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ETS GROUP LIMITED
易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8031)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of ETS Group Limited (the “**Company**”) will be held at 2nd Floor, China Paint Building, 1163 Canton Road, Mongkok, Kowloon, Hong Kong on Thursday, 5 August 2021 at 11:00 a.m. to consider and, if thought fit, pass the following resolution, with or without amendment, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the subscription agreement dated 10 May 2021 (the “**Subscription Agreement**”) (a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) entered into between the Company as issuer and Pine Care Titanium Limited as subscriber (the “**Subscriber**”) in relation to the issue of the convertible bonds in the principal amount of HK\$9,500,000 (the “**Convertible Bonds**”), which entitles the holder(s) thereof to convert the same into shares (the “**Conversion Share(s)**”) in the share capital of the Company in accordance with the terms of the Convertible Bonds at the initial conversion price of HK\$0.608 (subject to adjustments) per Conversion Share and the transactions contemplated thereunder (including the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares pursuant thereto) be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved;

- (c) the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares to the relevant holder(s) of the Convertible Bond(s) in accordance with the terms of the Convertible Bonds, where such Conversion Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (d) any one or more of the Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement and any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
ETS Group Limited
Tang Yiu Sing

Executive Director and Chief Executive Officer

Hong Kong, 15 July 2021

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
4th Floor
China Paint Building
1163 Canton Road
Mongkok
Kowloon
Hong Kong

Notes:

1. Any member of the Company (“**Member**”) entitled to attend and vote at the EGM shall be entitled to appoint another person(s) (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the EGM. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion. 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.
2. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, 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 the holding of the EGM (i.e. no later than 11:00 a.m. on Tuesday, 3 August 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, but the appointment of the proxy will be revoked if you attend in person at the EGM.

3. For determining the entitlement to attend and vote at the EGM or any adjournment thereof, the record date is fixed on Thursday, 5 August 2021. Shareholders whose names appear on the register of members of the Company at the close of business on the record date will be entitled to attend and vote at the EGM. The register of members of the Company will be closed from Monday, 2 August 2021 to Thursday, 5 August 2021, both days inclusive, during which period no transfers of Shares shall be effected. In order to be eligible for attending the EGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Friday, 30 July 2021.
4. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
5. Any Member who has a disability (as defined under the Disability Discrimination Ordinance) and need special arrangements to participate in the EGM please provide your contact information including name, telephone and email address via our office email address info@eprotel.com.hk or telephone number (852) 2799 0202. We shall contact you and will endeavour to make the necessary arrangements unless there is unjustifiable hardship in arranging for them.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.etsgroup.com.hk and on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
7. Due to the on-going COVID-19 pandemic, to safeguard the health and safety of the shareholders of the Company, the Company will implement the following precautionary measures at the EGM:
 - compulsory body temperature checks
 - compulsory wearing of a surgical face mask for each attendee
 - submission of personal information form, which may be used for contact tracing, if required
 - no distribution of corporate gift nor provision of refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue. All attendees are required to wear surgical face masks at all times at the EGM venue. The Company reminds the Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

8. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all resolutions set out in this notice will be decided by poll at the EGM.

As at the date of this notice, the executive directors of the Company are Mr. Tang Yiu Sing and Mr. Yeung Ka Wing; and the independent non-executive directors of the Company are Mr. Wong Sik Kei, Mr. Cheung Kong Ting and Mr. Wong Kam Tai.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.etsgroup.com.hk.