 2024 Share Scheme in relation to grant of Awards to the Eligible Participants under the following circumstances:
- (i) grants of “make-whole” awards to new joiners to replace the options or awards they forfeited when leaving the previous employer;
 - (ii) grants to an Eligible Participant whose employment is terminated due to death, disability or occurrence of any out of control event, in which circumstances the vesting of share awards may accelerate;
 - (iii) grants which would have been made earlier but for administrative and compliance reasons and are made in a subsequent batch, in order to put the Grantees in the same position as they would have been in had the grant been made earlier;
 - (iv) grants with a mixed or accelerated vesting schedule, such as where the Awards may vest evenly over a period of twelve (12) months;
 - (v) grants with performance-based vesting conditions in lieu of time-based vesting criteria; or
 - (vi) grants of Awards with a total vesting and holding period of more than twelve (12) months.
- 7.3. It is considered that by having the flexibility of having a shorter vesting period in accordance with the paragraph above, the Group will be in a better position to attract and retain such Eligible Participants to continue serving the Group whilst at the same time providing them with further incentive in achieving the goals of the Group, and thereby, to achieve the purpose of the 2024 Share Scheme.
- 7.4. For Share Options, the Option Period shall be such period determined by the Board in its absolute discretion and notified to the Eligible Participant in the letter of grant, provided that the Option Period shall not be longer than 10 years from the Offer Date. A Share Option shall lapse automatically and shall not be exercisable (to the extent not already exercised) on the expiry of the tenth anniversary from the Offer Date.

- 7.5. In the case of a Share Award, subject to the terms of the 2024 Share Scheme and to the specific terms on which such Share Award is granted, the Shares underlying a Share Award shall vest on the Vesting Date of such Share Award.
- 7.6. In the case of a Share Option, subject to the terms of the 2024 Share Scheme and to the specific terms on which such Share Option is granted, a Share Option may be exercised in whole or in part after the same has become vested and before the Expiry Date by the Grantee.
- 7.7. In respect of any Eligible Participant, the Board or the Remuneration Committee may (as the case may be) establish performance targets against the attainment of which the Awards granted to the Eligible Participants concerned. Proposed performance targets include business, financials, operations, market value of the Company and creation of capital value for the Group's business segments, or individual performance appraisal results for the relevant year evaluated in accordance with the performance appraisal system as established by the Group applicable to the Eligible Participants as the Board or the Remuneration Committee (as the case may be) considers reasonable at its sole discretion. The Board or the Remuneration Committee (as the case may be) shall conduct assessment prior to the relevant vesting period of Awards on the fulfilment or satisfaction of such performance targets to determine whether the targets and the extents to which have been met. For the avoidance of doubt, an Award shall not be subject to any performance targets, criteria or conditions if none are set out in the relevant letter of grant.

8. RIGHTS ON A TAKEOVER

Notwithstanding any other provision provided in the 2024 Share Scheme, if there occurs an event of change in control of the Company (whether by way of offer, merger, scheme of arrangement or otherwise), the Board shall determine, subject to compliance with applicable laws, rules and regulations, at its sole and absolute discretion whether such Awards shall vest in the Grantee and the time at which such Awards shall vest and whether the Grantee may exercise any such Share Option and the period during which it may be exercised. If the Board determines that any such Awards or Share Options shall not vest or exercisable, such Awards or Share Options shall lapse automatically. For the purpose of this paragraph, "control" shall have the meaning as specified in The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time.

9. RIGHTS ON A COMPROMISE OR ARRANGEMENT

If a compromise or arrangement between the Company and its members or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company, the Company shall give notice thereof to the Grantees on the same day as it dispatches notices to all members or creditors of the Company summoning the meeting to consider such a compromise or arrangement. The Board shall, subject to compliance with applicable laws, rules and regulations, determine at its absolute discretion whether any Award shall vest and the date of such vesting and whether the Grantee may exercise any such Share Options and the period during which it may be exercised prior to the date of the general meeting directed to be convened by the court for the purposes of considering such compromise or arrangement (the

“**Suspension Date**”). With effect from the Suspension Date, the rights of all Grantees to exercise their respective Awards shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Awards shall, to the extent that they have not been exercised, lapse and determine. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Awards shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the court (whether upon the terms presented to the court or upon any other terms as may be approved by such court), the rights of Grantees to exercise their respective Awards shall with effect from the date of the making of the order by the court be restored in full but only up to the extent not already exercised and shall thereupon become exercisable (but subject to the other terms of the 2024 Share Scheme) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of such proposal, unless any such loss or damage shall have been caused by the act, neglect, fraud or wilful default on the part of the Company or any of its officers.

10. RIGHTS ON WINDING-UP

If notice is duly given by the Company to its shareholders to convene a shareholders’ meeting for the purpose of considering a resolution for the voluntary winding-up of the Company (other than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company) or an order of winding up of the Company is made, the Board shall determine, subject to compliance with applicable laws, rules and regulations, at its sole and absolute discretion whether any Awards shall vest in the Grantee and the time at which such Awards shall vest and whether the Grantee may exercise any such Share Option and the period during which it may be exercised prior to the proposed general meeting of the Company. If the Board determine that any such Award or Share Options shall not vest or exercisable, such Award or Share Options shall lapse automatically.

11. RETIREMENT

If a Grantee ceases to be an Eligible Participant by reason of the Grantee’s retirement: (i) any outstanding Awards not yet vested shall continue to vest in accordance with the Vesting Date set out in the letter of grant, or such other period as the Board may determine at its sole discretion; and (ii) any vested Share Option may be exercised within the Option Period, failing which the Share Option shall lapse. A Grantee shall be taken to have retired on the date that the Grantee retires upon or after reaching the age of retirement specified in the Grantee’s service agreement or pursuant to any retirement policy of the relevant member of the Group applicable to the Grantee from time to time or, in case there is no such terms of retirement applicable to the Grantee, with the approval of the Board or the board of the applicable member of the Group.

12. DEATH, INJURY, DISABILITY OR ILL-HEALTH

If a Grantee ceases to be an Eligible Participant by reason of (i) death of the Grantee; or (ii) the termination of the Grantee's employment or contractual engagement with any member of the Group by reason of injury, disability or ill-health:

- (a) in the case of Share Options, any vested Share Option may be exercised within the Option Period by the personal representatives of the Grantee. In the case where a Grantee no longer has any legal capacity to exercise the Share Option, the vested Share Option may be exercised within that period by the persons charged with the duty of representing the Grantee under the relevant laws. If the vested Share Option is not exercised within the time mentioned above, the Share Option shall lapse; and
- (b) in the case of Share Awards, any outstanding Share Awards not yet vested shall immediately vest, and the Company shall deliver such number of Shares as are equal to the vested Share Awards (hereinafter referred to as "**Benefits**") to the legal personal representatives of the Grantee or the persons charged with the duty of representing the Grantee under the relevant laws, as the case may be, as soon as practicable following the death of the Grantee or, if the Benefits would otherwise become *bona vacantia*, the Benefits shall be forfeited and cease to be transferable and such Benefits shall lapse.

13. BANKRUPTCY

If a Grantee is declared bankrupt or becomes insolvent or is wound-up or makes any arrangements or composition with the Grantee's creditors generally, the Grantee shall cease to be an Eligible Participant under the 2024 Share Scheme and any Awards not yet vested and any outstanding Share Options not yet exercised shall be immediately forfeited and shall lapse, unless the Board determines otherwise at its absolute discretion. A resolution of the Board to the effect that a Grantee or an Eligible Participant has or has not ceased to be an Eligible Participant for purposes of this paragraph shall be conclusive.

14. LIMITS OF THE 2024 SHARE SCHEME

14.1 The total number of new Shares which may be issued in respect of all Awards to be granted under the 2024 Share Scheme and any other schemes of the Company must not in aggregate exceed ten percent (10%) of the Shares in issue as at the Adoption Date (the "**Scheme Limit**"), being 108,783,840 Shares (assuming that there are no changes to the Company's issued share capital between the Latest Practicable Date and the date of the AGM). Awards lapsed in accordance with the terms of the 2024 Share Scheme will not be regarded as utilised for the purpose of calculating the Scheme Limit.

14.2 For the avoidance of doubt, Awards which will be settled by existing Shares, whether funded by purchase or acquisition on-market or by transfer of existing Shares by any Shareholder for the purpose of implementation of the 2024 Share Scheme, in accordance with the terms of the Scheme Rules shall not be counted for the purpose of calculating the Scheme Limit.

- 14.3 If the Company conducts a share consolidation or subdivision after the Scheme Limit has been approved in general meeting, the maximum number of Shares that may be issued in respect of all Awards to be granted under all the schemes of the Company under the Scheme Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.
- 14.4 The Scheme Limit may be refreshed after or within any three years from the date of Shareholders' approval for the adoption of the 2024 Share Scheme or the last refreshment in accordance with the provisions of the Listing Rules where required.
- 14.5 Any refreshment within any three year period must be approved by Shareholders of the Company subject to the following provisions:
- (i) any controlling Shareholders and their associates (or if there is no controlling Shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and
 - (ii) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules.
- 14.6 The requirements under paragraphs (i) and (ii) above do not apply if the refreshment is made immediately after an issue of securities by the Company to its Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Limit (as a percentage of the relevant class of shares in issue) upon refreshment is the same as the unused part of the Scheme Limit immediately before the issue of securities, rounded to the nearest whole share.
- 14.7 The total number of Shares which may be issued in respect of all Awards to be granted under all the schemes of the Company under the Scheme Limit as refreshed must not exceed 10 percent (10%) of the Shares in issue (excluding treasury Shares) as at the date of approval of the refreshed Scheme Limit. The Company must send a circular to the Shareholders containing the number of Awards that were already granted under the existing Scheme Limit, and the reason for the refreshment.
- 14.8 The Company may seek separate approval by the Shareholders in general meeting for granting Awards beyond the Scheme Limit provided the Awards in excess of the limit are granted only to Grantees specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing the name of each specified Grantees who may be granted such Awards, the number and terms of the Awards to be granted to each Grantee, and the purpose of granting Awards to the specified Grantee with an explanation as to how the terms of the Awards serve such purpose. The number and terms of Awards to be granted to such Grantee must be fixed before Shareholders' approval. In respect

of any Share Options to be granted, the date of the board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the Exercise Price under the Listing Rules.

15. MAXIMUM ENTITLEMENT OF GRANTEES

- 15.1 In additional to paragraph 4 above and subject to the paragraph below, the maximum number of Shares issued and to be issued upon the vesting or exercise of the Awards granted to each Eligible Participant under the 2024 Share Scheme and any other share scheme(s) of the Company (excluding any awards lapsed in accordance with the terms of the relevant share scheme) in any 12-month period up to and including the Offer Date shall not exceed 1% of the Shares in issue (excluding treasury Shares) for the time being.
- 15.2 When any further grant of Awards to an Eligible Participant would result in the Shares issued and to be issued upon the vesting or exercise of all Awards granted and to be granted to such person (excluding any awards lapsed in accordance with the terms of the relevant share scheme) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue (excluding treasury Shares), such further grant must be separately approved by Shareholders in general meeting in accordance with the Listing Rules.

16. CLAWBACK MECHANISM

- 16.1. The Board may make a determination at its absolute discretion that: (A) any Awards granted but not yet vested/exercised shall immediately lapse, regardless of whether such Awards have vested or not, and (B) with respect to any Shares delivered to the Grantee pursuant to any Awards granted under the 2024 Share Scheme, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares, (2) an amount in cash equal to the market value of such Shares, or (3) a combination of (1) and (2), in the following circumstances:
- (a) a Grantee ceases to be an Eligible Participant by reason of: (i) termination of the Grantee's employment or contractual engagement with the Group for cause or without notice; (ii) termination of the Grantee's employment or contractual engagement with the Group as a result of the Grantee having been charged, penalised or convicted or an offence involving the Grantee's integrity or honesty;
 - (b) in the reasonable opinion of the Board, a Grantee has committed a serious breach of an internal policy or code of any member of the Group or agreement with any member of the Group, including the breach of a non-compete obligation imposed on the Grantee by the Group, and such breach is considered material; or
 - (c) in the reasonable opinion of the Board, a Grantee has engaged in serious misconduct or breaches the terms of the 2024 Share Scheme in any material respect.

16.2. The Board shall have the power to decide whether an Award shall lapse and its decision shall be binding and conclusive on all parties. The Company shall not owe any liability to any Grantee for the lapse of any Award under this paragraph.

17. LAPSE OF AWARD

17.1. Without prejudice to the authority of the Board to provide additional situations when an Award shall lapse in the terms of any letter of grant, except as otherwise approved by the Board, an Award shall lapse automatically (to the extent not already vested and/or exercised) on the earliest of:

- (a) the expiry of the Option Period;
- (b) the date on which the Board makes a determination under paragraph 16;
- (c) the expiry of any of the periods for accepting the Award;
- (d) the expiry of any of the periods referred to paragraphs 8 to 13;
- (e) the date on which Grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions that may be attached to the grant of the Award or which were the basis on which the Award was granted;
- (f) the date of the commencement of the winding-up of the Company (as determined in accordance with the applicable law and regulations);
- (g) the date on which the Grantee ceases to be an employee of the Group for any reason other than his retirement, death, injury, disability or ill-health.

18. CANCELLATION OF AWARDS

18.1. Any Awards granted but not vested/exercised may be cancelled by the Board at any time with the prior consent of the Grantee. No compensation shall be payable upon any such cancellation, provided that the Board shall be entitled in its discretion to pay such compensation to the Grantee in such manner as it may consider appropriate in any particular case.

18.2. The Board may in its sole discretion determine to buyout an Award from a Grantee at a price, and on such terms as, deemed fair and communicated to the Grantee, following which, the purchased Award shall be cancelled.

18.3. Issuance of new Awards to the same Grantee whose Awards have been cancelled pursuant to paragraphs 18.1 and 18.2 may only be made if there are unissued Awards available under the Scheme Limit and in compliance with the terms of the 2024 Share Scheme. Awards cancelled pursuant to the terms of the Scheme Rules (or the terms of any other share schemes of the Company) shall be counted as utilised for the purpose of calculating the Scheme Limit.

19. TRANSFERABILITY OF AWARDS

An Award shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Award or attempt so to do unless such prohibition is otherwise waived by the Stock Exchange in accordance with the Listing Rules. Any breach of the foregoing shall entitle the Company to cancel any outstanding Award or part thereof granted to such Grantee.

20. RIGHTS ATTACHED TO THE AWARDS

20.1. The Awards do not carry any right to vote at general meetings of the Company, or any dividend, transfer or other rights (including those arising on the winding-up of the Company).

20.2. No Grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an Award under the 2024 Share Scheme, unless and until the Shares underlying the Award are actually allotted and issued or transferred to the Grantee pursuant to the vesting or exercise of such Award.

21. REORGANISATION OF CAPITAL STRUCTURE

21.1. In the event of any alteration to the capital structure of the Company while any Award remains unvested or unexercised, whether by way of capitalisation issue, rights issue, subdivision or consolidation of Shares or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction), the Board may make equitable adjustments that it considers appropriate, at its sole and absolute discretion, including:

- (a) the number of Shares that may be offered by the Company to the Grantee pursuant to the Awards that have already granted but not vested; and/or
- (b) the Purchase Price of any Share Award or the Exercise Price of any Share Option, provided that:
 - (1) any such adjustments made must give each Grantee the same proportion of the share capital of the Company, rounded to the nearest whole Share, as that to which he was previously entitled;

- (2) no such adjustments shall be made which would result in the Purchase Price of any Share Award or the Exercise Price of any Share Option for a Share being less than its nominal value, provided that in such circumstances the Purchase Price of any Share Award or the Exercise Price of any Share Option shall be reduced to the nominal value;
- (3) no adjustment shall be made to the advantage of the Grantee without specific prior approval from the shareholders of the Company;
- (4) any adjustment made should have a neutral impact or worse from the perspective of the Grantee;
- (5) Any adjustment other than on a capitalisation issue must be confirmed in writing by an independent financial adviser or the external auditors of the Company as having satisfied the requirement set out in the Note to Rule 17.03(13) of the Listing Rules. The independent financial adviser or the auditors (as the case may be) shall act as experts and not as arbitrators and their certification shall be final and binding on the Company and the Grantee;
- (6) any such adjustments to be made pursuant to a subdivision or consolidation of share capital shall be made on the basis that the aggregate Purchase Price of any Share Award or the Exercise Price of any Share Option payable by a Grantee for the vesting of the Shares underlying the Awards granted to him shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; and
- (7) any adjustments to be made will comply with the Listing Rules and any further guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time.

21.2. If there has been any alteration in the capital structure of the Company as referred to in the preceding paragraph, the Company shall notify each such Grantee of the adjustment to be made after such alteration in the capital structure of the Company.

22. TERMINATION

The Company may by resolution in general meeting at any time terminate the operation of the 2024 Share Scheme. Upon termination of the Scheme as aforesaid, no further Awards shall be offered but the provisions of the 2024 Share Scheme shall remain in force and effect in all other respects. All Awards which are granted during the Term and which remain unvested or which have vested but have not yet been exercised shall continue to be valid and exercisable subject to and in accordance with the 2024 Share Scheme.

23. ALTERTION OF THE 2024 SHARE SCHEME

- 23.1. Subject to the provisions of this paragraph 23, the Board may amend or modify all or any of the Scheme Rules or an Award granted provided that no amendment shall alter adversely the rights attaching to any Awards given prior to such amendment except with the approval of the Grantee and the Award so amended must comply with the relevant requirements under Chapter 17 of the Listing Rules.
- 23.2. Any alterations to the terms and conditions of the 2024 Share Scheme which are of a material nature or any alterations to the specific provisions of the 2024 Share Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants and/or the Grantees and changes to the authority of the Board in relation to any alteration of the terms of the 2024 Share Scheme, in each case, must be approved by Shareholders in general meeting.
- 23.3. Any changes to the terms of the Awards granted must be approved by Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders in general meeting (as the case may be) if the initial grant of such Awards was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or Shareholders in general meeting (as the case may be), except where the alterations or changes take effect automatically under the existing terms of the 2024 Share Scheme.
- 23.4. The 2024 Share Scheme so altered must comply with the requirements of the applicable laws and the Listing Rules.

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INTRON TECHNOLOGY HOLDINGS LIMITED

英恒科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1760)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Intron Technology Holdings Limited (the “**Company**”) will be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Monday, 27 May 2024 at 10:30 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and the auditor (the “**Auditor**”) of the Company and its subsidiaries for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.098 per ordinary share for the year ended 31 December 2023.
3.
 - (a) To re-elect Mr. Luk Wing Ming as an executive Director;
 - (b) To re-elect Mr. Jiang Yongwei as an independent non-executive Director;
 - (c) To re-elect Mr. Yu Hong as an independent non-executive Director;
 - (d) To authorize the board of Directors of the Company (the “**Board**”) to determine the Directors’ remuneration.
4. To re-appoint Ernst & Young as the Auditor and to authorize the Board to fix its remuneration.

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

5. “**THAT:**
 - (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (the “**Shares**”), including any sale or transfer of treasury Shares (as hereinafter defined) with effect from the Effective Date (as hereinafter defined), and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

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

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- (c) “**treasury Shares**” has the meaning ascribed thereto under Appendix IV to the Consultation Conclusions to the Proposed Amendments to the Listing Rules relating to Treasury Shares (the “**Listing Rules Amendments**”) published by The Stock Exchange of Hong Kong Limited on 12 April 2024.
- (d) “**Effective Date**” means 11 June 2024, being the effective date of the Listing Rules Amendments, or any other date upon which the Listing Rules Amendments shall take effect.”

6. “**THAT:**

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

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

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

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

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8. “THAT

- (i) subject to and conditional upon the granting by the Listing Committee of the Stock Exchange the listing of and permission to deal in the Shares which may fall to be issued and allotted by the Company pursuant to the vesting and/or exercise of any share awards and/or share options (the “Awards”) under the proposed share scheme of the Company (the “2024 Share Scheme”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification), the 2024 Share Scheme be and is hereby approved and adopted as the Company’s share scheme and the directors of the Company be and are hereby authorized to do all such acts and to take all such steps as they may deem necessary, desirable or expedient to give effect to and implement the 2024 Share Scheme, including without limitation:
 - (a) to administer the 2024 Share Scheme under which Awards will be granted to eligible participants under the 2024 Share Scheme;
 - (b) to modify and/or amend the 2024 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the 2024 Share Scheme and the requirements of the Listing Rules;
 - (c) to grant Awards under the 2024 Share Scheme and to issue, allot and otherwise deal with from time to time such number of Shares as may be required to be issued (including the use of treasury Shares) pursuant to the vesting and/or exercise of Awards subject to the Listing Rules;
 - (d) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting and/or exercise of the Awards; and
 - (e) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Scheme;
- (ii) the Scheme Limit (as defined in the circular of the Company dated 25 April 2024) on the total number of Shares which may be issued in respect of all Awards involving issue of new Shares that may be granted under the 2024 Share Scheme and any other share scheme(s) of the Company, representing 10% of the total number of Shares in issue as at the date of passing of this resolution, be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Limit; and
- (iii) subject to paragraph (i) and (ii) hereinabove, the share option scheme adopted by the Company on 22 June 2018 be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the adoption of the 2024 Share Scheme.”

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AS SPECIAL RESOLUTION

9. To consider as special business and, if thought fit, pass, the following resolution, as a special resolution of the Company:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company in the manner as set out in Appendix III to the circular of the Company dated 25 April 2024 (the “**Circular**”) be approved, and the third amended and restated articles of association of the Company, a copy of which has been produced to the meeting marked “B” and initiated by the chairman of the meeting for the purpose of identification, which contain the Proposed Amendments, be approved and adopted in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company with immediate effect, and that any one of the Directors, the company secretary and/or the registered office provider of the Company be and is hereby authorized to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company, including without limitation, attending to the necessary filings with the Registrars of Companies in Hong Kong and the Cayman Islands.”

By order of the Board
INTRON TECHNOLOGY HOLDINGS LIMITED
Luk Wing Ming
Chairman and executive Director

Hong Kong, 25 April 2024

Notes:

- (1) All resolutions (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every member present in person or by proxy shall be entitled to one vote for each share held by him.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged by post or by hand with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited (“**Computershare**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Saturday, 25 May 2024) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Monday, 27 May 2024 at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, all transfer documents accompanied by the relevant share

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certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May 2024.

- (6) Subject to the approval of shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Tuesday, 4 June 2024, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Friday, 31 May 2024 to Tuesday, 4 June 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 04:30 p.m. on Thursday, 30 May 2024.