
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 advisers.

If you have sold or transferred all your securities in InvesTech Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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InvesTech Holdings Limited

威訊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME LIMIT UNDER
THE SHARE OPTION SCHEME,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of InvesTech Holdings Limited to be held at the Conference Room 7, 3rd Floor, Jianguo Garden Hotel, No. 17 Jianguomennei Avenue, Dongcheng District, Beijing, the People's Republic of China (or any adjournment thereof) on 24 May 2017 (Wednesday) at 11:00 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

21 April 2017

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DEFINITIONS

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

“2016 Annual Report”	the annual report of the Company for the financial year ended 31 December 2016 dispatched to the Shareholders together with this circular;
”Adoption Date”	25 October 2010, the date of adopting of the Share Option Scheme;
“AGM”	the annual general meeting of the Company to be held at the Conference Room 7, 3rd Floor, Jianguo Garden Hotel, No. 17 Jianguomennei Avenue, Dongcheng District, Beijing, the PRC (or any adjournment thereof) on 24 May 2017 (Wednesday) at 11:00 a.m.;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles of Association”	the articles of association of the Company adopted pursuant to written resolutions of the Shareholders passed on 25 October 2010;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	InvesTech Holdings Limited, a company incorporated in the Cayman Islands on 16 November 2007 with limited liability and the issued Shares of which are listed on the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	director(s) of the Company;
“Existing Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all options granted/to be granted under the Share Option Scheme, being 72,000,000 Shares, representing 10% of the number of issued Shares of the Company in issue immediately following completion of the global offering of the Shares;

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate number of issued Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of issued Shares repurchased under the Repurchase Mandate set out as resolution no. 7 in the AGM Notice;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate value not exceeding 20% of the number of Shares in issue as at the date of passing of the relevant resolution at the AGM set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	12 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Participants”	the Directors, any employee (whether full-time or part-time) or Shareholder, and any customer, supplier, agent, business or joint venture business partner, consultant, distributor, promoter, service provider, adviser or contractor to any member of the Group;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares with an aggregate value not exceeding 10% of the number of Shares in issue as at the date of passing of the relevant resolution at the AGM set out as resolution no. 6 in the AGM Notice;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong;

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of USD0.02 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed on 25 October 2010;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“USD”	United States dollar, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD

InvesTech Holdings Limited

威訊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

Executive Directors

Mr. Chan Sek Keung, Ringo

(Chairman and Chief Executive Officer (“CEO”))

Mr. Lu Chengye

(Vice CEO)

Ms. Wang Fang

(Vice CEO)

Mr. Wu Chi Luen

Non-executive Director

Mr. Wong Kui Shing, Danny

Independent Non-executive Directors

Mr. Qu Wen Zhou

Mr. Lu, Brian Yong Chen

Mr. Huang Liangkuai

Registered Office

Floor 4

Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

Principal Place of Business

in Hong Kong

33rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

21 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF THE SCHEME LIMIT UNDER
THE SHARE OPTION SCHEME,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you the refreshment of the Scheme Limit under the Share Option Scheme; (iv) provide you with details of the re-election of retiring Directors; and (v) seek your approval of the resolutions to, among other things, these matters at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

Ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate value not exceeding 20% of the number of Shares as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 819,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 163,800,000 new Shares.

REPURCHASE MANDATE

Ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise the power of the Company to repurchase the Shares, on the Stock Exchange or on any stock exchange on which the Shares may be listed and which is recognised by SFC and the Stock Exchange, with an aggregate value not exceeding 10% of the number of Shares as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 819,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 81,900,000 Shares.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement in relation to the Repurchase Mandate is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an addition of an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of the authority given under the relevant mandate by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME LIMIT

Pursuant to the ordinary resolution of all the then Shareholders passed on 25 October 2010, the Share Option Scheme was adopted. The Share Option Scheme is established to recognize and acknowledge the contributions of the Participants had or may have made to the Group. The Share Option Scheme enables the Company to grant options to Participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high caliber employees and attract human resources that are valuable to the Group and any invested entity.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

Pursuant to the Existing Scheme Limit, the Directors may grant options not exceeding 72,000,000 Shares, representing 10% of the number of issued Shares of the Company immediately following completion of the global offering of the Shares. The Existing Scheme Limit has not been refreshed since the adoption of the Share Option Scheme and the issued Shares have been enlarged to 819,000,000 due to the issue of consideration shares in 13 November 2015 and the issue of subscription shares on 21 July 2016. As at the Latest Practicable Date, an aggregate of 7,920,000 Options had been granted and no options had been exercised, lapsed and cancelled. As at the Latest Practicable Date, the total number of outstanding Options under the Share Option Scheme is 7,920,000, representing approximately 0.97% of the number of issued Shares of the Company.

The Directors consider that the Company should refresh the Existing Scheme Limit so that the Company could have more flexibility to provide incentives to the Eligible Participants by way of granting share options to them. If the refreshment of the Existing Scheme Limit is approved at the AGM, based on the 819,000,000 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares of the Company remains unchanged on the date of the AGM, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 81,900,000 Shares, representing 10% of the number of issued Shares of the Company as at the AGM.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Shares representing 10% of the number of issued Shares of the Company as at the AGM to be allotted and issued upon exercise of the Options that may be granted within the Scheme Limit as refreshed.

LETTER FROM THE BOARD

Subject to the approval of the refreshment of the Scheme Limit by the Shareholders and the granting of approval by the Listing Committee of the Stock Exchange, the Company will be able to grant Options representing 10% of the number of issued Shares of the Company as at the AGM.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

According to Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Lu Chengye (executive Director), Ms. Wang Fang (executive Director) and Mr. Wu Chi Luen (executive Director) will retire as Directors at the AGM and be eligible to offer themselves for re-election at the AGM. Mr. Lu Chengye, Ms. Wang Fang and Mr. Wu Chi Luen will offer themselves for re-election at the AGM.

Particulars of Mr. Lu Chengye, Ms. Wang Fang and Mr. Wu Chi Luen are set out in Appendix II to this circular.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM.

ANNUAL GENERAL MEETING

The AGM Notice convening the AGM to be held at the Conference Room 7, 3rd Floor, Jianguo Garden Hotel, No. 17 Jianguomennei Avenue, Dongcheng District, Beijing, the PRC (or any adjournment thereof) on 24 May 2017 (Wednesday) at 11:00 a.m. is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

The 2016 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2016 and the reports of the Directors and the independent auditors of the Company thereon are dispatched to the Shareholders together with this circular.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 17 May 2017 (Wednesday) to 24 May 2017 (Wednesday) (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the AGM, all transfers of Shares accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 May 2017 (Tuesday).

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice, including the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the auditors, the refreshment of the Scheme Limit under the Share Option Scheme and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

By Order of the Board
InvesTech Holdings Limited
Chan Sek Keung, Ringo
Chairman and CEO

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the Repurchase Mandate.

1. LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange or on another stock exchange recognised for this purpose by the SFC and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and its shareholders have given a specific approval or general mandate to its directors to make the purchase, by way of an ordinary resolution and which has been passed at a general meeting.

2. FUNDING OF REPURCHASE AND IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

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

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated financial statements as at 31 December 2016, the Directors consider that there would not be a material adverse impact on the working capital and the gearing position of the Company in the event the Repurchase Mandate was to be carried out in full during the proposed repurchase period.

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

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 819,000,000 Shares in issue.

Subject to the passing of the relevant ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 81,900,000 Shares, representing 10% of the entire number of issued Shares of the Company as at the date of passing of the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting.

4. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or on any other stock exchanges on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and in accordance with the Articles of Association.

6. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company if the Repurchase Mandate was exercised in full.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of issued Shares would be in public hands. The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to their best of the knowledge and belief, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected persons undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date.

9. SHARE PRICE

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	2.43	2.04
May	2.16	1.66
June	1.79	1.26
July	1.62	1.27
August	1.50	1.28
September	1.54	1.20
October	1.76	1.33
November	2.14	1.53
December	1.93	1.62
2017		
January	1.79	1.40
February	1.57	1.05
March	1.17	0.57
April (up to the Latest Practicable Date)	0.68	0.53

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Lu Chengye (“Mr. Lu”), aged 39, is an executive Director and a vice CEO of the Company. Mr. Lu is in charge of the overall strategic planning, business planning and decision making in all material matters of the communication system segment of the Group. Mr. Lu joined Rosy Sun Group as a general manager of the Mainland subsidiary of Rosy Sun Group in May 2012. Mr. Lu was appointed as Director on 29 May 2013 and was promoted as a vice CEO of the Company on 15 November 2013.

Mr. Lu has over 16 years of experience in the communication industry gained in the Group and in his previous employment. Before joining the Group, Mr. Lu worked as a director of the science and research department of base station software development in a renowned mobile communication equipment company in the PRC from April 2002 to August 2008, mainly responsible for the design, development and implementation of solution of communication base station software. From August 2009 to May 2012, Mr. Lu had served as the general manager of TD-SCDMA/TD-LTE production line of another prestigious communication equipment and technology firm, mainly in charge of the establishment and research and development works for projects of wireless base station and communication base station equipments. Mr. Lu obtained his master degree of engineering from Xidian University (西安電子科技大學) majoring in information and communication engineering in March 2002. As an expert from TD-LTE workgroup of the Ministry of Industry and Information Technology of the People’s Republic of China (中華人民共和國工業和信息化部), Mr. Lu is the inventor of 7 patented technologies in the communication sector over the last 16 years, and has published several research papers on communication topics in various journals.

Mr. Lu has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 29 May 2016, which may be terminated by either the Company or Mr. Lu by giving three months written notice or otherwise in accordance with the terms of the service agreement. Under the service agreement entered into between the Company and Mr. Lu, Mr. Lu is entitled to a remuneration of RMB60,000 per year, payable on a monthly basis. Mr. Lu is also entitled to a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Board and approved by the compensation and benefits committee of the Company (the “**C&B Committee**”), provided that the total amount of bonuses payable to all the executive Directors for the relevant time shall not exceed 5% of the combined audited net profit of the Group (after taxation and minority interests and the payment of such bonuses but before extraordinary items) for that financial year. The remuneration of Mr. Lu was determined having considered the experience, duties and responsibilities of Mr. Lu and the prevailing market rate of companies of comparable size and similar operation.

Mr. Lu does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Lu has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Lu has not held any other positions in the Group; and (iii) Mr. Lu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, there is no information in relation to the re-election of Mr. Lu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Wang Fang (“Ms. Wang”), aged 49, is an executive Director and a vice CEO of the Company. Ms. Wang was appointed as Director and a vice CEO of the Company on 23 December 2015.

Ms. Wang graduated from Nanjing University of Posts and Telecommunications (formerly known as Nanjing College of Posts and Telecommunications) (Radio Engineering Section) in July 1988, and obtained a degree of master of Business Administration from the program jointly organised by the Beijing University and Fordham University in May 2002.

Ms. Wang served as the president of Wafer Systems Limited since June 1995, wherein Ms. Wang was mainly responsible for daily business operation, management and oversee of Wafer Systems Limited, including decision making in corporate strategy, corporate policy review and internal control. Ms. Wang has over 21 years of experience in the area of network system integration. Wafer Systems Limited is an indirect subsidiary of the Company since 13 November 2015.

Ms. Wang has entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 23 December 2015, which may be terminated by either the Company or Ms. Wang by giving three months written notice or otherwise in accordance with the terms of the service agreement. Under the service agreement entered into between the Company and Ms. Wang, Ms. Wang is entitled to a remuneration of HK\$200,000 per year, payable on a monthly basis. Ms. Wang is also entitled to a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Board and approved by the compensation and benefits committee of the Company, provided that the total amount of bonuses payable to all the executive Directors for the relevant time shall not exceed 5% of the combined audited net profit of the Group (after taxation and minority interests and the payment of such bonuses but before extraordinary items) for that financial year. The remuneration of Ms. Wang was determined having considered the experience, duties and responsibilities of Ms. Wang and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Ms. Wang has been an indirect Shareholder and was deemed to be effectively interested in 43,396,367 shares, representing approximately 5.30% of the number of issued Shares of the Company held by Smoothly Global Holdings Limited (which was deemed to be interested in 216,981,839 shares, representing approximately 26.49% of the number of issued Shares of the Company) by virtue of it being owned as to 20% by Ms. Wang. Ms. Wang has 7,200,000 shares options of 0.88% of the issued Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Wang does not have any interests in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, (i) Ms. Wang has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Ms. Wang has not held any other positions in the Group; and (iii) Ms. Wang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no information in relation to the re-election of Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Wu Chi Luen (“Mr. Wu”), aged 40, is an executive Director. Mr. Wu is also a member of each of the C&B Committee, the investment committee of the Company and a director of several subsidiaries of the Company. Mr. Wu was appointed as Director and a vice CEO on 25 June 2015. Mr. Wu was re-designated as CEO of the Company on 29 October 2015 and resigned as the CEO of the Company on 21 September 2016 due to the development of the Company.

Mr. Wu graduated from the Department of Mathematics (Applied Mathematics Section), College of Science and Engineering and was conferred the Degree of Bachelor of Science in June 2000, and graduated from the Graduated School of Management (Master’s Program), College of Management with a Degree of Master of Business Administration in June 2002, both at the Fu-Jen Catholic University in Taiwan.

Mr. Wu served as a Territory Sales Representative of Seagate Technology Taiwan Limited from October 2010 to October 2014 and has over 5 years of experience in the industry of information technology, and is knowledgeable on technology trend and industry know-how.

Mr. Wu has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 25 June 2015, which may be terminated by either the Company or Mr. Wu by giving three months written notice or otherwise in accordance with the terms of the service agreement. Under the service agreement entered into between the Company and Mr. Wu, Mr. Wu is entitled to a remuneration of HK\$200,000 per year, payable on a monthly basis. Mr. Wu is also entitled to a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Board and approved by the C&B Committee, provided that the total amount of bonuses payable to all the executive Directors for the relevant time shall not exceed 5% of the combined audited net profit of the Group (after taxation and minority interests and the payment of such bonuses but before extraordinary items) for that financial year. The remuneration of Mr. Wu was determined having considered the experience, duties and responsibilities of Mr. Wu and the prevailing market rate of companies of comparable size and similar operation.

As at the Latest Practicable Date, Mr. Wu holds 2,000,000 debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, (i) Mr. Wu has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Wu has not held any other positions in the Group; and (iii) Mr. Wu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no information in relation to the re-election of Mr. Wu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

InvesTech Holdings Limited

威訊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of InvesTech Holdings Limited (the “**Company**”) will be held at the Conference Room 7, 3rd Floor, Jianguo Garden Hotel, No. 17 Jianguomennei Avenue, Dongcheng District, Beijing, the People’s Republic of China on 24 May 2017 (Wednesday) at 11:00 a.m. to consider and, if thought fit, transact the following business:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2016.
2.
 - (a) To re-elect Mr. Lu Chengye as an executive director of the Company.
 - (b) To re-elect Ms. Wang Fang as an executive director of the Company.
 - (c) To re-elect Mr. Wu Chi Luen as an executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
5. “**THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (D) below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such power be and the same is hereby generally and unconditionally approved;
 - (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such power (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate number of issued Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (D) below); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and employees of the Company and/or its subsidiaries of shares or rights to subscribe for shares of the Company; or (iii) any script dividend scheme or similar arrangements providing for the allotment and issue of shares of the Company 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 per cent of the aggregate number of issued Shares of the Company in issue as at the date of the passing of this resolution; and the authority of this resolution shall be limited accordingly; and

(D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as defined in paragraph (D) below) of all powers of the Company to repurchase (or agree to repurchase) issued shares in the capital of the Company on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of issued Shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10 per cent of the aggregate number of issued Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (D) for the purposes of this resolution: “**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

7. “**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5, as set out above of which this resolution forms part, be and is hereby extended by the addition capital of the Company of an amount representing the aggregate number of issued Shares of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above provided that such amount shall not exceed 10 per cent of the aggregate number of issued Shares of the Company as at the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** pursuant to the terms of the share option scheme of the Company (the “Share Option Scheme”) adopted by the Company pursuant to an ordinary resolution passed on 25 October 2010, approval be and is hereby generally and unconditionally granted for “refreshing” the 10% general scheme limit provided that (i) the total number of shares of USD0.02 each in the capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme under the limit as “refreshed” hereby shall not exceed 10% of the aggregate number of issued Shares of the Company in issue on the date of the passing of this resolution and (ii) options previously granted under the Share Option Scheme (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) shall not be counted for the purpose of calculating the general scheme limit as ‘refreshed’ hereby.”

By Order of the Board
InvesTech Holdings Limited
Chan Sek Keung, Ringo
Chairman and CEO

Hong Kong, 21 April 2017

Executive Directors

Mr. Chan Sek Keung, Ringo (*Chairman and CEO*)

Mr. Lu Chengye (*Vice CEO*)

Ms. Wang Fang (*Vice CEO*)

Mr Wu Chi Leun

Non-executive Director

Mr. Wong Kui Shing, Danny

Independent Non-executive Directors

Mr. Qu Wen Zhou

Mr. Lu, Brian Yong Chen

Mr. Huang Liangkuai

Registered Office

Floor 4

Willow House

Cricket Square

P.O. Box 2804

Grand Cayman KY1-1112

Cayman Islands

Principal Place of Business in Hong Kong

33rd Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting to be convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The transfer books and register of members of the Company will be closed from 17 May 2017 (Wednesday) to 24 May 2017 (Wednesday) (both dates inclusive), during which period no transfer of shares will be effected. The holders of shares whose name appears on the register of members of the Company on 24 May 2017 will be entitled to attend and vote at the annual general meeting. In order to qualify for the right to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 May 2017 (Tuesday).
7. In relation to proposed resolution numbered 6 above, please also refer to the explanatory statement, containing the information reasonably necessary to enable shareholders of the Company to make a informed decision as to whether to vote for or against the resolution, as set out in Appendix I to the circular of the Company, of which this notice forms part.
8. Please also refer to Appendix II to the circular of the Company, of which this notice forms part, for biographical details of Mr. Lu Chengye, Ms. Wang Fang and Mr. Wu Chi Luen.