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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 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 2022 (Friday) at 10:30 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 25 July 2022 (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 2022.
2. To declare a final dividend of HK\$0.035 per share (HK3.5 cents per Share) for the year ended 31 March 2022.
3. To re-elect Mr. LAU Chi Fai Daniel as an executive Director.
4. To re-elect Dr. LEE Man Piu Albert as an independent non-executive Director.
5. To re-elect Ms. MAK Suk Hing as an independent non-executive Director.
6. To authorise the Board to fix the remuneration of the Directors.
7. To re-appoint Ernst & Young as the Company’s auditor and to authorise the Board to fix their remuneration.

## **SPECIAL BUSINESS**

8. 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 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 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 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 New 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

(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 New 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 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 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).”

9. 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 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

(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 New 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.”

10. 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. 8 and 9 set out in this notice, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no. 8 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. 9 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.”

### **SPECIAL RESOLUTION**

11. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

**“THAT:**

- (a) the Proposed Amendments of the Memorandum and Articles of Association, the details of which are set out in Appendix III to the circular of the Company dated 25 July 2022, be and are hereby approved;

- (b) the New Memorandum and Articles of Association (incorporating the Proposed Amendments), a copy of which has been produced to the AGM and marked as “A” and initialled by the chairman of the AGM for the purpose of identification, be and is hereby approved and adopted as the memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect; and
- (c) any Director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 25 July 2022

*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 (to be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), 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 2022, Friday, the register of shareholders of the Company will be closed from 23 August 2022, Tuesday to 26 August 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 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 (to be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), for registration not later than 4:30 p.m. on 22 August 2022, Monday.
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 2022, Thursday to 5 September 2022, Monday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for entitlement of 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 (to be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022), for registration not later than 4:30 p.m. on 31 August 2022, Wednesday.
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 10:15 a.m. on 26 August 2022, Friday.

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 8:00 a.m. and 10:00 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 four executive Directors, namely, Mr. NGAI Chun Hung (*Chairman*), Mr. CHEUNG Ho Yuen (*Chief Executive Officer*), 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.
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 the Hong Kong Special Administrative Region of the People's Republic of China (the "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 venue 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 and the anti-epidemic measures as imposed by the HKSAR Government, 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 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.