

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in ABLE ENGINEERING 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, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



**ABLE ENGINEERING HOLDINGS LIMITED**  
**安保工程控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1627)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK SHARES AND  
RE-ELECTION AND ELECTION OF  
DIRECTORS AND FINAL DIVIDEND;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (or any adjournment thereof) (the “AGM”) to be held at Orchid Room, 2/F, Royal Garden Hotel, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 26 August 2021 (Thursday) at 10:00 a.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the AGM is enclosed herewith.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so wish.

To safeguard the health and safety of the shareholders of the Company (“Shareholders”), the Company encourages the Shareholders to consider appointing the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM, instead of attending the AGM in person. Please see note 13 of the Notice of AGM set out in page 25 of this Circular for measures to be implemented to try to prevent and control the spread of the coronavirus disease (“COVID-19”) at the AGM.

27 July 2021

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
INTRODUCTION .....	3
NEW ISSUE MANDATE AND NEW BUY-BACK MANDATE .....	4
RE-ELECTION AND ELECTION OF DIRECTORS .....	5
FINAL DIVIDEND .....	7
ANNUAL GENERAL MEETING .....	8
VOTING BY POLL .....	8
RESPONSIBILITY STATEMENT .....	9
RECOMMENDATION .....	9
<b>APPENDIX I - EXPLANATORY STATEMENT</b> .....	10
<b>APPENDIX II - PROFILES OF DIRECTORS                   PROPOSED FOR RE-ELECTION AND ELECTION</b> .....	13
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	20

## DEFINITIONS

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

“acting in concert”, “associate”, “close associate(s)”, “connected person(s)”, “controlling shareholder”, “core connected person” and “substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“AGM”	the annual general meeting of the Company convened to be held at Orchid Room, 2/F, Royal Garden Hotel, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong at 10:00 a.m. on 26 August 2021 (Thursday) or any adjournment thereof
“Articles of Association”	The articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are generally open for business in Hong Kong and The Stock Exchange is open for business of trading in securities
“BVI”	British Virgin Islands
“Company”	Able Engineering Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of The Stock Exchange (stock code: 1627)
“Director(s)”	the director(s) of the Company from time to time
“Golden Lux”	Golden Lux Holdings Limited, a company incorporated in the BVI with limited liability, which is the immediate holding company of the Company
“Golden More”	Golden More Limited, a company incorporated in the BVI with limited liability, which holds 100% interest in Golden Lux is the ultimate holding company of the Company

## DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	20 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“subsidiary(ies)”	a subsidiary(ies) of the Company for the time being within the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“The Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent.



**ABLE ENGINEERING HOLDINGS LIMITED**

**安 保 工 程 控 股 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1627)**

**Directors:**

*Executive Directors:*

Mr. NGAI Chun Hung (*Chairman*)  
Mr. CHEUNG Ho Yuen (*Chief Executive Officer*)  
Mr. IP Yik Nam, JP  
Mr. LAU Chi Fai Daniel  
Mr. YAU Kwok Fai

*Independent Non-executive Directors:*

Prof. KO Jan Ming  
Dr. LEE Man Piu Albert  
Dr. LI Yok Sheung  
Ms. LEUNG Yuen Shan Maisy  
Ms. MAK Suk Hing  
Mr. MONG Chan

**Registered Office:**

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

**Head Office and Principal**

**Place of Business:**

No. 155 Waterloo Road  
Kowloon Tong  
Kowloon  
Hong Kong

27 July 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK SHARES AND  
RE-ELECTION AND ELECTION OF DIRECTORS AND  
FINAL DIVIDEND;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed for at the AGM of the Company to be held at Orchid Room, 2/F, Royal Garden Hotel, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 26 August 2021 (Thursday) at 10:00 a.m., among others, including (i) granting of the New Issue Mandate (as defined below) to the Directors; (ii) granting of the New Buy-back Mandate (as defined below) to the Directors; (iii) extension of the New Issue Mandate; (iv) re-election and election of Directors; and (v) declaration of final dividend; and to give you notice of the AGM at which the resolutions as set out in the notice will be proposed at the AGM.

## LETTER FROM THE BOARD

### NEW ISSUE MANDATE AND NEW BUY-BACK MANDATE

At the last annual general meeting of the Company held on 4 September 2020, the Shareholders approved, among others, ordinary resolutions to grant to the Directors general mandates:

- (i) to allot, issue and deal with up to 400,000,000 new Shares, being 20% of the issued share capital of the Company as at 4 September 2020 (the “**Existing Issue Mandate**”); and
- (ii) to buy back up to 200,000,000 Shares, being 10% of the issued share capital of the Company as at 4 September 2020 (the “**Existing Buy-back Mandate**”).

In accordance with the terms of the Listing Rules, the Existing Issue Mandate and the Existing Buy-back Mandate will lapse at the conclusion of the AGM. The Directors believe that renewal of these general mandates is in the interests of the Company and its Shareholders as a whole. Accordingly, ordinary resolutions will be proposed at the AGM to:

- (i) renew the Existing Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of passing of such resolution (the “**New Issue Mandate**”);
- (ii) renew the Existing Buy-back Mandate to the Directors to buy back fully-paid up Shares up to a maximum of 10% of the aggregate nominal share capital of the Company in issue at the date of passing of such resolution (the “**New Buy-back Mandate**”); and
- (iii) enable the Directors to issue, under the New Issue Mandate referred to in item (i) above, an additional number of Shares representing that number of Shares bought back under the New Buy-back Mandate.

The New Issue Mandate and the New Buy-back Mandate, if granted, will remain effective until 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 to be held under the applicable laws or the Articles of Association; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

Exercise in full of the New Issue Mandate, based on the existing 2,000,000,000 Shares issued as at the Latest Practicable Date and on the basis that no Shares are issued, cancelled or bought back prior to the date of the AGM, could accordingly result in up to 400,000,000 Shares being allotted and issued by the Company during the course of the period prior to the next annual general meeting. The Directors have no immediate plans to allot and issue any Shares under the New Issue Mandate.

## LETTER FROM THE BOARD

An explanatory statement containing relevant information in connection with the proposed New Buy-back Mandate in accordance with the Listing Rules is set out in Appendix I to this circular.

### RE-ELECTION AND ELECTION OF DIRECTORS

At as the Latest Practicable Date, the Board currently comprised the following Directors:

#### **Executive Directors**

Mr. NGAI Chun Hung (“**Mr. NGAI**”) (*Chairman*)

Mr. CHEUNG Ho Yuen (*Chief Executive Officer*)

Mr. IP Yik Nam, *JP*

Mr. LAU Chi Fai Daniel

Mr. YAU Kwok Fai (“**Mr. YAU**”)

#### **Independent Non-executive Directors (“INED(s)”)**

Prof. KO Jan Ming (“**Prof. KO**”)

Dr. LEE Man Piu Albert (“**Dr. LEE**”)

Dr. LI Yok Sheung (“**Dr. LI**”)

Ms. LEUNG Yuen Shan Maisy (“**Ms. LEUNG**”)

Ms. MAK Suk Hing

Mr. MONG Chan (“**Mr. MONG**”)

Pursuant to the Article of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. NGAI, Mr. YAU and Dr. LI shall retire from office at the AGM and all of them, being eligible, have offered themselves for re-election at the AGM.

On the other hand, Prof. KO, Dr. LEE and Mr. MONG were appointed as INEDs of the Company and members of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company by the Board with effect from 1 February 2021. Pursuant to article 112 of the Article of Association, Prof. KO, Dr. LEE and Mr. MONG shall retire at and hold office until the closure of the AGM. Each of Prof. KO, Dr. LEE and Mr. MONG being eligible, will offer himself for election at the AGM.

## LETTER FROM THE BOARD

In considering the nomination of Prof. KO, Dr. LEE and Mr. MONG as a new INED, the Board Diversity Policy was taken into account and the relevant provision of the Director Nomination Policy was followed. The Nomination Committee had (i) considered, among others, the structure, size and skill mix of the Board; (ii) taken measures to identify potential candidates, especially those senior executives who possess the experience and competence commensurate with the position of a director; and (iii) the time commitment that Prof. KO, Dr. LEE and Mr. MONG can spend on the INED's role. Each of KO, Dr. LEE and Mr. MONG, is with extensive knowledge and experience in different fields, including structural engineering and industrial collaboration, dental, financial and cost management, accounting, general management and information technology. The Nomination Committee and the Board considered that Prof. KO, Dr. LEE and Mr. MONG were the suitable candidates and the appointments will contribute to diversity of the Board.

In view of each of Prof. KO, Dr. LEE and Mr. MONG's previous position as either an INED or a non-executive director ("NED") of Vantage International (Holdings) Limited ("**Vantage**", a company incorporated in Bermuda and which shares were listed on the Main Board of The Stock Exchange (stock code: 15) from 8 September 2000 to 22 October 2020, was the intermediate holding company of the Company before 19 November 2020) within two years immediately prior to the date of his appointment and Prof. KO had served the position for more than nine years, Prof. KO, Dr. LEE and Mr. MONG may be considered unable to meet certain independence guidelines as set out in Rule 3.13 of the Listing Rules or in the CG Code. The Board considers that Prof. KO, Dr. LEE and Mr. MONG are independent, for the reasons, among others, set out below:

- (i) each of Prof. KO, Dr. LEE and Mr. MONG was not involved in the daily management and operations of Vantage nor had he developed any business connections with Vantage and its subsidiaries (collectively, the "**Vantage Group**") (including the Group) during his tenure;
- (ii) the roles and duties of Dr. LEE as a NED of Vantage were similar to that of other INEDs of Vantage and Dr. LEE was not involved in the daily management and operations of Vantage nor had he developed any business connections with the Vantage Group during his tenure;
- (iii) each of Prof. KO, Dr. LEE and Mr. MONG was independent of the Vantage Group, including the Group, during his tenure;
- (iv) each of Prof. KO, Dr. LEE and Mr. MONG was not entitled to any discretionary performance-based bonus during his tenure; and
- (v) each of Prof. KO, Dr. LEE and Mr. MONG has confirmed that he is independent to act as an INED of the Company and met all other independence guidelines for INED.



## LETTER FROM THE BOARD

The Nomination Committee recommended the re-election or election of Mr. NGAI, Mr. YAU, Prof. KO, Dr. LEE, Dr. LI and Mr. MONG to the Board. The Board endorsed the recommendations of the Nomination Committee and recommended Mr. NGAI, Mr. YAU, Prof. KO, Dr. LEE, Dr. LI and Mr. MONG to stand for re-election or election at the AGM and recommend the Shareholders to vote for their re-election or election.

The nominations process was made in accordance with the Director Nomination Policy and the diversity aspects (including without limitation, gender, age, cultural/educational and professional background, skills, knowledge and experience) as set out under the Board Diversity Policy, and with due regard for the benefits to the business and strategy of the Company. The Nomination Committee and the Board, having reviewed the Board's composition, had taken into account the respective contributions of the Directors to the Board and their commitment to their roles. The retiring Directors (as member of the Nomination Committee and/or the Board, as applicable), who offered themselves for re-election or election at the AGM, abstained from voting on the recommendation on his own re-election or election throughout the nomination processes.

Further, the Nomination Committee and the Board have received and reviewed the written confirmations of independence of each INED and are considered that each of the INEDs, among others, those who have offered themselves for re-election or election at the AGM, namely, Prof. KO, Dr. LEE, Dr. LI and Mr. MONG, is independent in accordance with the terms of the guidelines having regard to (i) their annual confirmations on independence as required under the Listing Rules; (ii) the absence of involvement in the daily management of the Company; (iii) the absence of any relationships or circumstances which would interfere with the exercise of their independent judgment; and (iv) the absence of remuneration from the Company other than the directors' fees and the share options granted to them (if any).

Profiles of the retiring Directors proposed for re-election or election at the AGM are set out in Appendix II to this circular.

On 23 June 2021, Ms. LEUNG informed the Board that she will retire as INED and cease to be the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee after the end of her current service contract on 31 August 2021.

### **FINAL DIVIDEND**

As announced by the Company in its announcement dated 23 June 2021 relating to annual results for the year ended 31 March 2021, the Board has recommended to declare a final dividend of HK2.5 cents per Share for the year ended 31 March 2021 to the Shareholders whose names appear on the register of shareholders of the Company on 3 September 2021, Friday. Subject to the approval of the Shareholders at the AGM, the proposed payment of the final dividend is intended to be declared out of the retained profits account.

## LETTER FROM THE BOARD

Subject to the approval of the Shareholders at the AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of shareholders of the Company will be closed from 1 September 2021, Wednesday, to 3 September 2021, Friday, (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all share 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 31 August 2021, Tuesday.

### ANNUAL GENERAL MEETING

The notice of the AGM, which contains, among others, the special business to approve the ordinary resolutions to approve the New Issue Mandate, the New Buy-back Mandate and the extension of the New Issue Mandate, is set out on pages 20 to 25 of this circular. To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution at the AGM.

To determine the entitlement to attend and vote at the AGM to be held on 26 August 2021, Thursday, the register of shareholders of the Company will be closed from 23 August 2021, Monday to 26 August 2021, Thursday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 20 August 2021, Friday.

A form of proxy is enclosed with this circular for use at the AGM. Whether or not you intend to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible, and in any event, no later than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, all votes of the Shareholders at general meetings of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hand. Accordingly, the chairman of the AGM will demand a poll for every resolution put to the vote at the AGM. The results of the poll will be published on the websites of The Stock Exchange and the Company as soon as possible in accordance with Rule 13.39 of the Listing Rules.

## LETTER FROM THE BOARD

### 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 Company. 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.

### RECOMMENDATION

The Board considers that the granting of the New Issue Mandate and the New Buy-back Mandate, the extension of the New Issue Mandate, the re-election and election of the retiring Directors and the declaration of final dividend are all in the best interests of the Company and the Shareholders as a whole and therefore recommends you to vote in favor of all the resolutions to be proposed at the AGM.

Yours faithfully  
By Order of the Board  
**ABLE ENGINEERING HOLDINGS LIMITED**  
**NGAI Chun Hung**  
*Chairman*

*This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with information reasonably necessary to enable them to make an informed decision as to the proposed resolution regarding the New Buy-back Mandate.*

## **1. REASONS FOR BUY-BACKS**

The Directors have no present intention to buy back any Shares but believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to buy back the Shares in the market. Such buy-backs of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs of Shares will benefit the Company and its Shareholders as a whole and when the minimum public float requirement of the Listing Rules can be maintained.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,000,000,000 Shares of HK\$0.01 each.

Exercise in full of the New Buy-back Mandate, on the basis that no Shares are issued, bought back or cancelled prior to the date of the AGM, could accordingly result in up to 200,000,000 Shares being bought back by the Company during the course of the period prior to the next annual general meeting.

## **3. FUNDING OF BUY-BACKS**

In a Share buy-back, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities, which will be legally available for the purpose in accordance with the Articles of Association and the applicable laws of Hong Kong and the Cayman Islands.

However, the Directors do not propose to exercise the New Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## **4. INTENTION OF THE DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS TO SELL SHARES**

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates have any present intention, to sell any Shares to the Company or its subsidiaries in the event that the proposed New Buy-back Mandate is approved by the Shareholders at the AGM.

No core connected person/connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company and its subsidiaries nor has he/she undertaken not to sell any Shares held by him/her to the Company and its subsidiaries in the event that the New Buy-back Mandate is approved by the Shareholders at the AGM.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on The Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Per Share	
	Highest HK\$	Lowest HK\$
<b>2020</b>		
July	0.570	0.335
August	0.450	0.380
September	0.405	0.360
October	0.415	0.360
November	0.460	0.375
December	0.490	0.440
<b>2021</b>		
January	0.485	0.470
February	0.495	0.465
March	0.490	0.410
April	0.420	0.375
May	0.495	0.370
June	0.440	0.370
July (up to and including the Latest Practicable Date)	0.415	0.390

## 6. SHARE BUY-BACKS MADE BY THE COMPANY

The Company have not bought back any Shares in six months preceding the Latest Practicable Date, whether on The Stock Exchange or otherwise.

## 7. DIRECTORS' UNDERTAKING

The Directors have undertaken to The Stock Exchange that they will exercise the power of the Company to make buy-backs of Shares under the New Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules, the Articles of Association and the applicable laws and regulations of Hong Kong and the Cayman Islands so far as the same may be applicable.

## 8. EFFECT OF THE TAKEOVERS CODE

If, as a result of a buy-back of securities, a substantial 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 a group of Shareholders acting in concert, depending on the level of such increase, could obtain control or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, (i) Golden More, through its wholly-owned subsidiary, namely Golden Lux, was interested in 75% of the existing issued share capital of the Company; and (ii) Mr. NGAI Chun Hung ("**Mr. NGAI**", an executive director, chairman of the Board and a controlling shareholder of the Company) and his spouse Ms. CHENG Wai Chun ("**Mrs. NGAI**") are interested in and deemed to be interested in 100% interest in Golden More, respectively. Thus, Mr. NGAI and Mrs. NGAI are respectively interested in and deemed to be interested in 75% interest in the Company under the SFO.

In the event that the Directors exercise the New Buy-back Mandate in full to buy back the Shares, the percentage shareholding of Golden More, Mr. NGAI and Mrs. NGAI in the Shares would increase to approximately 83.3%. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any buy-backs of Shares to be made under the New Buy-back Mandate and have no intention to exercise the New Buy-back Mandate to such an extent that results in the number of Shares which are in the hand of the public falling below 25% of the issued share capital of the Company.

*The profiles of the retiring Directors proposed to be re-elected or elected at the AGM are as follows:*

**Mr. NGAI Chun Hung**, *Executive Director*

Mr. NGAI Chun Hung (“**Mr. NGAI**”), aged 58, is a controlling shareholder of the Company. Mr. NGAI joined the Group in February 1996 and has been the Chairman of the Board and an Executive Director of the Company since July 2016. Mr. NGAI is a director of certain subsidiaries of the Group. He is also the chairman of the Nomination Committee of the Company. Mr. NGAI is also the chairman of the board of directors and an executive director of Vantage International (Holdings) Limited (“**Vantage**”, the shares of which were listed on the Main Board of The Stock Exchange (stock code: 15) from 8 September 2000 to 22 October 2020) since July 2000. Save as aforesaid, Mr. NGAI has not hold any directorship in other listed companies in the last three years.

Mr. NGAI has over 24 years of experience in the construction industry. He is primarily responsible for the management of the Board and the strategic planning of the Group.

Mr. NGAI and Mr. YAU Kwok Fai, an executive Director of the Company, are brothers-in-law. Mr. NGAI and Ms. CHENG-Wai Chun, a controlling shareholder of the Company, are the spouse of each other. Save as aforesaid, Mr. NGAI does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. NGAI is interested in 1,500,000,000 Shares (75% of the issued share capital of the Company) through his indirect interest in 100% ownership of Golden Lux through Golden More. Save as aforesaid, Mr. NGAI does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. NGAI has entered into a service contract with the Company for a fixed term from 1 April 2021 to 31 March 2022, subject to retirement by rotation and re-election. The service contract may be terminated by either party by giving a six-month written notice. Mr. NGAI is currently entitled to an annual remuneration of HK\$7,902,700. Mr. NGAI’s remuneration has been determined by the Company with reference to his duties and responsibilities as well as the prevailing market conditions. Mr. NGAI is also entitled to a performance related bonus for each financial year which is at the discretion of the Board and determined by reference to Mr. NGAI’s and the Group’s performance. Mr. NGAI’s emolument has been and will be reviewed annually by the Board, with reference to the recommendations of the Remuneration Committee.

Save as disclosed above, Mr. NGAI has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. YAU Kwok Fai**, *Executive Director*

Mr. YAU Kwok Fai (“**Mr. YAU**”), aged 55, joined the Group in February 1996, has been an Executive Director of the Company since July 2016. Mr. YAU is a director of certain subsidiaries of the Group. He is also a member of the Remuneration Committee of the Company. Mr. YAU is responsible for formulating policy and overall development of the Group. Mr. YAU was the deputy chairman of the board of directors and an executive director of Vantage from July 2000 to October 2020, and the chief executive officer of Vantage from July 2004 to October 2020. Save as aforesaid, Mr. YAU has not hold any directorship in other listed companies in the last three years.

Mr. YAU has over 30 years of experience in the construction industry. Mr. YAU obtained a Bachelor of Engineering degree in Civil Engineering (First Class Honours) from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University (“**PolyU**”)) in November 1990, a diploma from the Imperial College London of the United Kingdom (“**UK**”) in July 1991 and a Master of Science degree with distinction in Structural Steel Design from the University of London of the UK in August 1991. Mr. YAU is a Chartered Engineer and a Member of the Institution of Civil Engineers, the Institution of Structural Engineers of the United Kingdom and the Hong Kong Institution of Engineers (“**HKIE**”). He is also a Registered Professional Engineer (Civil & Structural) and a Registered Structural Engineer under the Buildings Ordinance of Hong Kong.

Mr. YAU and Mr. NGAI are brothers-in-law. Save as aforesaid, Mr. YAU does not have any relationship with other any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. YAU does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. YAU has entered into a service contract with the Company for a fixed term from 1 April 2021 to 31 March 2022, subject to retirement by rotation and re-election. The service contract may be terminated by either party by giving a six-month written notice. Mr. YAU is currently entitled to an annual remuneration of HK\$3,951,350. Mr. YAU’s remuneration has been determined by the Company with reference to his duties and responsibilities as well as the prevailing market conditions. Mr. YAU is also entitled to a performance related bonus for each financial year which is at the discretion of the Board and determined by reference to Mr. YAU’s and the Group’s performance. Mr. YAU’s emolument has been and will be reviewed annually by the Board, with reference to the recommendations of the Remuneration Committee.

Save as disclosed above, Mr. YAU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



**Prof. KO Jan Ming**, *Independent Non-executive Director (“INED”)*

Prof. KO Jan Ming (“**Prof. KO**”), aged 78, has been an INED of the Company since February 2021. He is mainly responsible for supervising and providing independent advice to the Company. He is currently a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Prof. KO was an INED of Vantage during the period from July 2000 to October 2020. Save as aforesaid, Prof. KO has not hold any directorship in other listed companies in the last three years.

Prof. KO has over 50 years of experience in structural engineering and industrial collaboration. He is the former Vice President and former Chair Professor of Structural Engineering of PolyU, and currently an Emeritus Professor at the PolyU and Senior Advisor of the Research Institute for Sustainable Urban Development. Prof. KO holds a bachelor degree in Civil Engineering and a doctorate degree in Structural Engineering from the University of Hong Kong (“**HKU**”). He is a Fellow of each of HKIE, the Institution of Structural Engineers of the United Kingdom, the American Society of Civil Engineers and the Hong Kong Academy of Engineering Sciences.

Prof. KO was presented The President’s Award of HKIE in 2006 and was inducted into the Hall of Fame of HKIE in 2010. Prof. KO was presented The HKIE Gold Medal in 2011. In the same year, Prof. KO was also presented The Aftab Mufti Medal by the International Society for Structural Health Monitoring of Intelligent Infrastructures in recognition of his lifetime achievement in civil structural health monitoring. In November 2016, Prof. KO was conferred the Honorary Doctor of Engineering by PolyU in recognition of his distinguished accomplishments and contributions.

Prof. KO does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Prof. KO has personal interest in 28,000 Shares, representing a total of approximately 0.001% of the issued ordinary shares of the Company. Save as aforesaid, Prof. KO does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO.

Prof. KO has been appointed under an appointment letter for a term of one year expiring on 31 January 2022, subject to Shareholders’ approval at the AGM. Prof. KO is currently entitled to an annual remuneration of HK\$144,000 which has been determined by the Company with reference to his duties and responsibilities, experience and the conditions of the Company. Prof. KO’s emolument will be reviewed annually by the Board, with reference to the recommendations of the Remuneration Committee.

Save as disclosed above, Prof. KO has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his election, nor is there information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Dr. LEE Man Piu Albert, INED**

Dr. LEE Man Piu Albert (“Dr. LEE”), aged 60, has been an INED of the Company since February 2021. He is mainly responsible for supervising and providing independent advice to the Company. He is currently a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Dr. LEE was a non-executive director of Vantage during the period from September 2016 to October 2020. Save as aforesaid, Dr. LEE has not hold any directorship in other listed companies in the last three years.

Dr. LEE is a registered dentist in Hong Kong. He completed his undergraduate training in dentistry at the University of Adelaide, Australia. He then received a Commonwealth Scholarship Medical Award to pursuit his postgraduate training at the Institute of Dental Surgery, University of London, UK. He attained Fellowship of the Royal Australasian College of Dental Surgeons by examination and is an inaugural Fellow of the College of Dental Surgeons of Hong Kong and the Hong Kong Academy of Medicine.

Dr. LEE was the Director and Honorary Treasurer of the Royal Australasian College of Dental Surgeons, the Deputy Chairman of the Interchange Association of Dental Medicine among Shanghai, Hong Kong, Macao and Taiwan and a member of the Editorial Board of the journal of “Hong Kong Medical Diary”. Dr. LEE had served as a Senior Dental Officer of Department of Health of the Government of Hong Kong (the “Government”), a Honorary Consultant Dental Service (Paediatric Dentistry) of the Hospital Authority of Hong Kong and a Part-time Clinical Lecturer in the Faculty of Dentistry of the HKU.

Dr. LEE does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Dr. LEE does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Dr. LEE has been appointed under an appointment letter for a term of one year expiring on 31 January 2022, subject to Shareholders’ approval at the AGM. Dr. LEE is currently entitled to an annual remuneration of HK\$144,000 which has been determined by the Company with reference to his duties and responsibilities, experience and the conditions of the Company. Dr. LEE’s emolument will be reviewed annually by the Board, with reference to the recommendations of the Remuneration Committee.

Save as disclosed above, Dr. LEE has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his election, nor is there information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Dr. LI Yok Sheung, INED**

Dr. LI Yok Sheung (“Dr. LI”), aged 68, has been an INED of the Company since January 2017. He is mainly responsible for supervising and providing independent advice to the Company. He is currently the chairman of Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Save as aforesaid, Dr. LI has not held any directorship in other listed public companies in the last three years.

Dr. LI has over 32 years of experience in civil engineering and education. He graduated from the University of Hong Kong with a Bachelor of Science degree in Engineering in November 1975 and obtained a Doctor of Philosophy degree in November 1980. Dr. LI joined the PolyU as lecturer in September 1984 and was appointed as the Chair Professor of Coastal and Environmental Engineering in January 2000. From July 2000 to July 2007, he also served as the Head of the Department of Civil and Structural Engineering (renamed as “Department of Civil and Environmental Engineering” in 2012) of PolyU. Dr. LI retired from the position of Chair Professor in June 2013 and was appointed as advisor to Head of Civil and Environmental Engineering from September 2013 to August 2018.

Dr. LI is a Registered Professional Engineer. He is also a fellow of the HKIE since September 1997. Dr. LI served on the publications committee of the HKIE between 2002 and 2008 and was the chairman of such committee from 2005 to 2008. He was a member of the Structural Engineers Registration Committee Panel under the Buildings Department in 2004 and 2005. He was appointed as an independent reviewer by the then Territory Development Department for the Central Reclamation Phase III Project in 2003.

Dr. LI does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Dr. LI does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Dr. LI has been appointed under an appointment letter for a term of two years expiring on the later of 31 August 2021 or the conclusion of the AGM. Dr. LI is currently entitled to an annual remuneration of HK\$144,000 which has been determined by the Company with reference to her duties and responsibilities as well as the prevailing market conditions. Dr. LI’s emolument has been and will be reviewed annually by the Board, with reference to the recommendations of the Remuneration Committee.

Save as disclosed above, Dr. LI has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election, nor is there information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. MONG Chan, INED**

Mr. MONG Chan (“**Mr. MONG**”), aged 72, has been an INED of the Company since February 2021. He is mainly responsible for supervising and providing independent advice to the Company. He is currently a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. Mr. MONG was an INED of Vantage during the period from May 2019 to October 2020. Save as aforesaid, Mr. MONG has not held any directorship in other listed public companies in the last three years.

Mr. MONG has over 40 years of experience in financial and cost management, accounting, general management and information technology. Mr. MONG obtained a Bachelor of Science (Hons) degree from the Chinese University of Hong Kong in 1971 and a Master of Philosophy degree in Engineering from HKU in 1982. He is a Certified Practising Accountant of the Certified Practising Accountant Australia (CPA Australia) since 1991, a fellow member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) since 1984 and an associate of the Chartered Institute of Management Accountants since 1977.

Mr. MONG had previously joined the Hong Kong Civil Service as an Executive Officer and was a Chief Treasury Accountant when he left the Government in 1984. He had 13 years of service in various Government departments, including Treasury, Government Secretariat and Public Works, and had gained experience in the areas of management, accounting and budgeting. Mr. MONG also had overseas working experience, including one year in the HM Treasury in London, UK and more than seven years in Australia.

Mr. MONG was the Associate Director of Finance of The Hong Kong University of Science and Technology (1992-1997), the Director of Finance (1997-2007) and the Associate Vice President (2003-2007) of PolyU and the Vice President (Administration) and Secretary to Council of the Hong Kong Institute of Education (currently known as “The Education University of Hong Kong”) (2007-2014). Mr. MONG had also served as a Government representative on the Council of the Hong Kong Society of Accountants (currently known as “**HKICPA**”) (1982-1984) and the Accountancy Training Board of Vocational Training Council (1982-1983), and a member of the Board of Review (Inland Revenue Ordinance) (2006-2011). He was also the company secretary (2011-2018) and the Chairman of the Board of Management (2018-2021) of Joint Universities Computer Centre Limited.

Mr. MONG has retired from his full-time job in 2014 and is currently serving voluntarily as a director of the Causeway Bay Kai-Fong Welfare Advancement Association and a school manager of two kindergartens in Causeway Bay, Hong Kong.

Mr. MONG does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. MONG does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Mr. MONG has been appointed under an appointment letter for a term of one year expiring on 31 January 2022, subject to Shareholders' approval at the AGM. Mr. MONG is currently entitled to an annual remuneration of HK\$144,000 which has been determined by the Company with reference to his duties and responsibilities, experience and the conditions of the Company. Mr. MONG's emolument will be reviewed annually by the Board, with reference to the recommendations of the Remuneration Committee.

Save as disclosed above, Mr. MONG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his election, nor is there information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



### ABLE ENGINEERING HOLDINGS LIMITED

### 安保工程控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1627)**

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (or any adjournment thereof) (“AGM”) of Able Engineering Holdings Limited (the “Company”) will be held at Orchid Room, 2/F, Royal Garden Hotel, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 26 August 2021 (Thursday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice have the same meanings as defined in the circular of the Company dated 27 July 2021 (the “Circular”)):

### ORDINARY BUSINESS

1. To receive and adopt the audited financial statements, the report of the Directors and the independent auditor’s report for the year ended 31 March 2021.
2. To declare a final dividend of HK\$0.025 per share (HK2.5 cents per Share) for the year ended 31 March 2021.
3. To re-elect Mr. NGAI Chun Hung as an executive Director.
4. To re-elect Mr. YAU Kwok Fai as an executive Director.
5. To elect Prof. KO Jan Ming as an independent non-executive Director.
6. To elect Dr. LEE Man Piu Albert as an independent non-executive Director.
7. To re-elect Dr. LI Yok Sheung as an independent non-executive Director.
8. To elect Mr. MONG Chan as an independent non-executive Director.
9. To authorise the Board to fix the remuneration of the Directors.
10. To re-appoint Ernst & Young as the Company’s auditor and to authorise the Board to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL BUSINESS

11. To consider and, if thought fit, pass with or without modification 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 defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or 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 warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers to allot, issue and deal with additional shares in the share capital of the Company under paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) the exercise of any option granted under any share option scheme adopted by the Company or (iii) any scrip dividend 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, shall not exceed the aggregate of:
  - (i) twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution; and
  - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution), and the said authority pursuant to paragraph (a) above shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

- (d) 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 expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a 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 shareholders on a fixed record date in proportion to their then holdings of such shares of the Company thereof (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 and regulations of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

12. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which might be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval be limited accordingly; and



## NOTICE OF 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 expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in a general meeting.”

13. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“**THAT**, subject to the passing of Resolutions nos. 11 and 12 set out in this notice, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no. 11 set out in this notice be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company which has been bought back by the Company since the granting of such general mandate pursuant to Resolution no. 12 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board  
**ABLE ENGINEERING HOLDINGS LIMITED**  
**NGAI Chun Hung**  
*Chairman*

Hong Kong, 27 July 2021

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. A form of proxy for use at the AGM is enclosed herewith. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. However, if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
3. In order to be valid, the original 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 such power or authority must be deposited at the Company's branch share registrar 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 holding the AGM.
4. Completion and return of the proxy form in respect of the proposed resolutions for the AGM will not preclude a Shareholder from attending and voting in person at the AGM should he/she so wishes and in such event, the proxy form for the AGM will be deemed to have been revoked.
5. To determine the entitlement to attend and vote at the AGM to be held on 26 August 2021, Thursday, the register of shareholders of the Company will be closed from 23 August 2021, Monday to 26 August 2021, Thursday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 20 August 2021, Friday.
6. Subject to the approval of the final dividend by the Shareholders at the AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of shareholders of the Company will be closed from 1 September 2021, Wednesday to 3 September 2021, Friday (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all share 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 31 August 2021, Tuesday.
7. Detailed information on the business to be transacted at the AGM is set out in the Circular.
8. All proposed resolutions set out in this notice will be voted by way of a poll at the AGM as required under the Listing Rules. The poll results will be published on the website of the Company ([www.ableeng.com.hk](http://www.ableeng.com.hk)) and the website of The Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) following the AGM.
9. Shares abstained (if any) will not be counted in the calculation of the required majority.
10. The registration for attending the AGM will start at 9:45 a.m. on 26 August 2021, Thursday.
11. In the event that a gale warning (tropical cyclone no. 8 or above), post-super typhoon "extreme conditions" announcement, or black rainstorm warning is in effect at any time between 7:30 a.m. and 9:30 a.m. on the day of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company. If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of The Stock Exchange to notify Shareholders that the AGM has been postponed (however, a failure to post such a notice shall not affect the postponement of such AGM). Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.
12. As at the date hereof, the Board comprises five executive Directors, namely, Mr. NGAI Chun Hung (*Chairman*), Mr. CHEUNG Ho Yuen (*Chief Executive Officer*), Mr. IP Yik Nam, *JP*, Mr. LAU Chi Fai Daniel and Mr. YAU Kwok Fai; and six independent non-executive Directors, namely, Prof. KO Jan Ming, Dr. LEE Man Piu Albert, Dr. LI Yok Sheung, Ms. LEUNG Yuen Shan Maisy, Ms. MAK Suk Hing and Mr. MONG Chan.

## NOTICE OF ANNUAL GENERAL MEETING

13. To safeguard the health and safety of our attending Shareholders, staff and other stakeholders of the Company and to prevent the spreading of coronavirus disease (“COVID-19”) in Hong Kong, the Company will implement the following precautionary measures at the AGM:
- (a) entry to the AGM venue will only be allowed to the Shareholders, proxies or other attendees who do not have any symptoms of COVID-19, including runny nose, headache, cough, sore throat, and fever, and has passed body temperature test;
  - (b) No entry will be allowed to any Shareholder or proxy who is subject to mandatory quarantine order imposed by the Government;
  - (c) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied into the AGM venue or be required to leave the AGM venue;
  - (d) each attendee is required to wear a surgical face mask properly throughout the AGM and inside the AGM venue, and to maintain a safe distance between seats. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own surgical face masks;
  - (e) seating at the AGM will be arranged to ensure social distancing. The Company may be necessary to limit the number of attendees in the AGM venue to avoid over-crowding.
  - (f) no refreshment will be served and no corporate gift will be distributed; and
  - (g) each attendee will be asked to declare, among others, whether within the 14-day period immediately before the AGM he/she (i) traveled outside of Hong Kong, (ii) is subject to any HKSAR Government prescribed quarantine, (iii) has any symptoms of COVID-19, and (iv) has close contact with anyone with confirmed or probable case of COVID-19. Anyone whose response is affirmative to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.

To the extent allowed by law, the Company reserves the right to implement further precautionary measures, deny entry to the AGM or require any attendee to leave the AGM venue so as to ensure the health and safety of other attendees of the AGM.

Subject to the development of COVID-19 pandemic, the Company may be required to change the AGM arrangements at short notice. In such event, the Company will, as soon as practicable, post an announcement on its website and on the website of The Stock Exchange to notify Shareholders of the revised arrangements.

The Company would like to remind all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company encourages Shareholders to consider appointing the chairman of the AGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the AGM, instead of attending the AGM in person.

14. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.