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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) 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, 21 November 2018 at 10:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT** the sale and purchase agreement dated 22 June 2018 (the “**Smart Rising Agreement**”) entered into between Noble Prime International Limited (“**Noble Prime**”), a direct wholly-owned subsidiary of the Company, and Polytec Holdings International Limited (the “**Vendor**”) in relation to the acquisition of 500 ordinary shares of Smart Rising Limited (“**Smart Rising**”) representing 50% issued share capital of Smart Rising and the sale loan representing 50% of the obligations, liabilities and debts owing or incurred by Smart Rising to the Vendor as at 31 May 2018 at an initial consideration of HK\$1,200,111,000 subject to a consideration adjustment to a cap of HK\$311,912,000 and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved and that any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Smart Rising Agreement and completing the transactions contemplated thereunder.”

- (2) “**THAT** the sale and purchase agreement dated 22 June 2018 (the “**Allround Agreement**”) entered into between Noble Prime and the Vendor in relation to the acquisition of 60 ordinary shares of Allround Holdings Limited (全能控股有限公司*) (“**Allround**”) representing 60% issued share capital of Allround and the sale loan representing 60% of the obligations, liabilities and debts owing or incurred by Allround to the Vendor as at 31 May 2018 at a consideration of HK\$644,378,000 and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved and that any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such acts and things as he/she considers necessary and to sign and execute all such documents for the purpose of giving effect to the Allround Agreement and completing the transactions contemplated thereunder.”

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

Hong Kong, 26 October 2018

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. 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 valid, the 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 lodged with 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 but in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
3. For the purpose of determining shareholders who entitle to attend and vote at the EGM, the Register of Members of the Company will be closed from Friday, 16 November 2018 to Wednesday, 21 November 2018, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, 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, 15 November 2018.

4. The votes of the shareholders to be taken at the meeting will be by a poll in which Marble King International Limited, Mr. Or Pui Kwan, Ms. Or Pui Ying, Peranza and their associates will abstain from voting.
5. The English text of this notice shall prevail over the Chinese text.

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.

** For identification purpose only*