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

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**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,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of InvesTech Holdings Limited to be held at the Conference Room M8, 4th Floor, Hilton Guangzhou Tianhe, No. 215 Linhe Xi Heng Road, Tianhe District, Guangzhou, The People's Republic of China (or any adjournment thereof) on 27 May 2019 (Monday) at 11:30 a.m. is set out on pages 13 to 17 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.

24 April 2019

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## DEFINITIONS

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

|                            |  |
|----------------------------|--|
| “2018 Annual Report”       | the annual report of the Company for the financial year ended 31 December 2018 dispatched to the Shareholders together with this circular;   |
| “AGM”                      | the annual general meeting of the Company to be held at the Conference Room M8, 4th Floor, Hilton Guangzhou Tianhe, No. 215 Linhe Xi Heng Road, Tianhe District, Guangzhou, The People’s Republic of China (or any adjournment thereof) on 27 May 2019 (Monday) at 11:30 a.m.;   |
| “AGM Notice”               | the notice convening the AGM set out on pages 13 to 17 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 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;  |
| “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;  |

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## DEFINITIONS

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|---------------------------|--|
| “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” | 15 April 2019, 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;   |
| “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;  |
| “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;   |
| “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.  |

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LETTER FROM THE BOARD

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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)**

Executive Directors

Mr. Chan Sek Keung, Ringo

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

Ms. Wang Fang *(Vice CEO)*

Mr. Lu Chengye

Mr. Ching Chau Wa

Independent Non-executive Directors

Mr. Wong Chun Sek, Edmund

Mr. Lu, Brian Yong Chen

Mr. Huang Liangkuai

Registered Office

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

Principal Place of Business

in Hong Kong

Room 2106, 21/F

Dominion Centre

43-59 Queen’s Road East

Wanchai

Hong Kong

24 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
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 with details of the re-election of retiring Directors; and (iv) seek your approval of the resolutions to, among other things, these matters at the AGM.

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## LETTER FROM THE BOARD

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### 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 1,404,000,000 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 280,800,000 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 1,404,000,000 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 140,400,000 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.

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## LETTER FROM THE BOARD

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### RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 83(3) of the Articles of Association, Mr. Ching Chau Wa shall retire and, being eligible, will offer himself for re-election at the forthcoming AGM of the Company.

According to Article 84(1) of the Articles of Association, at each AGM 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 AGM at least once every three years. Ms. Wang Fang (executive Director) and Mr. Wong Chun Sek, Edmund (independent non-executive Director) will retire as Directors at the AGM and be eligible to offer themselves for re-election at the AGM. Ms. Wang Fang and Mr. Wong Chun Sek, Edmund offer themselves for re-election at the AGM.

Particulars of Mr. Ching Chau Wa, Ms. Wang Fang and Mr. Wong Chun Sek, Edmund 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 M8, 4th Floor, Hilton Guangzhou Tianhe, No. 215 Linhe Xi Heng Road, Tianhe District, Guangzhou, The People's Republic of China (or any adjournment thereof) on 27 May 2019 (Monday) at 11:30 a.m. is set out on pages 13 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

The 2018 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2018 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.

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## LETTER FROM THE BOARD

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### **CLOSURE OF TRANSFER BOOKS AND REGISTER OF MEMBERS**

The transfer books and register of members of the Company will be closed from 21 May 2019 (Tuesday) to 27 May 2019 (Monday) (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 20 May 2019 (Monday).

### **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, 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 2018, 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 1,404,000,000 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 140,400,000 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:

|   | <b>Highest</b> | <b>Lowest</b> |
|---|----------------|---------------|
|   | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2018</b>                               |                |               |
| April                                     | 0.355          | 0.275         |
| May                                       | 0.340          | 0.285         |
| June                                      | 0.310          | 0.260         |
| July                                      | 0.375          | 0.210         |
| August                                    | 0.310          | 0.231         |
| September                                 | 0.290          | 0.220         |
| October                                   | 0.240          | 0.175         |
| November                                  | 0.218          | 0.150         |
| December                                  | 0.200          | 0.170         |
| <b>2019</b>                               |                |               |
| January                                   | 0.208          | 0.171         |
| February                                  | 0.350          | 0.167         |
| March                                     | 0.375          | 0.250         |
| April (up to the Latest Practicable Date) | 0.300          | 0.250         |

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

### **EXECUTIVE DIRECTORS**

**Mr. Ching Chau Wa (“Mr. Ching”)**, aged 39, is an executive director of the Company. Mr. Ching joined the Company as the financial controller since June 2016. Mr. Ching graduated from the Hong Kong Polytechnic University with a bachelor degree of Arts in Accountancy in November 2003. Mr. Ching has been a member of the Hong Kong Institute of Certified Public Accountants since July 2009 and a fellow member of the Association of Chartered Certified Accountants since June 2012.

Mr. Ching has approximately 15 years of experience in financial reporting and financial management of Hong Kong listed and private companies. Mr. Ching had served as the senior accountant in Shunfeng International Clean Energy Limited (stock code: 1165) from June 2015 to June 2016. Mr. Ching is currently the director of certain subsidiaries of the Company.

Mr. Ching has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 1 January 2019, which may be terminated by either the Company or Mr. Ching 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. Ching, Mr. Ching is entitled to a remuneration of HK\$120,000 per year, payable on a monthly basis. The remuneration of Mr. Ching was determined having considered the experience, duties and responsibilities of Mr. Ching and the prevailing market rate of companies of comparable size and similar operation.

Save as disclosed above, Mr. Ching 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. Ching 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. Ching has not held any other positions in the Group; and (iii) Mr. Ching 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. Ching 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 51, 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.

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## APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED

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Ms. Wang joined Wafer Systems Limited in June 1995 and was promoted as the president subsequently, 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 22 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 three years commencing from 23 December 2018, 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\$120,000 per year, payable on a monthly basis. 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 interested in 287,156,839 shares, representing approximately 20.45%, of the Company held by Smoothly Global Holdings Limited (which was deemed to be interested in 279,956,839 shares, representing approximately 19.93%, of the Company) by virtue of it being owned as to 20% by Ms. Wang. Ms. Wang has 7,200,000 shares options of 0.51% 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.

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.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Wong Chun Sek, Edmund (“Mr. Wong”)**, aged 34, is an independent non-executive Director, the chairman of the audit committee of the Company and a member of each of the compensation and benefits committee and nomination committee of the Company. Mr. Wong was appointed as Director on 5 June 2017.

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**APPENDIX II PARTICULARS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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Mr. Wong holds bachelor's degree in Accountancy, master degrees in Master of Science in Applied Accounting and Finance, Master of Business Administration and Master of Corporate Governance. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and holds the practicing certificate issued by HKICPA and also a fellow member of The Hong Kong Institute of Chartered Secretaries and Institute of Chartered Secretaries and Administrators. He is also a member of The Institute of Chartered Accountants in England and Wales, and Association of Chartered Certified Accountants of the United Kingdom.

Mr. Wong has over 11 years of experience in financial reporting, taxation and audit and assurance of Hong Kong listed and private companies. He had participated in various audit and assurance engagements for Deloitte Touche Tohmatsu before, and currently is a practising director of Patrick Wong C.P.A. Limited.

Mr. Wong has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 5 June 2017, which may be terminated by either the Company or Mr. Wong 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. Wong, Mr. Wong is entitled to a remuneration of HK\$120,000 per year, payable on a monthly basis. The remuneration of Mr. Wong was determined having considered the experience, duties and responsibilities of Mr. Wong and the prevailing market rate of companies of comparable size and similar operation.

With reference to the past contributions made by Mr. Wong to the Company during his tenure and his qualifications and work experiences in other Hong Kong listed and private companies, the Board is of the view that Mr. Wong can provide valuable accounting and finance advice to the Board and contribute to the Board's diversity. Given that he has confirmed in writing to the Company of his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with his independence.

Save as disclosed above, Mr. Wong 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. Wong 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. Wong has not held any other positions in the Group; and (iii) Mr. Wong 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. Wong 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of InvesTech Holdings Limited (the “**Company**”) will be held at the Conference Room M8, 4th Floor, Hilton Guangzhou Tianhe, No. 215 Linhe Xi Heng Road, Tianhe District, Guangzhou, The People’s Republic of China on 27 May 2019 (Monday) at 11:30 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 2018.
2.
  - (a) To re-elect Mr. Ching Chau Wa 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. Wong Chun Sek, Edmund as an independent non-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;

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- (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;
- (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).”



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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

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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.”

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

Hong Kong, 24 April 2019

Executive Directors

Mr. Chan Sek Keung, Ringo (*Chairman and CEO*)  
Ms. Wang Fang (*Vice CEO*)  
Mr. Lu Chengye  
Mr. Ching Chau Wa

Independent Non-executive Directors

Mr. Wong Chun Sek, Edmund  
Mr. Lu, Brian Yong Chen  
Mr. Huang Liangkuai

Registered Office

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

Principal Place of Business in Hong Kong

Room 2106, 21/F  
Dominion Centre  
43-59 Queen's Road East  
Wanchai  
Hong Kong

*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.

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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 21 May 2019 (Tuesday) to 27 May 2019 (Monday) (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 27 May 2019 (Monday) 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 20 May 2019 (Monday).
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. Ching Chau Wa, Ms. Wang Fang and Mr. Wong Chun Sek, Edmund.