
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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ECI Technology Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8013)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the Annual General Meeting to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 22 January 2020 at 3:00 p.m. or its adjournment is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.ecinfohk.com.

Whether or not you are able or intend to attend the Annual General Meeting, 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 and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.ecinfohk.com.

29 November 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 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 of the Stock Exchange 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 terms and expressions shall have the following meanings:—

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 22 January 2020 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the Board of Directors
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Laws”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	ECI Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on GEM (stock code: 8013)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the Company’s general meeting or are in a position to control the composition of a majority of the Board
“core connected person”	has the same meaning as defined in the GEM Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the GEM of the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all power to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended by the number of any Shares repurchased by the Company pursuant to the Repurchase Mandate)
“Latest Practicable Date”	28 November 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of the passing of the resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the same meaning as defined in the GEM Listing Rules

DEFINITIONS

“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules, including any person or group of persons who are entitled to exercise 10% or more of the voting power at the Company’s general meeting or are in a position to control the composition of a majority of the Board
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent

LETTER FROM THE BOARD

ECI Technology Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8013)

Executive Directors:

Dr. Ng Tai Wing

(Chairman and Chief Executive Officer)

Mr. Law Wing Chong

Mr. Yang Shuo

Non-executive Director:

Ms. Wong Tsz Man

Independent non-executive Directors:

Mr. Hui Chun Ho Eric

Mr. Sung Wai Tak Herman

Mr. Fung Tak Chung

Dr. Chow Kin San

Registered Office:

Estera Trust (Cayman) Limited

Clifton House, 75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*

Factory D on 3/F of Block II

of Camelpaint Buildings

Block I and Block II

No. 62 Hoi Yuen Road

Kowloon, Hong Kong

29 November 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to (1) provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the proposed re-election of retiring Directors, and (2) send you the notice of the Annual General Meeting.

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 31 January 2019, the Directors were granted a general mandate to allot, issue and deal with the Shares. The general mandate to issue Shares will remain in effect until whichever is the earliest of:

LETTER FROM THE BOARD

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Laws or other applicable laws to be held; or
- (iii) upon such mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of up to a maximum of 20% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular and adding to such general mandate any Shares representing the total number of the Shares repurchased by the Company under the Repurchase Mandate. As at the Latest Practicable Date, the total issued share capital of the Company was 1,600,000,000 Shares. Assuming that (i) the resolutions approving the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting and (ii) there is no issue or repurchase of Shares between the Latest Practicable Date up to the date of the Annual General Meeting, the Company would be allowed to issue up to 320,000,000 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company as at the date of the Annual General Meeting.

It is recommended that the Extension Mandate be granted to the Directors.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 31 January 2019, the Directors were granted a general mandate to repurchase Shares with an aggregate number of Shares not more than 10% of the aggregate number of Shares in issue. The general mandate to repurchase Shares will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Laws or other applicable laws to be held; or
- (iii) upon such mandate is varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 1,600,000,000 Shares were in issue. A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase its own issued and fully paid Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the passing of the ordinary resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular. Assuming that (i) the resolutions approving the Issue Mandate and the Repurchase Mandate are passed at the Annual General Meeting and (ii) there is no issue or repurchase of Shares between the Latest Practicable Date up to the date of the Annual General Meeting, the Company would be allowed to repurchase up to 160,000,000 Shares under the Repurchase Mandate, representing 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders 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.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Dr. Ng Tai Wing (Chairman and Chief Executive Officer), Mr. Law Wing Chong and Mr. Yang Shuo; the non-executive Director is Ms. Wong Tsz Man; and the independent non-executive Directors are Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman, Mr. Fung Tak Chung and Dr. Chow Kin San.

Article 108(a) of the Articles of Association states that “Notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.”

Article 112 of the Articles of Association states that “Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.”

In accordance with Articles 108(a) and 112 of the Articles of Association, Mr. Law Wing Chong, Mr. Hui Chun Ho Eric and Mr. Fung Tak Chung (collectively, the “**Retiring Directors**”) will retire at the Annual General Meeting and, being eligible, have offered themselves for re-election at the Annual General Meeting.

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Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

The Nomination Committee has also evaluated the performance of the Retiring Directors and consider their performance satisfactory. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective resolutions of their recommendations for re-election by the Shareholders.

5. PROPOSED RE-APPOINTMENT OF SHINEWING (HK) CPA LIMITED AS THE INDEPENDENT AUDITORS OF THE COMPANY

The Board proposes to re-appoint SHINEWING (HK) CPA Limited as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting. A resolution will be proposed to authorise the Board to fix the auditor's remuneration. SHINEWING (HK) CPA Limited has indicated its willingness to be re-appointed as the Company's independent auditors for the said period.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use in connection with the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.ecinfohk.com. Whether or not you are able or intend to attend the Annual General Meeting, 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 and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

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7. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the notice of the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.ecinfohk.com as soon as practicable after the conclusion of the Annual General Meeting.

8. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 17 January 2020 to Wednesday, 22 January 2020, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 January 2020.

9. 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.

10. RECOMMENDATION

The Directors consider that (1) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the proposed re-election of Retiring Directors, in each case as described in this circular; and (3) the proposed re-appointment of the Company's auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

11. GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
ECI Technology Holdings Limited
Dr. Ng Tai Wing
Chairman and Chief Executive Officer

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,600,000,000 Shares.

Subject to the passing of the resolution set out in item 5(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase, during which the Repurchase Mandate remains in force, up to a maximum total of 160,000,000 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its members. 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 earnings per Share.

3. FUNDING OF REPURCHASE

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

It is presently proposed that any repurchase of Shares will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from the sums standing to the credit of the share premium account of the Company. Subject to the Companies Law, a repurchase of Shares may also be paid out of capital.

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 financial statements contained in the annual report of the Company for the year ended 31 August 2019) in the event that the Repurchase Mandate is exercised in full.

The Directors do not propose 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 its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

Month	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
December 2018	0.190	0.180
January 2019	0.192	0.185
February 2019	0.192	0.185
March 2019	0.228	0.190
April 2019	0.210	0.197
May 2019	0.213	0.200
June 2019	0.217	0.200
July 2019	0.206	0.194
August 2019	0.201	0.149
September 2019	0.166	0.112
October 2019	0.145	0.115
November 2019 (up to the Latest Practicable Date)	0.128	0.102

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) currently intends to sell any Shares in the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is approved at the Annual General Meeting.

6. IMPLICATIONS UNDER THE TAKEOVERS CODE

If as a result of a repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, 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 Code as a result of such increase.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Dr. Ng Tai Wing and Ms. Wong Tsz Man, the spouse of Dr. Ng Tai Wing, being the Directors, are deemed, or taken to be interested in 880,000,000 Shares held by a controlled corporation, ECI Asia Investment Limited, representing 55% of the total issued share capital of the Company. Based on the said interest of the Controlling Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full their powers under the Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 61.11%. Meanwhile, Mr. Yang Shuo is interested in 320,000,000 Shares of the Company representing 20% of the total issued share capital of the Company. Based on the said interest of the Substantial Shareholder as at the Latest Practicable Date, in the event that the Directors exercise in full their powers under the Repurchase Mandate to repurchase Shares, the interest of the Substantial Shareholder in the issued share capital of the Company will be increased to approximately 22.22%. Such increases would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months immediately preceding the Latest Practicable Date (whether on the GEM or otherwise).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are the particulars of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

EXECUTIVE DIRECTOR

Mr. Law Wing Chong (羅永忠)

Mr. Law Wing Chong, aged 54, joined our Group in January 2015 and was appointed as an executive Director on 3 October 2016. Mr. Law is responsible for the overall operations of the Group.

Mr. Law obtained a Diploma in Business Management from Lingnan University in July 2008, a Professional Diploma in Occupational Safety and Health from Hong Kong Baptist University in September 2010 and a Master of Engineering Management degree from University of Technology Sydney in March 2010. He is a member of the Institution of Engineering and Technology and a graduate member of the Institution of Occupational Safety and Health since June 2010 and December 2010, respectively. He is also a member of the Society of Registered Safety Officers since February 2012.

Mr. Law worked in Hong Kong Electric Group from 1985 to 1998 as a technician. He then worked in Kum Shing (K.F.) Construction Company Limited, an electrical, mechanical, civil and building engineering service provider, as a safety supervisor and site representative from 1998 to 2007. From 2007 to 2008, he worked in Mak Hang Kei (HK) Construction Limited, a construction contractor, as a project engineer and safety supervisor. From November 2008 to September 2012, Mr. Law worked in Serco Group (HK) Limited, a company providing consultation and outsourcing services, as a project engineer. He re-joined Mak Hang Kei (HK) Construction Limited, a construction contractor, as a safety officer from September 2012 to April 2014, where he was responsible for safety requirement compliance and performing safety audit. He also worked in Alstom Hong Kong Limited, a systems equipment and service provider in the railway sector, as a safety officer from May 2014 to December 2014 where he was responsible for implementing and monitoring safety management system.

Mr. Law entered into an appointment letter with the Company as an executive Director on 17 February 2017 for a term of three years commencing from 10 March 2017, unless terminated by not less than three months' notice in writing served by either party. Pursuant to the appointment letter, Mr. Law is entitled to a fixed salary of HK\$684,000 per annum payable monthly. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the Remuneration Committee. Save as disclosed above, Mr. Law is not entitled to any other emoluments of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Law is not related to any other Directors, member of the senior management, substantial shareholders or Controlling Shareholders.

Save as disclosed above, Mr. Law does not hold any other positions in the Company or other members of the Company, and did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Law does not have any interest in the Shares (within the meaning of Part XV of the SFO).

There is no other matter in relation to the re-election of Mr. Law that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Chun Ho Eric (許俊浩)

Mr. Hui Chun Ho Eric, aged 45, was appointed as an independent non-executive Director on 17 February 2017. He is mainly responsible for providing independent advice to the Board. He is also the chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company.

Mr. Hui is currently the financial controller and company secretary of Hong Kong Finance Group Limited, a company listed on the main board of the Stock Exchange (stock code: 1273), and an independent non-executive director, chairman of audit committee and a member of the nomination committee of Modern Land (China) Co., Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1107). Before joining the above companies, Mr. Hui worked for an international accounting firm and held several senior positions in other listed companies in Hong Kong. Mr. Hui is a fellow member of both Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, and an associate member of The Taxation Institute of Hong Kong. In 1998, Mr. Hui received his bachelor's degree in Accounting from The Hong Kong Polytechnic University and was awarded a master's degree in Business Administration with distinction by The University of Manchester, United Kingdom in 2013. Mr. Hui has extensive professional experience in auditing, financial accounting and reporting, company secretarial matters and corporate finance.

Mr. Hui entered into an appointment letter with the Company as an independent non-executive Director on 17 February 2017 for a term of three years commencing from 10 March 2017, unless terminated by not less than one month's notice in writing served by either party. Pursuant to the appointment letter, Mr. Hui is entitled to a fixed salary of HK\$120,000 per annum payable monthly. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee. Save as disclosed above, Mr. Hui is not entitled to any other emoluments of the Company.

Save as disclosed above, Mr. Hui is not related to any other Directors, member of the senior management, substantial shareholders or Controlling Shareholders of the Company.

Save as disclosed above, Mr. Hui does not hold any other positions in the Company or other members of the Company, and did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Hui does not have any interest in the Shares (within the meaning of Part XV of the SFO).

There is no other matter in relation to the re-election of Mr. Hui that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Fung Tak Chung (馮德聰)

Mr. Fung Tak Chung, aged 53, was appointed as an independent non-executive Director on 17 February 2017. He is mainly responsible for providing independent advice to the Board. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Fung obtained a Bachelor of Arts degree in Economics from Shue Yan University in October 2010, and a Diploma in Economics from Hong Kong Shue Yan College in January 1992. Mr. Fung has years of experience in the industry of information technology. In February 2006, Mr. Fung founded Datayard Systems Limited, an information technology service provider that develops web applications and Linux servers and provides web hosting service. He has been a director of Datayard Systems Limited since February 2006 and is responsible for its product development. Since 2011, he has been the chief executive officer of Photon Link Limited, a company providing information technology solutions services. Back from November 1992, he was a customer service specialist of Hutchison AT&T Network Services Limited until December 1993. He was a sales administration supervisor of Telecom Service Department of JOS Telecom of JOS Technology Group from December 1993. In March 1995, he started working for T.M.I Telemedia International Hong Kong Limited as help desk and field engineering supervisor, and ceased working there as the area marketing and sales support executive in October 1996. From April 1997 to May 1998, he worked as a marketing support executive in Hong Kong Supernet Ltd. He worked as the technical service manager in E-Med Limited from May 1999. He then worked as a product manager in Standard Chartered Bank from August 2000 to July 2001. From May 2002 to December 2008, Mr. Fung was a director and information technology and management consultant of Right Medic Development Limited, a company that provided project consultancy services, where he was mainly responsible for property agency work.

From 2012 to 2014, he was appointed by the Office of the Government Chief Information Officer of the Government of the Hong Kong Special Administrative Region as a member of Working Group on Cloud Security and Privacy. He has been the vice president of Internet Professional Association since 2014 and an honorary information technology consultant of the Hong Kong Independent Non-Executive Director Association since 2015, and was appointed as Committee Member in 2017. In 2017, he joined the HK BlockChain Society as vice president to further his interest on FinTech developments. And in October 2017, he was appointed as a member of Academic Advisory Board in HK Shue Yan University, Department of Economics and Finance, contributing his knowledge on FinTech to help university to setup related courses.

Mr. Fung entered into an appointment letter with the Company as an independent non-executive Director on 17 February 2017 for a term of three years commencing from 10 March 2017, unless terminated by not less than one month's notice in writing served by either party. Pursuant to the appointment letter, Mr. Fung is entitled to a fixed salary of HK\$120,000 per annum payable monthly. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board with reference to his experience, responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee. Save as disclosed above, Mr. Fung is not entitled to any other emoluments of the Company.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Fung is not related to any other Directors, member of the senior management, substantial shareholders or Controlling Shareholders of the Company.

Save as disclosed above, Mr. Fung does not hold any other positions in the Company or other members of the Company, and did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years and have not held other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Fung does not have any interest in the Shares (within the meaning of Part XV of the SFO).

There is no other matter in relation to the re-election of Mr. Fung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

ECI Technology Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8013)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of ECI Technology Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 22 January 2020 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditors of the Company for the year ended 31 August 2019.
2.
 - (a) To re-elect Mr. Law Wing Chong as an executive Director.
 - (b) To re-elect Mr. Hui Chun Ho Eric as an independent non-executive Director.
 - (c) To re-elect Mr. Fung Tak Chung as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint SHINEWING (HK) CPA Limited as the Company’s independent auditors and to authorise the Board to fix their remuneration.
5. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “**Share(s)**”) and to make or grant offers, agreements and options which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company (the “**Articles of Association**”); and
 - (iii) the exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of Stock Exchange for the grant or issue of Shares or rights to acquire Shares;

shall not exceed 20% of the total number of Shares in issue on the date of passing of this resolution; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (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, the Companies Law of the Cayman Islands or other applicable laws to be held; or
- (iii) when varied, revoked or renewed by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company 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 recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its own shares on the GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or any other stock exchange on which the securities of the Company may be listed as amended from time to time;
- (b) the total number of Shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate total number of Shares of the Company in issue as at the date of passing of this resolution; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until:

- (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, the Companies Law of the Cayman Islands or other applicable laws to be held; or
- (iii) when varied, revoked or renewed by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest.

- (C) “**THAT** subject to the passing of the resolutions set out in items 5(A) and 5(B) in the notice of the Annual General Meeting, the general mandate referred to in the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5(B) of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution.”

By order of the Board
ECI Technology Holdings Limited
Dr. Ng Tai Wing
Chairman and Chief Executive Officer

Hong Kong, 29 November 2019

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street, PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal Place

of Business in Hong Kong:
Factory D on 3/F of Block II of Camelpaint Buildings
Block I and Block II, No. 62 Hoi Yuen Road
Kowloon, Hong Kong

Notes:

- 1 All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.ecinfohk.com/ in accordance with the GEM Listing Rules.
- 2 Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- 3 A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 29 November 2019. In order 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 of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
- 4 Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 5 Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
- 6 For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Friday, 17 January 2020 to Wednesday, 22 January 2020, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 January 2020.
- 7 If typhoon signal no.8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at www.ecinfohk.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board comprises eight Directors, including three executive Directors, namely, Dr. Ng Tai Wing (Chairman and Chief Executive Officer), Mr. Law Wing Chong and Mr. Yang Shuo; one non-executive Director, namely, Ms. Wong Tsz Man and four independent non-executive Directors, namely, Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman, Mr. Fung Tak Chung and Dr. Chow Kin San.

This notice, 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 notice 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 in this notice misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company’s website at www.ecinfohk.com.