
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**ALLTRONICS HOLDINGS LIMITED****華訊股份有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 833)**

**PROPOSED RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY**

A notice convening the annual general meeting of Alltronics Holdings Limited to be held at Lavender Room, Level 27, The Park Lane Hotel, 310 Gloucester Road, Hong Kong on Wednesday, 24 May 2006 at 10:30 a.m. is set out on pages 19 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

If you do not propose to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 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 meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting should they so wish.

29 April 2006

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Lavender Room, Level 27, The Park Lane Hotel, 310 Gloucester Road, Hong Kong on Wednesday, 24 May 2006 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 22 of this circular or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Company”	Alltronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Current Articles of Association”	the current articles of association of the Company;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	24 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Future Commission in Hong Kong;
“HK\$”	Hong Kong dollars.

LETTER FROM THE BOARD



ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

Executive Directors:

Mr. Lam Yin Kee (*Chairman*)

Ms. Yeung Po Wah

Mr. Toshio Daikai

Mr. William Peter Shelley

Non-executive Director:

Mr. Fan, William Chung Yue

Independent Non-executive Directors:

Mr. Barry John Buttifant

Mr. Leung Kam Wah

Ms. Yeung Chi Ying

*Head office and principal place
of business in Hong Kong:*

Room 1108, 11/F

Eastwood Centre

No. 5 A Kung Ngam Village Road

Shau Kei Wan

Hong Kong

Registered office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town, Grand Cayman

British West Indies

29 April 2006

To shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the re-election of Directors retiring at the Annual General Meeting; (ii) the granting of the Buyback Mandate to the

LETTER FROM THE BOARD

Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate.

2. RE-ELECTION OF DIRECTORS

All the executive Directors of the Company had been appointed for nearly 3 years and all the non-executive Directors were appointed by the Board pursuant to Article 86(3) of the Current Articles of Association. Therefore, each of the Directors shall retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors are set out in Appendix III of this circular.

3. BUYBACK AND ISSUANCE MANDATES

Ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to ten per cent. of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (“Buyback Mandate”);
- (b) to issue, allot and deal with Shares of an aggregate nominal amount of up to twenty per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution (“Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions numbered 5 and 6 set out in the notice of the Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of Directors, the granting of the Buyback Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

A form of proxy for use at the Annual General Meeting is also enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's Branch Share Registrar in Hong Kong, Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate are in the interests of the Company and the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory statement on the Buyback Mandate), Appendix II (Procedure by which the Shareholders may demand a poll at a general meeting pursuant to the Current Articles of Association) and Appendix III (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
Lam Yin Kee
Chairman of the Board

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buyback Mandate.

1. REASONS FOR SHARE BUYBACK

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 300,000,000 Shares.

Subject to the passing of the ordinary resolution no.5 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 30,000,000 Shares (representing 10 per cent. of the Shares in issue as at the date of the Annual General Meeting) during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the laws of the Cayman Islands and other applicable laws.

The Company is empowered by its memorandum and articles of association to repurchase its Shares. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share repurchase may only be paid out of either the profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, if so authorised by its articles of association and subject to the provisions of the Cayman Islands laws, out of capital. The amount of premium payable on repurchase may be paid out of profits of the company or out of the share premium account of the company, or, if so authorised by its articles of association and subject to the provisions of the Cayman Islands laws, out of capital before the shares are repurchased.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2005) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr Lam Yin Kee, Ms Yeung Po Wah and Mr Toshio Daikai, Directors of the Company, together with parties acting in concert with them were beneficially interested in 210,801,000 Shares, representing approximately 70.27% of the total issued share capital of the Company. On the basis that no Shares are issued or repurchased prior to the date of the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interests of the said Directors in the issued Shares would be increased to approximately 78.07% of the total issued share capital of the Company. The Directors will not make repurchase of Shares if the result of the repurchase would be that less than 25% of the issued share capital of the Company would be in public hands. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Buyback Mandate.

6. GENERAL

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

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during the period from 15 July 2005 (the date on which the Shares were listed on the Stock Exchange) to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2005		
July	0.83	0.78
August	0.87	0.78
September	0.89	0.80
October	0.86	0.79
November	0.85	0.80
December	0.98	0.81
2006		
January	0.99	0.93
February	1.14	0.97
March	1.10	1.05
April	1.09	0.99

8. REPURCHASES OF SHARES MADE BY THE COMPANY

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

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Current Articles of Association.

According to article 66 of the Current Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at such meeting.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Current Articles of Association and will be proposed to be re-elected at the Annual General Meeting are provided below.

(1) Mr Lam Yin Kee, aged 59, an executive director and Chairman

Experience

Mr Lam Yin Kee, aged 59, is an executive Director and the Chairman and founder of the Group. Mr Lam has over 35 years of marketing experience in the electronic industry and he is responsible for the Groups' overall strategic planning and business development. He is also responsible for overseeing the overall operation in the sales and marketing and administration management of the Group. Prior to establishing the Group in 1997, Mr Lam was the vice-chairman of a listed group in Hong Kong engaging in the manufacture and sales of electronic products for over 19 years. Mr Lam has not held any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Each of the executive Directors has entered into a service contract with the Company for a fixed term of 3 years commencing from the listing date (15 July 2005) and shall continue thereafter unless and until terminated by, among others, either party giving to the other not less than three calendar months' prior notice in writing.

Mr Lam is currently entitled to a basic monthly salary of HK\$151,200, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions. The Company is also providing a staff quarter to Mr Lam at a monthly rental of HK\$80,000.

Relationships

Other than the relationship arising from his being the husband of Ms Yeung Po Wah, the Chairman, an executive Director and a substantial shareholder of the Company, Mr Lam does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Lam was interested in 210,000,000 shares of the Company pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

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

(2) Ms Yeung Po Wah, aged 56, an executive director*Experience*

Ms Yeung Po Wah, aged 56, is an executive Director and the wife of Mr Lam Yin Kee. Ms Yeung is a co-founder of the Group and is responsible for the overall administrative functions and strategic planning of the Group. From 1967 to 1984, Ms Yeung worked at the Bank of Tokyo with the last position being assistant manager of the remittance department. Ms Yeung has not held any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Each of the executive Directors has entered into a service contract with the Company for a fixed term of 3 years commencing from the listing date (15 July 2005) and shall continue thereafter unless and until terminated by, among others, either party giving to the other not less than three calendar months' prior notice in writing.

Ms Yeung is currently entitled to a basic monthly salary of HK\$49,680, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company with reference to her performance, duties and responsibilities, the performance of the Company and prevailing market conditions.

Relationships

Other than the relationship arising from her being the wife of Mr Lam Yin Kee, an executive Director and a substantial shareholder of the Company, Ms Yeung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms Yeung was interested in 210,000,000 shares of the Company pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms Yeung that need to be brought to the attention of the Shareholders of the Company.

(3) Mr Toshio Daikai, aged 63, an executive director*Experience*

Mr Toshio Daikai, aged 63, is an executive Director of the Company. Mr Daikai has over 37 years of experience in the electronic industry in Japan and is responsible for the sales and marketing of the Group's products in Japan. Mr Daikai graduated from the Keiou Gijyuku University of Japan in 1965 and holds a Bachelor Degree of Commercial Science. Prior to joining the Group in April 2003, he has worked for Matsushita Electric Industrial Co., Ltd. ("Matsushita") in Japan for 37 years and was the Director of Battery Appliance Division and Director of Power Supply Equipment Division at the time he left Matsushita. Save as disclosed, Mr Daikai did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Each of the executive Directors has entered into a service contract with the Company for a fixed term of 3 years commencing from the listing date (15 July 2005) and shall continue thereafter unless and until terminated by, among others, either party giving to the other not less than three calendar months' prior notice in writing.

Mr Daikai is currently entitled to a basic monthly salary of HK\$60,000, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions. The Company is also providing a staff quarter to Mr Daikai at a monthly rental of HK\$11,000.

Relationships

Other than the relationship arising from his being an executive Director and a shareholder of the Company, Mr Daikai does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Daikai was interested in 801,000 shares of the Company pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

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

(4) Mr William Peter Shelley, aged 61, an executive director*Experience*

Mr William Peter Shelley, aged 61, is an executive Director and the assistant general manager of the Company. He is responsible for the engineering operations of the Group. He is also responsible for the sales and marketing of the Group's products mainly in the U.S. Mr Shelley has over 25 years experience in the consumer electronic industry and worked for a Hong Kong listed company as the engineering manager before joining the Group in 1997. Mr Shelley has been granted the Television Operator's Certificate by the Australian Broadcasting Control Board in 1966, the Broadcast Station Operator's Certificate by Authority of the Postmaster-General of Australia in 1968, a certificate in the operation maintenance and installation of television outside broadcasting and studio equipment in 1965 and a diploma in management studies awarded jointly by the Hong Kong Polytechnic University and The Hong Kong Management Association in 1995. Save as disclosed, Mr Shelley did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Each of the executive Directors has entered into a service contract with the Company for a fixed term of 3 years commencing from the listing date (15 July 2005) and shall continue thereafter unless and until terminated by, among others, either party giving to the other not less than three calendar months' prior notice in writing.

Mr Shelley is currently entitled to a basic monthly salary of HK\$61,508, other benefits in kind and a discretionary bonus to be determined by the remuneration committee of the Company with reference to his performance, duties and responsibilities, the performance of the Company and prevailing market conditions. The Company is also paying a monthly housing allowance of HK\$12,000 to Mr Shelley.

Relationships

Other than the relationship arising from his being an executive Director of the Company, Mr Shelley does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Shelley was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

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

(5) Mr Fan, William Chung Yue, aged 65, a non-executive director*Experience*

Mr Fan, William Chung Yue, aged 65, is a non-executive Director appointed by the Group in June 2005. Mr Fan is a solicitor in Hong Kong and a consultant to Fan & Fan, Solicitors. He has been a director of Hon Kwok Land Investment Company Limited from 1985 to 2005 and he is also the director of Chinney Investments Limited starting from 1985, the shares of these two companies are listed on the Stock Exchange. Save as disclosed, Mr Fan did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Mr Fan has been appointed by the Company for a term of one year commencing from 17 June 2005 and such appointment shall continue thereafter from year to year until terminated by either party with one month's notice in writing served to the other party. Mr Fan is currently entitled to a standard director fee of HK\$240,000 per annum.

Relationships

Other than the relationship arising from his being a non-executive Director of the Company, Mr Fan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Fan was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

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

(6) Mr Barry John Buttifant, aged 61, an independent non-executive director*Experience*

Mr Barry John Buttifant, aged 61, is an independent non-executive Director appointed by the Group in June 2005. Mr Buttifant has been appointed as the managing director of Hsin Chong International Holdings Limited ("HCIH") in December 2004. HCIH is a private limited company which controls a property construction company publicly listed in Hong Kong, Hsin Chong Construction Group Ltd., and a management service company, Synergis Holdings Limited. Mr Buttifant is also an alternate director for both of these companies. Prior to joining HCIH, Mr Buttifant was the managing director and corporate advisor to the board of director of Wo Kee Hong (Holdings) Limited and was previously the managing director of IDT International Limited for over 8 years. He had worked for Sime Darby Hong Kong Limited and Polly Peck Far East Limited for more

than 11 years in the capacity of finance director and managing director respectively during the period. He has over 30 years of experience in corporate and financial management. Currently Mr Buttifant is also an independent non-executive director of Giordano International Limited; Daiwa Associates Holdings Limited; China Merchants DiChain (Asia) Limited; and a NYSE public company Global-Tech Appliances Inc.. Mr Buttifant is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Chartered Management Institute; the Hong Kong Management Association and the Hong Kong Institute of Directors. Save as disclosed, Mr Buttifant did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Mr Buttifant has been appointed by the Company for a term of one year commencing from 17 June 2005 and such appointment shall continue thereafter from year to year until terminated by either party with one month's notice in writing served to the other party. Mr Buttifant is currently entitled to a standard director fee of HK\$240,000 per annum.

Relationships

Other than the relationship arising from his being an independent non-executive Director of the Company, Mr Buttifant does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Buttifant was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

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

(7) Mr Leung Kam Wah, aged 59, an independent non-executive director*Experience*

Mr Leung Kam Wah, aged 59, is an independent non-executive Director appointed by the Group in June 2005. Mr Leung has over 30 years of experience in the legal sector. He had worked as a judicial clerk in the Judiciary Department and a legal executive in Legal Aid Department of Hong Kong. Mr Leung is now practicing as a law costs draftsman and operating a legal costing firm in Hong Kong. Save as disclosed, Mr Leung did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Mr Leung has been appointed by the Company for a term of one year commencing from 17 June 2005 and such appointment shall continue thereafter from year to year until terminated by either party with one month's notice in writing served to the other party. Mr Leung is currently entitled to a standard director fee of HK\$240,000 per annum.

Relationships

Other than the relationship arising from his being an independent non-executive Director of the Company, Mr Leung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr Leung was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

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

(8) Ms Yeung Chi Ying, aged 41, an independent non-executive director*Experience*

Ms Yeung Chi Ying, aged 41, is an independent non-executive Director appointed by the Group in June 2005. Ms Yeung is a fellow member of the Association of the Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. She is a practicing certified public accountant in Hong Kong and has over 16 years of experience in auditing and accounting. Save as disclosed, Ms Yeung did not hold any directorships in any other listed public companies in the last three years.

Length of service and emoluments

Ms Yeung has been appointed by the Company for a term of one year commencing from 17 June 2005 and such appointment shall continue thereafter from year to year until terminated by either party with one month's notice in writing served to the other party. Ms Yeung is currently entitled to a standard director fee of HK\$240,000 per annum.

Relationships

Other than the relationship arising from her being an independent non-executive Director of the Company, Ms Yeung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms Yeung was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

There is no information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Ms Yeung that need to be brought to the attention of the Shareholders of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING



ALLTRONICS HOLDINGS LIMITED

華訊股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 833)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “Meeting”) of Alltronics Holdings Limited (the “Company”) will be held at Lavender Room, Level 27, The Park Lane Hotel, 310 Gloucester Road, Hong Kong on Wednesday, 24 May 2006 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2005;
2. To declare a final dividend of HK1.5 cents per share;
3. To re-elect Directors and authorise the Board of Directors to fix Directors’ remuneration;
4. To re-appoint Auditors and authorise the Board of Directors to fix Auditors’ remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
- 6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) 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 in accordance with the articles of association of the Company, the total nominal amount of additional shares to be issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”; and
- 7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution numbered 6 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution numbered 5 provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”.

On behalf of the Board
Lam Yin Kee
Chairman

Hong Kong, 28 April 2006

Notes:

1. A member of the Company who is entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company but must attend in person to represent the member. 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

NOTICE OF THE ANNUAL GENERAL MEETING

2. In order to be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney or authority, must be deposited with the Company's Branch Share Registrar in Hong Kong, Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting, or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The Register of Members of the Company will be closed from 19 May 2006 to 24 May 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the final dividend and for attending the Meeting convened by the above notice, all transfers accompanied by the relevant share certificate and transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on 18 May 2006.
4. In relation to the ordinary resolutions nos. 5 to 7 set out in the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

As at the date of this notice, Mr Lam Yin Kee, Ms Yeung Po Wah, Mr Toshio Daikai and Mr William Peter Shelley are the executive directors of the Company, and Mr Fan, William Chung Yue is the non-executive director of the Company, and Mr Barry John Buttifant, Mr Leung Kam Wah and Ms Yeung Chi Ying are the independent non-executive directors of the Company.