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ALTUS.
ALTUS HOLDINGS LIMITED
浩德控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8149)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Altus Holdings Limited (the “**Company**”) will be held at Artyzen Club at 401A, 4/F Shun Tak Centre (near China Merchant Tower), 200 Connaught Road Central, Hong Kong at 10:00 a.m. or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, on Friday, 7 August 2020 to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) The deed of grant (the “**Ms. Khoo Deed**”) dated 26 June 2020 entered into between the Company as the grantor and Ms. Khoo Wing Pui Charlotte as a grantee in respect of the award of a total of 1,600,000 new shares of HK\$0.01 each of the Company, credited as fully paid, as an incentive bonus (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above;
- (c) conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Awarded Shares (as defined in the Ms. Khoo Deed) to be allotted and issued pursuant to the terms and conditions of the Ms. Khoo Deed, the Directors be and are hereby granted a specific mandate (the “**Connected Grant Specific Mandate**”) to allot and issue not exceeding 1,600,000 ordinary shares of HK\$0.01 each in the capital of the Company on the terms as set out in the Ms. Khoo Deed, provided that the Connected Grant Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate contained in the ordinary resolution 5 of the notice of annual general meeting of the Company dated 30 June 2020 to be held on 7 August 2020 if it is granted to the Directors by the shareholders of the Company at the said annual general meeting of the Company; and

- (d) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (c) above.”

2. **“THAT:**

- (a) conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Awarded Shares (as defined in the deeds of grant (the “**Selected Employees Deeds**”) dated 26 June 2020 entered into between the Company as the grantor and eight selected employees (“**Selected Employees**”) as grantees in respect of the award of a total of 2,230,000 new shares of HK\$0.01 each of the Company, credited as fully paid, as incentive bonus) to be allotted and issued pursuant to the terms and conditions of the Selected Employees Deeds, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Selected Employees Specific Mandate**”) to allot and issue in aggregate not exceeding 2,230,000 ordinary shares of HK\$0.01 each in the capital of the Company on the terms as set out in the Selected Employees Deeds, provided that the Selected Employees Specific Mandate shall be in addition to and shall not prejudice nor revoke the general mandate contained in the ordinary resolution 5 of the notice of annual general meeting of the Company dated 30 June 2020 to be held on 7 August 2020 if it is granted to the Directors by the shareholders of the Company in the said annual general meeting of the Company; and
- (b) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above.”

By order of the Board
Altus Holdings Limited
Tse Sui Man
Company Secretary

Hong Kong, 23 July 2020

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more 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 EGM. A proxy need not be a member of the Company. In view of the COVID-19 pandemic, shareholders are strongly encouraged to appoint the chairman of the EGM as proxy to attend and vote on his behalf at the EGM or any adjourned meeting.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), 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 EGM 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.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Tuesday, 4 August 2020 to Friday, 7 August 2020, both dates inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 3 August 2020.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 7:30 a.m. on the date of the EGM, 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.altus.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. A form of proxy for use by shareholders of the Company at the EGM is enclosed in this circular.

As at the date of this notice, the directors of the Company are:

Executive Directors:

Mr. Arnold Ip Tin Chee (*Chairman*)
Mr. Chang Sean Pey
Ms. Leung Churk Yin Jeanny

Independent non-executive Directors:

Mr. Chao Tien Yo
Mr. Chan Sun Kwong
Mr. Lee Shu Yin

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