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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (or any adjournment thereof) (the “**EGM**”) of Able Engineering Holdings Limited (the “**Company**”) will be held at No. 155 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong on Friday, 29 April 2022 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 31 March 2022 (the “**Circular**”)):

ORDINARY BUSINESS

“THAT:

- (a) the agreement entered into between Tregunter Global Limited as buyer and Mr. NGAI Chun Hung as the seller on 18 February 2022 in relation to sale and purchase of the entire issued share capital in Gain Capital Corporation Limited and all such sum of money due and owing by Gain Capital Corporation Limited and its subsidiary to Mr. NGAI Chun Hung at Completion (the “**Agreement**”), a copy of which has been produced to the EGM marked as “A” and initialled by the chairman of the EGM for the purpose of identification and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company (save for Mr. NGAI Chun Hung), or any two directors of the Company (save for Mr. NGAI Chun Hung) if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company 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 the transactions mentioned in paragraphs (a) above, including where appropriate, agreeing to any non-material amendments to the Agreement and any other agreements made in relation thereto to the extent permitted by the Listing Rules and the applicable laws and in the interests of the Company and its shareholders.”

Yours faithfully,
By Order of the Board
ABLE ENGINEERING HOLDINGS LIMITED
CHEUNG Ho Yuen
Executive Director and Chief Executive Officer

Hong Kong, 31 March 2022

Notes:

1. A form of proxy for use at the EGM is enclosed herewith. Any Shareholder entitled to attend and vote at the EGM 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 EGM to represent the Shareholder.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, 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 EGM, 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 EGM.
4. Completion and return of the proxy form in respect of the proposed resolutions for the EGM will not preclude a Shareholder from attending and voting in person at the EGM should he/she so wishes and in such event, his/her proxy form for the EGM will be deemed to have been revoked.

5. To determine the entitlement to attend and vote at the EGM to be held on 29 April 2022, Friday, the register of shareholders of the Company will be closed from 26 April 2022, Tuesday to 29 April 2022, Friday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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 25 April 2022, Monday.
6. Detailed information on the business to be transacted at the EGM is set out in the Circular.
7. All proposed resolutions set out in this notice will be voted by way of a poll at the EGM as required under the Listing Rules. The poll results will be published on the website of the Company (www.ableeng.com.hk) and the website of The Stock Exchange (www.hkexnews.hk) following the EGM.
8. Shares abstained (if any) will not be counted in the calculation of the required majority.
9. The registration for attending the EGM will start at 9:45 a.m. on 29 April 2022, Friday.
10. 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 EGM, the EGM 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 EGM has been postponed (however, a failure to post such a notice shall not affect the postponement of such EGM). Shareholders should in any event exercise due care and caution when deciding to attend the EGM in adverse weather conditions.
11. 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, Mr. LAU Chi Fai Daniel and Mr. YAU Kwok Fai; and five independent non-executive Directors, namely, Prof. KO Jan Ming, Dr. LEE Man Piu Albert, Dr. LI Yok Sheung, Ms. MAK Suk Hing and Mr. MONG Chan.
12. 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 EGM:
 - (a) entry to the EGM 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 HKSAR Government;
 - (c) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied into the EGM venue or be required to leave the EGM venue;

- (d) each attendee is required to wear a surgical face mask properly throughout the EGM and inside the EGM venue, and to maintain a safe distance between seats. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own surgical face masks;
- (e) seating at the EGM will be arranged to ensure social distancing. Accordingly, the Company may be necessary to limit the number of attendees in the EGM 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 EGM 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 EGM venue or be required to leave the EGM venue.

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

Subject to the development of COVID-19 pandemic and anti-epidemic measures imposed by the HKSAR Government, the Company may be required to change the EGM 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 at the EGM is not necessary for the purpose of exercising voting rights. The Company encourages Shareholders to consider appointing the chairman of the EGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the EGM, instead of attending the EGM in person.

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