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

If you have sold or transferred all your shares in CircuTech International Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CircuTech International Holdings Limited
訊智海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8051)

**(1) RENEWAL OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF
THE RETIRING DIRECTORS OF THE COMPANY;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 3 May 2019 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar and transfer office 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 annual general meeting or any adjournment thereof. 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 and in such event the instrument appointing a proxy shall be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the website of the GEM of The Stock Exchange of Hong Kong Limited (www.hkgem.com) for at least seven days from the date of its posting and on the website of the Company (www.circutech.com).

29 March 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

| | |
|---------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 3 May 2019 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof; |
| “AGM Notice” | the notice convening the AGM set out on pages 17 to 22 of this circular; |
| “Articles of Association” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time; |
| “Board” | the board of Directors; |
| “Company” | CircuTech International Holdings Limited (stock code: 8051), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM; |
| “Director(s)” | the director(s) of the Company; |
| “GEM” | the GEM operated by the Stock Exchange; |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM; |
| “Group” | the Company and its subsidiaries from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |

DEFINITIONS

| | |
|---------------------------|---|
| “Latest Practicable Date” | 22 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular; |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution No. 5 in the AGM Notice; |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, modified or otherwise supplemented from time to time; |
| “Share(s)” | ordinary share(s) of HK\$0.20 each in the capital of the Company (or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company); |
| “Share Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares set out as resolution No. 6 in the AGM Notice; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Codes” | the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time; and |
| “%” | per cent. |

LETTER FROM THE BOARD



CircuTech International Holdings Limited

訊智海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8051)

Executive Directors:

Dr. Woo Kwok Fai Louis
(Chairman and Chief Executive Officer)
Ms. Chen Ching-Hsuan
Mr. Cheng Michael Ichiang

Non-executive Director:

Mr. Hong Sung-Tai

Independent Non-executive Directors:

Mr. Yeung Wai Hung Peter
Mr. Li Robin Kit Ling
Mr. Miao Benny Hua-ben

Company Secretary:

Mr. Tam Hoi Kwong

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business

in Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

29 March 2019

To the Shareholders

Dear Sir/Madam,

**(1) RENEWAL OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF
THE RETIRING DIRECTORS OF THE COMPANY;
AND
(3) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and information in respect of the resolutions to be proposed at the AGM for, among others, (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Share Issue Mandate to the Directors; (iii) the extension of the Share Issue Mandate by adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND THE SHARE ISSUE MANDATE AND ITS EXTENSION

At the annual general meeting of the Company held on 19 April 2018, general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. The Directors intend to refresh the mandate at the AGM.

At the AGM, an ordinary resolution as contained in item 5 of the AGM Notice will be proposed to grant the Repurchase Mandate. Its effect is to grant an unconditional and general authority to the Directors to exercise the powers to repurchase Shares on the Stock Exchange not exceeding 10% of the issued Shares as at the date of the passing of the proposed resolution. Assuming the number of the issued Shares on the date of the AGM will remain to be 23,433,783 as it was on the Latest Practicable Date, the Repurchase Mandate, if granted, will allow the Directors to repurchase a maximum of 2,343,378 Shares.

As prescribed by the GEM Listing Rules, if the Company conducts a consolidation or subdivision of the Shares after the Repurchase Mandate is granted, the maximum number of Shares that may be repurchased under the Repurchase Mandate at the relevant time will be adjusted to a proportionate extent accordingly. The Repurchase Mandate, if approved, will be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

Further, at the annual general meeting of the Company held on 19 April 2018, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. The Directors intend to refresh the mandate at the AGM.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution set out in item 6 of the AGM Notice will be proposed to grant the Share Issue Mandate. Its effect is to grant an unconditional and general authority to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the issued Shares as at the date of the passing of the resolution. Assuming the number of the issued Shares on the date of the AGM will remain to be 23,433,783 as it was on the Latest Practicable Date, the Share Issue Mandate, if granted by the Shareholders at the AGM, will allow the Directors to allot and issue Shares up to an aggregate of 4,686,756 additional Shares.

In addition, an ordinary resolution as contained in item 7 of the AGM Notice will be proposed at the AGM. Its effect is to extend the Share Issue Mandate by the number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such Shares shall not exceed 10% of the issued Shares as at the date of the passing of the resolution granting the Repurchase Mandate.

As prescribed by the GEM Listing Rules, if the Company conducts a consolidation or subdivision of the Shares after the Share Issue Mandate (as extended, if applicable) is granted, the maximum number of Shares that may be allotted and issued under the Share Issue Mandate at the relevant time will be adjusted to a proportionate extent accordingly.

The Share Issue Mandate, if granted, will be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held or the revocation or variation of the Share Issue Mandate by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

They, being eligible, offer themselves for re-election pursuant to the Articles of Association. The Nomination Committee has also recommended to the Board that the above-mentioned Directors are eligible for re-election.

LETTER FROM THE BOARD

Nomination and Board Diversity

The Nomination Committee is primarily responsible for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board as additional directors or to fill casual vacancies.

The Nomination Committee identifies candidates for directorship from various channels, including but not limited to internal promotion, referral by management and external recruitment agents. The Nomination Committee may also receive nomination of candidates for election as Director(s) from shareholder(s).

After the candidates are identified, the Nomination Committee will consider the biographical information of the candidates and evaluate the candidates based on certain criteria and make recommendation to the Board accordingly.

A range of factors are taken into consideration to identify a suitably qualified candidate. These include:–

- character and integrity of the candidate
- educational background, qualifications (including professional qualifications), knowledge and experience of the candidate which are relevant to the business and operation of the Group
- time commitment of the candidate to the Group, taking into consideration the other duties of the candidates
- the board diversity policy of the Company

The Company recognises and embraces the benefits of having a diverse Board to the quality of its performance. The board diversity policy is put into place aiming to set out some guidelines for the composition of the Board in order to achieve diversity in the Board. The Company aims to have a diverse board composition measurable by objective criteria, including gender, age, length of services in the Group, educational background and professional qualifications. Given the nature of the business of the Group, the Company considers that it is beneficial for the Board to have some members with experience and qualification in the information technology industry, in addition to members with financial and legal qualification.

LETTER FROM THE BOARD

The Company will continue to use its best efforts to maintain a diverse Board measurable by objectives which are appropriate to the needs of the Company's business. Appointment to the Board will be based on merit and contribution a candidate may bring to the Board, having due regards for the benefits of diversity on the Board.

Recommendation of the Nomination Committee

The Nomination Committee has evaluated Dr. Woo Kwok Fai Louis against the selection criteria mentioned above and has considered his extensive experience in IT hardware distribution and fulfilment support, his working profile and other experience as set out in Appendix II to this circular. The Nomination Committee is satisfied that Dr. Woo has the required character, integrity and experience to continuously fulfil his role as an executive Director effectively. The Board believes that his re-election as an executive Director would be in the best interests of the Company and the Shareholders as a whole.

The Nomination Committee has assessed the independence of each of the independent non-executive Directors including Mr. Yeung Wai Hung Peter and Mr. Miao Benny Hua-ben based on, among others, their annual written confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules and considered that all of them remain independent.

The Nomination Committee has evaluated Mr. Yeung Wai Hung Peter against the selection criteria mentioned above and has considered his extensive experience in the legal field, his working profile and other experience as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Yeung has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

The Nomination Committee has evaluated Mr. Miao Benny Hua-ben against the selection criteria mentioned above and has considered his extensive experience in the financial field, his working profile and other experience as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Miao has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his re-election as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Dr. Woo Kwok Fai Louis, Mr. Yeung Wai Hung Peter and Mr. Miao Benny Hua-ben, be re-elected as Directors at the AGM.

Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the retiring Directors) at the meetings of the Board and/or its committees and the general meetings is disclosed in the corporate governance report of the annual report.

The particulars of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

4. AGM, PROXY ARRANGEMENT AND CLOSURE OF BOOKS

The AGM Notice is set out on pages 17 to 22 of this circular. At the AGM, resolutions will be proposed to approve, among others, (i) the granting of the Repurchase Mandate; (ii) the granting of the Share Issue Mandate; (iii) the extension of the Share Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

Pursuant to the GEM 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. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar and transfer office 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Monday, 29 April 2019 to Friday, 3 May 2019, both days inclusive, in order to determine the eligibility of shareholders to attend and vote at the AGM, during which period no share transfers will be registered. To be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 26 April 2019.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting of the Share Issue Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

Yours faithfully,

By order of the Board

Dr. Woo Kwok Fai Louis

Chairman and Chief Executive Officer

The following is an explanatory statement required by the GEM Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 23,433,783 Shares.

Subject to the passing of the relevant ordinary resolution no. 5 of the AGM Notice in respect of the granting of the Repurchase Mandate and assuming the number of the issued Shares of the Company remains unchanged as at the date of the AGM, i.e. being 23,433,783 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 2,343,378 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded out of funds which are legally available for such purposes in accordance with the Articles of Association, the GEM Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. TAKEOVERS CODES

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 the Takeovers Codes. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as that term is defined in the Takeovers Codes), depending on the level of increase of the shareholders interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Foxconn (Far East) Limited was directly interested in 11,853,524 Shares, representing approximately 50.58% of the total issued share capital of the Company. On the basis that (i) the total issued Shares of the Company (being 23,433,783 Shares) remains unchanged as at the date of the AGM, and (ii) the shareholding of Foxconn (Far East) Limited (being 11,853,524 Shares) in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the Repurchase Mandate (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholder's interest of Foxconn (Far East) Limited in the issued Shares would be increased to approximately 56.20% of the total issued share capital of the Company. On the basis of the aforesaid increase of shareholder's interest, the Directors are not aware of any consequences of such repurchase

of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Codes if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Codes. The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors, and to the best of their knowledge and belief having made all reasonable enquiries, none of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|--------------------------------|-------------------------------|
| 2018 | | |
| March | 13.000 | 9.500 |
| April | 10.480 | 8.200 |
| May | 12.980 | 8.050 |
| June | 12.980 | 10.900 |
| July | 11.000 | 9.580 |
| August | 11.000 | 9.100 |
| September | 9.020 | 7.500 |
| October | 8.830 | 7.510 |
| November | 8.200 | 7.500 |
| December | 7.760 | 7.180 |
| 2019 | | |
| January | 7.500 | 6.070 |
| February | 6.990 | 6.110 |
| March (up to the Latest Practicable Date) | 7.200 | 6.500 |

9. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise) up to the Latest Practicable Date.

The details of the Directors, who will retire and offer themselves for re-election at the AGM, are provided below.

EXECUTIVE DIRECTOR**Dr. Woo Kwok Fai Louis**

Dr. Woo Kwok Fai Louis (胡國輝) (“**Dr. Woo**”), aged 71, was appointed as an executive Director on 10 June 2016, and the chief executive officer and chairman of the Company on 27 June 2016. He is also the compliance officer of the Company. He is currently the Special Assistant to the Chief Executive Officer of Hon Hai Precision Industry Co., Ltd. (“**Hon Hai**”, the holding company of Foxconn (Far East) Limited, a controlling Shareholder of the Company) and the Head of its Channel Business Group. He is also the Chairman of NCIH Holdings Limited, a member of Hon Hai. Dr. Woo has held senior management positions at various companies, including but not limited to Lernout & Hauspie and AsiaWorks Pte Ltd. Dr. Woo is a 12-year Apple Inc. veteran. Dr. Woo holds BSc, MSc, and PhD degrees from Stanford University.

Dr. Woo is a member of the remuneration committee of the Company. He is also director of certain subsidiaries of the Group, an authorised representative of the Company for the purpose of the GEM Listing Rules.

Dr. Woo has entered into a letter of appointment as an executive Director for an initial term of one year and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Such letter of appointment may be terminated by either party giving three months written notice or otherwise in accordance with its terms. Dr. Woo is entitled to a fixed monthly emolument of HK\$35,000, together with discretionary bonus and other benefits under the letter of appointment, subject to annual review, which is determined with reference to, among other things, his experience, his role and responsibilities with the Company and the prevailing market conditions.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Yeung Wai Hung Peter**

Mr. Yeung Wai Hung Peter (楊偉雄) (“**Mr. Yeung**”), aged 61, was appointed as an independent non-executive Director on 10 June 2016. He was an independent non-executive director of The Hong Kong Building and Loan Agency Limited (stock code: 0145), a company listed on the Main Board of the Stock Exchange, from February 2011 to June 2018. Mr. Yeung holds a bachelor of laws degree from the University of London and a postgraduate certificate in laws from the University of Hong Kong. He is a solicitor of the High Court of Hong Kong. Mr. Yeung has been a practicing solicitor for over 28 years and a partner of Messrs Hau, Lau, Li & Yeung, Solicitors & Notaries. Mr. Yeung is currently also an independent non-executive director of Chinese Food and Beverage Group Limited (stock code: 8272), a company listed on GEM.

Mr. Yeung is the chairman of the remuneration committee of the Company. He is also a member of each of the audit committee and the nomination committee of the Company.

Mr. Yeung has entered into a letter of appointment as an independent non-executive Director for an initial term of one year and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Such letter of appointment may be terminated by either party giving three months’ written notice or otherwise in accordance with its terms. Mr. Yeung currently receives a director’s fee of HK\$10,000 per month which is determined with reference to, among other things, his experience, his role and responsibilities with the Company and the prevailing market conditions.

Mr. Miao Benny Hua-ben

Mr. Miao Benny Hua-ben (苗華本) (“**Mr. Miao**”), aged 44, was appointed as an independent non-executive Director on 27 June 2016. He is currently the managing director and Head of Corporate Finance at the Hong Kong Branch of Cathay United Bank and is responsible for its international investment banking business. Mr. Miao was formerly a Senior Portfolio Manager with the Dutch pension asset manager APG Asset Management Asia and was responsible for originating, structuring and executing direct and fund investments in Asia-Pacific. Prior to that, Mr. Miao was an investment director with the China-ASEAN Fund where he was involved in originating, structuring and executing direct private equity investments in the ASEAN region. He also worked previously as a Vice President at Citigroup within its Investment Banking and Fixed Income divisions in New York, Australia and Hong Kong. Mr. Miao has a Bachelor of Science degree in Finance from California State Polytechnic University – Pomona, and an MBA from Pennsylvania State University. He is also a Chartered Financial Analyst.

Mr. Miao is the chairman of the nomination committee of the Company. He is also a member of each of the audit committee and the remuneration committee of the Company.

Mr. Miao has entered into a letter of appointment as an independent non-executive Director for an initial term of one year and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Such letter of appointment may be terminated by either party giving three months’ written notice or otherwise in accordance with its terms. Mr. Miao currently receives a director’s fee of HK\$10,000 per month which is determined with reference to, among other things, his experience, his role and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, each of the above retiring Directors (i) does not currently hold any other position with the Company and other members of the Group, (ii) does not have any relationship with any other Directors, senior management, or substantial or controlling shareholders of the Company, (iii) has not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iv) does not have other major appointments and professional qualifications, and (v) does not have any interest in any shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF THE AGM



CircuTech International Holdings Limited

訊智海國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8051)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of CircuTech International Holdings Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Friday, 3 May 2019 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements of the Group and the reports of directors of the Company (the “**Directors**”) and auditors for the year ended 31 December 2018.
2. To re-elect the following Directors of the Company:
 - (a) Dr. Woo Kwok Fai Louis as an executive Director;
 - (b) Mr. Yeung Wai Hung Peter as an independent non-executive Director; and
 - (c) Mr. Miao Benny Hua-ben as an independent non-executive Director.
3. To authorise the board of Directors of the Company to fix the remuneration of each of the Directors of the Company.
4. To re-appoint PricewaterhouseCoopers as the auditors of the Company and to authorise the board of Directors of the Company to fix their remuneration.

NOTICE OF THE AGM

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution below, the Directors be and are hereby authorised and granted an unconditional general mandate, during the Relevant Period (as hereinafter defined), to repurchase shares in the share 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 this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange or of any other applicable stock exchange as amended from time to time, be and 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 total number of shares of the Company which may be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the time of passing this Resolution; and
- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the time of passing 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 passed by the Company’s shareholders 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, or any applicable laws to be held.”

NOTICE OF THE AGM

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraphs (b) and (c) of this Resolution, the exercise by the Directors of the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including without limitation, warrants, bonds and debentures convertible into shares of the Company) which would or might require any shares to be allotted, issued or dealt with, be and is hereby generally and unconditionally approved;
- (b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements, options (including without limitation, warrants, bonds and debentures convertible into shares of the Company) which would or might require any shares to be allotted, issued or dealt with, during or after the end of the Relevant Period;
- (c) the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); 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/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of Association of the Company from time to time; and (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE AGM

(d) for the purposes 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 passed by the Company’s shareholders 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, or any applicable laws to be held; and

“Rights Issue” means an offer of shares or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Directors to holders of any class on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

NOTICE OF THE AGM

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Resolutions No. 5 and 6 as set out in this notice convening the meeting of which this Resolution forms part, the aggregate number of shares of the Company that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to Resolution No. 6 as set out in this notice convening the meeting of which this Resolution forms part be and is hereby extended by the addition thereto of the number of shares of the Company bought back by the Company under the authority granted pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By order of the Board

Dr. Woo Kwok Fai Louis

Chairman and Chief Executive Officer

Hong Kong, 29 March 2019

Registered Office:

Cricket Square

Hutchins Drive

P.O.Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street, Causeway Bay

Hong Kong

NOTICE OF THE AGM

Notes:

- a. Any member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of him. 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 to attend and vote on his 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.
- b. 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 certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office 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 the holding of 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.
- c. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 29 March 2019.
- d. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- e. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior holder 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.
- f. Any voting at the Meeting or any adjournment thereof should be taken by poll.
- g. The register of members of the Company will be closed from Monday, 29 April 2019 to Friday, 3 May 2019, both days inclusive, in order to determine the eligibility of shareholders to attend and vote at the Meeting, during which period no share transfers will be registered. To be eligible to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 26 April 2019.