
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Pantronics Holdings Limited (the “Company”), you should at once hand this circular and the accompanying 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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PANTRONICS HOLDINGS LIMITED

桐成控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

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

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Club Lusitano, 27th Floor, 16, Ice House Street, Central, Hong Kong, on Tuesday, 28 March 2017 at 9:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

17 February 2017

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DEFINITIONS

In this circular, including the appendices, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at Club Lusitano, 27 th Floor, 16, Ice House Street, Central, Hong Kong, on Tuesday, 28 March 2017 at 9:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the Board of Directors of the Company
“BVI”	the British Virgin Islands
“close associate(s)”	shall have the same meaning as ascribed to it under the Listing Rules
“Companies Act”	the BVI Business Companies Act, 2004, as amended, supplemented or otherwise modified from time to time
“Company”	Pantronics Holdings Limited, a company incorporated in British Virgin Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1611)
“controlling shareholders”	shall have the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	shall have the same meaning as ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, as amended from time to time
“Director(s)”	the director(s) of the Company for the time being
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM, which is also extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Latest Practicable Date”	13 February 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	21 November 2016, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the Memorandum of Association of the Company
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	the ordinary shares of HK\$0.001 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



PANTRONICS HOLDINGS LIMITED

桐成控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

Executive Directors

Mr. Henry Woon-hoe Lim (*Chief Executive Officer*)

Mr. Ho Hon Ching

Non-executive Director & Chairman

Mr. Hsu Simon Nai-cheng

Independent Non-executive Directors

Mr. Pochin Christopher Lu

Mr. Danny J Lay

Ms. Hui Leung Ching Patricia

Principal Place of Business

in Hong Kong:

Flat/RM 1603A, 16/F

Tower 2, Nina Tower

8 Yeung Uk Road

Tsuen Wan

Hong Kong

Registered Office:

3rd Floor, J&C Building

PO Box 362, Road Town

Tortola, BVI VG1110

17 February, 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) give you notice of the AGM.

LETTER FROM THE BOARD

2. THE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to allot, issue and otherwise deal with new Shares up to, in aggregate, 20% of the nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 300,000,000 Shares in issue. Subject to the passing of the proposed resolution for approving the Issue Mandate to the Directors, and on the basis that no other Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 60,000,000 new shares.

3. THE REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed, Shares up to, in aggregate, 10% of the nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, and on the basis that there were 300,000,000 issued Shares as at the Latest Practicable Date and no Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 30,000,000 Shares.

Under the Listing Rules, the Company is required to give Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. EXTENSION OF THE ISSUE MANDATE

In addition, an ordinary resolution will be proposed at the AGM to allow any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares as at the date of the grant of the Repurchase Mandate) to be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; and (iii) the date of revocation or variation by an ordinary resolution of Shareholders in general meeting prior to the next annual general meeting of the Company.

5. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Article 14.18 of the Articles and Code Provision A.4.2 of the Corporate Governance Code, Mr. Henry Woon-hoe Lim, Mr. Pochin Christopher Lu, Mr. Danny J Lay, Ms. Hui Leung Ching Patricia, will retire from office as Director at the AGM, and, being eligible, have offered themselves for re-election at the AGM.

Details of the above retiring Directors which are proposed to be re-elected at the AGM, are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

6. AGM

Notice of the AGM is set out on pages 14 to 18 of this circular. A form of appointment of proxy (the "Proxy") for use at the AGM is despatched with this circular. Whether or not you intend to attend the AGM, you are requested to complete the Proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the Proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

7. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 24 March 2017, to Tuesday, 28 March 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30p.m. on Thursday, 23 March 2017.

8. VOTING BY POLL

All the resolutions set out in the Notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles of the Company.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited, at www.hkexnews.hk and the website of the Company at www.pantronicshk.com respectively. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded or required.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 the proposed granting to the Directors of the Issue Mandate, Repurchase Mandate and extension of the Issue Mandate and the re-election of retiring directors, are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of the relevant resolutions as set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
PANTRONICS HOLDINGS LIMITED
Hsu Simon Nai-cheng
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 300,000,000 Shares in issue. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 30,000,000 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; and (iii) the date of revocation or variation of the Repurchase Mandate by an ordinary resolution of Shareholders in general meeting prior to the next annual general meeting of the Company.

2. REASONS FOR REPURCHASE MANDATE

The Directors believe that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be financed entirely from the funds legally available for such purposes in accordance with the Memorandum of Association and Articles, the applicable laws of the BVI and the Listing Rules.

There might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is exercised in full during the proposed repurchase period as compared with the position disclosed in the latest published audited accounts for the year ended 30 September 2016. However, 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 the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

The Company has not been notified by any core connected person that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

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 Listing Rules and all applicable laws of the BVI, and in accordance with the Memorandum of Association and the Articles.

6. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition pursuant to Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the interest of the Shareholder (and concerted parties, if any), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following person held 5% or more of the issued share capital of the Company:

Name	Number of Shares held as at the Latest Practicable Date	Approximate Percentage as at the Latest Practicable Date	If Repurchase Mandate is exercised fully, approximate percentage as at the Latest Practicable Date
Mr. Hsu Simon Nai-cheng (1)	210,000,000	70%	77%
New Wave Capital Limited	210,000,000	70%	77%
SNH Global Holdings Limited (2)	210,000,000	70%	77%
Ms. Ng Mei Yi Diana (3)	210,000,000	70%	77%

Notes:

1. Mr. Hsu Simon Nai-cheng ("Mr. Hsu") through SNH Global Holdings Limited and New Wave Capital Limited, owns 70% of the Company's issued Shares.
2. SNH Global Holdings Limited beneficially owns all the issued shares of New Wave Capital Limited. Therefore, SNH Global Holdings Limited is deemed, or taken to be interested in the Shares held by New Wave Capital Limited for the purpose of the SFO.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

3. Ms. Ng Mei Yi Diana is the spouse of Mr. Hsu. Accordingly, Ms. Ng Mei Yi Diana is deemed, or taken to be, interested in the Shares which Mr. Hsu is interested in for the purpose of the SFO.

In the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of the above person in the issued share capital of the Company will be increased as shown above. Such increase will not give rise to an obligation of Mr. Hsu Simon Nai-cheng to make a mandatory offer under Rules 26 and 32 of the Takeovers Code but would contravene the requirement under Rule 8.08 of the Listing Rules that at least 25% of the shares must be held by the public.

The Directors have no intention to exercise the Repurchase Mandate to the extent that will result in the number of shares in hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Share had been repurchased by the Company, whether on the Stock Exchange or otherwise.

8. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange since the listing date (21 November 2016) preceding the Latest Practicable Date:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
November (from the Listing Date)	1.72	1.35
December	2.10	1.11
2017		
January	1.29	1.14
February (until the Latest Practicable Date)	1.35	1.18

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The followings are particulars of the directors who will retire from office, all of whom, being eligible, have offered themselves for re-election at the AGM:

Executive Director

Mr. Henry Woon-hoe Lim, aged 65, is the chief executive officer and an executive Director. Mr. Lim has been a Director since 1 July 2010.

Mr. Lim has over 30 years of experience in professional audit, financial accounting and international management. Prior to joining our Group, he spent 15 years with Fritz Companies, Inc., a former NASDAQ-listed company, where he was promoted to become a director of finance for international operations. He then served as the chief financial officer of Morrison Express Corporation, an Asia-based global freight forwarding and logistics service provider, from February 2000 to May 2009. In September 2004, he was appointed as an independent non-executive director of UPI (stock code: 0176), a company listed on the Stock Exchange, and subsequently became the executive director and chief executive officer of UPI (stock code: 0176) from June 2010 until September 2014. Mr. Lim has been the chief executive officer of SNH Global since October 2014.

Mr. Lim is a certified public accountant and is a fellow of the Institute of Singapore Chartered Accountants, Certified Public Accountants Australia and the Association of Chartered Certified Accountants.

Mr. Lim obtained his Bachelor of Commerce with Honours from Nanyang University (now known as Nanyang Technological University) of Singapore in 1974.

He served as a director of UPI (stock code: 0176), a company listed on the Stock Exchange, from September 2004 to September 2014.

Save as disclosed above, Mr. Lim did not hold any other directorships in public listed companies in Hong Kong or overseas in the last three years.

Mr. Lim has a 3-years service contract with the Company in respect of his appointment as Executive Director and Chief Executive Officer. His directorship is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Lim will retire at the AGM, and being eligible, has offered himself for re-election. The remuneration of Mr. Lim is, (i) a fixed sum salary and allowance of HK\$3,075,600 per annum which is determined by the Board with reference to his responsibilities and duties within the Company; and (ii) a discretionary bonus as may be approved by the Remuneration Committee of the Board from time to time, with reference to the performance of the Company.

Mr. Lim does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company and he has no interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

There is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lim that need to be brought to the attention of the Shareholders.

Independent Non-executive Directors

Mr. Pochin Christopher Lu, aged 58, was appointed as an independent non-executive Director, the chairman of the Audit Committee of the Board, and a member of the Remuneration Committee of the Board on 27 October 2016.

Mr. Lu is currently an executive director of Foxconn Interconnect Technology Ltd. and has since 12 August 2015, been serving as an independent non-executive director and the chairman of the audit committee of Greenland Holdings Corp Ltd (stock code: 600606, listed on the Shanghai Stock Exchange). Since 18 September 2016, he is also the independent non-executive director and chairman of the audit committee of Honma Golf Limited (stock code: 6858, listed on the Main Board of the Hong Kong Stock Exchange). He retired from Deloitte China in December 2014. He joined Deloitte U.S. in Los Angeles as an audit associate in 1981. During his 34 years of service with Deloitte, he had held many executive positions including Deloitte China CEO from years 2008 to 2013, and a member of the Deloitte Touche Tohmatsu Limited Global Executive Committee from years 2012 to 2013. He has also led a number of Deloitte initiatives in support of national policies and programs such as those of the Ministry of Finance and the State-owned Assets Supervision & Administration Commission.

Mr. Lu's professional and personal contributions have been recognised by the community. He is a two-time winner of the Shanghai's Magnolia Award in 2003 and 2005, which recognises expatriates for their deep friendship with and significant contributions to the development of the city of Shanghai.

Mr. Lu graduated with a Master Degree in accounting science from the University of Illinois, Urbana — Champaign USA in January 1981. He is also a member of the Chinese Institute of Certified Public Accountants and the American Institute of Certified Public Accountants.

The remuneration of Mr. Lu is HK\$200,000 per annum with respect to his responsibilities and duties within the Group.

Mr. Lu does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Lu was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to any of the requirements of the Rules 13.51(2)(h)-(v) of the Listing Rules and there are no matters concerning Mr. Lu that needed to be brought to the attention of the Shareholders.

Mr. Danny J Lay, aged 64, was appointed as an independent non-executive Director, the chairman of the Remuneration Committee of the Board, and a member of each of the Audit Committee and the Nomination Committee of the Board on 27 October 2016.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lay has over 32 years of experience in operational management. He was the Special Assistant to the Governor of the State of Missouri, the U.S.. Mr. Lay was the business leader of Emerson Commercial and Residential Solutions, Asia Pacific Region, the vice president of business development & operations of Emerson Electric Company, and the chairman and director of Emerson Professional Tools (Shanghai) Ltd. He is currently a consultant of Emerson World HeadQuarter, St Louis, MO, the U.S..

Mr. Lay obtained his Bachelor of Science in Physics from the Chung Yuan Christian University of Taiwan in June 1977 and his Master of Business Administration from Drury University in Missouri of the United States in August 1979. He is a fellow member of the Hong Kong Institute of Directors and a member of the board of trustees at Drury University in Missouri of the United States.

Mr. Lay was an independent non-executive director of Allied Industrial Corporation Limited, a company listed on the Taipei Exchange (formerly the GreTai Securities Market) from 2012 to August 2015. He is an independent non-executive director of Golden Eagle Retail Group Limited, a company listed on the Hong Kong Stock Exchange (stock code: 3308), and Forward Electronics Co Limited, a company listed on the Taipei Exchange since May 2014 and June 2016 respectively.

The remuneration of Mr. Lay is HK\$200,000 per annum with respect to his responsibilities and duties within the Group.

Mr. Lay does not have any relationship with the any other Directors, senior management, substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Lay was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to any of the requirements of the Rules 13.51(2)(h)-(v) of the Listing Rules and there are no matters concerning Mr. Lay that needed to be brought to the attention of the Shareholders.

Ms. Hui Leung Ching Patricia, aged 49, was appointed as an independent non-executive Director, the chairman of the Nomination Committee of the Board, and a member of the Audit Committee of the Board on 27 October 2016.

Ms. Hui has over 20 years of experience in the legal, regulatory, compliance and corporate secretarial fields. She is currently the Associate General Counsel of Hanesbrands Inc., overseeing the legal and company secretarial functions in Asia. Prior to joining Hanesbrands Inc., Ms. Hui had been group legal counsel of Hutchison Whampoa Group from July 2000 to September 2006 and head legal adviser of China Resources Enterprises Limited from October 2006 to October 2009, and had also worked in the private practice for around 9 years.

Ms. Hui obtained her Bachelor of Law degree from the King's College, University of London, in August 1989. She was admitted as a solicitor in England and Wales in 1992 and Hong Kong in 1993. She is also a fellow of the Hong Kong Institute of Chartered Secretaries and a member of the Hong Kong Institute of Directors.

**APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

The remuneration of Ms. Hui is HK\$200,000 per annum with respect to his responsibilities and duties within the Group.

Ms. Hui does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Ms. Hui was not interested or deemed to be interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to any of the requirements of the Rules 13.51(2)(h)-(v) of the Listing Rules and there are no matters concerning Ms. Hui that needed to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



PANTRONICS HOLDINGS LIMITED

桐成控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1611)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of Pantronics Holdings Limited (the “Company”) will be held at Club Lusitano , 27th Floor, 16, Ice House Street, Central, Hong Kong on Tuesday, 28 March 2017 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and of the auditors for the year ended 30 September 2016.
2. To re-elect the following directors:
 - a. Mr. Henry Woon-hoe Lim as Executive Director.
 - b. Mr. Pochin Christopher Lu as the Independent non-executive director.
 - c. Mr. Danny J Lay as the Independent non-executive director.
 - d. Ms. Hui Leung Ching Patricia as the Independent non-executive director.
3. To authorise the Board to fix the remuneration of the Directors.
4. To re-appoint BDO Limited as the Company’s auditor and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.0010 each in the capital of the Company and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the shares 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 paragraph (a) above otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of the Company; or (v) a specific authority granted or to be granted by the Shareholders in general meeting, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said approval in paragraph (a) of this resolution shall be limited accordingly; and
- (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 expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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 in any territory outside Hong Kong).”

6. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares of HK\$0.0010 each in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and
- (c) 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 expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of Ordinary Resolutions No. 5 and No. 6 as set out in the notice convening this Meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution No. 5 set out in the notice convening this Meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 6 set out in the notice convening this Meeting 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 of this resolution.”

By Order of the Board
PANTRONICS HOLDINGS LIMITED
Hsu Simon Nai-cheng
Chairman

Hong Kong, 17 February 2017

Notes:

1. Any member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A member 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. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. To be valid, a form of appointment of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183, Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. 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.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

6. For determining the entitlement to attend and vote at the Meeting, the register of members will be closed from Friday, 24 March 2017, to Tuesday, 28 March 2017, both days inclusive. During this period, no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183, Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 23 March 2017.
7. If Typhoon Signal No. 8 or above, or "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above Meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website www.pantronicshk.com to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises (1) Mr. Henry Woon-hoe Lim and Mr. Ho Hon Ching as the executive Directors; (2) Mr. Hsu Simon Nai-cheng as the non-executive Director; and (3) Mr. Pochin Christopher Lu, Mr. Danny J Lay and Ms. Hui Leung Ching Patricia as the independent non-executive Directors.