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## **POLYTEC ASSET HOLDINGS LIMITED**

**保利達資產控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 208)**

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

**NOTICE IS HEREBY GIVEN** that the 2019 Annual General Meeting of shareholders of Polytec Asset Holdings Limited (the “Company”) will be held at U Banquet, 4th Floor, Pioneer Centre, 750 Nathan Road, Kowloon, Hong Kong on Wednesday, 5 June 2019 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.083 per share for the year ended 31 December 2018.
3. To re-elect retiring Directors.
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To re-appoint KPMG as auditor and to authorise the Board of Directors to fix the auditor’s remuneration.

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

6. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* *For identification purpose only*

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of ordinary share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of options granted under a share option scheme of the Company; and
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued ordinary share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) 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 laws of the Cayman Islands to be held, and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any recognised stock exchange).”

7. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of the issued ordinary shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued ordinary share capital of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
  - (iii) 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 laws of the Cayman Islands to be held.”

8. **“THAT** conditional upon the passing of the Resolutions (6) and (7) as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to Resolution (6) as set out in the notice convening this meeting be and is hereby extended by the addition of the total number of ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution (7) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total issued ordinary share capital of the Company as at the date of passing of this Resolution.”

By Order of the Board  
**Polytec Asset Holdings Limited**  
**Lee Chi Ming**  
*Company Secretary*

Hong Kong, 29 April 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the 2019 Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, 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 of that power of attorney, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For the purpose of determining members who entitle to attend and vote at the 2019 Annual General Meeting, the Register of Members of the Company will be closed from Friday, 31 May 2019 to Wednesday, 5 June 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the 2019 Annual General Meeting, all the transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 May 2019.
4. For the purpose of determining members who qualify for the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 12 June 2019 to Thursday, 13 June 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all the transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 June 2019.
5. The English text of this notice shall prevail over the Chinese text in case of inconsistency.

*As at the date of this announcement, Mr. Or Wai Sheun (Chairman), Mr. Yeung Kwok Kwong, Ms. Wong Yuk Ching and Ms. Chio Koc Ieng are Executive Directors of the Company; Mr. Lai Ka Fai and Ms. Or Pui Ying, Peranza are Non-executive Directors of the Company and Mr. Liu Kwong Sang, Dr. Tsui Wai Ling, Carlye and Prof. Dr. Teo Geok Tien Maurice are Independent Non-executive Directors of the Company.*