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Perfect Optronics Limited
圓美光電有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8311)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Perfect Optronics Limited (the “**Company**”) will be held at Admiralty Conference Centre at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 17 April 2015 at 11:00 a.m. to consider, and if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional sale and purchase agreement (the “**Agreement**”, a copy of which has been produced before the meeting marked “**A**” and initialed by the chairman of the meeting for identification purpose) dated 22 January 2015 entered into between Rightone Resources Limited (as purchaser), a wholly-owned subsidiary of the Company and Mr. Cheng Wai Tak (as vendor) in relation to the sale and purchase of the entire issued share capital of Perfect Shiny Technology Limited and all transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue to the Vendor (or to his nominee) of 163,687,151 Shares (as defined in the circular of the Company dated 6 March 2015 (the “**Circular**”, a copy of which has been produced before the meeting marked “**B**” and initialed by the chairman of the meeting for the purpose of identification)) credited as fully paid-up at the issue price of HK\$1.79 per Share, as part consideration for the Acquisition (as defined in the Circular) pursuant to the Agreement be and is hereby approved; and

(c) any Director be and is hereby authorised for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, including but without limitation to the execution of all such documents by affixation of the common seal of the Company where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Agreement and the transactions contemplated thereunder.”

On behalf of the Board
Perfect Optronics Limited
Cheng Wai Tak
Chairman

Hong Kong, 6 March 2015

Registered office:

Clifton House
75 Fort Street, PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Headquarters and principal place
of business in Hong Kong:*

Flat 905, 9/F, Tower B
Hung Hom Commercial Centre
No. 37 Ma Tau Wai Road
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

As at the date hereof, the Board comprises three executive directors, namely, Mr. Cheng Wai Tak, Mr. Cheng Cheung Wai and Mr. Liu Ka Wing and three independent non-executive directors, namely, Mr. Wong Yik Chung John, Mr. Wong Chi Chiu and Mr. Li Shui Yan.