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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of ETS Group Limited (the “**Company**”) will be held at 2nd Floor, China Paint Building, 1163 Canton Road, Mongkok, Kowloon, Hong Kong on 5 May 2023 (Friday) at 10:00 a.m. (the “**AGM**”) for the following purposes:

As Ordinary Business

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and of the auditors of the Company for the year ended 31 December 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. Tang Yiu Sing as an executive Director.
 - (b) To re-elect Mr. Yeung Ka Wing as an executive Director.
 - (c) To re-elect Ms. Kwong Yuk Ying as an independent non-executive Director.
 - (d) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.
5. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares (each a

“**Share**”) in the share capital of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under the existing share option scheme or other option scheme or similar arrangements of the Company for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for the allotment an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20% of the shares of the Company in issue as at the date of the passing of this resolution and the mandate pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution,

“Relevant Period” means the period from the date of 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 the Articles of Association or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of the mandate given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares on the register on a fixed record date in proportion to their then holdings of the Shares of the Company (subject to such exclusion 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 of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and otherwise in accordance with the requirements of the GEM Listing Rules and all applicable laws as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the shares of the Company in issue as at the date of the passing of this resolution and the mandate pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the date of 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 the Articles of Association or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of the mandate given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon passing of resolutions numbered 5 and 6 as set out in this notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue Shares pursuant to resolution numbered 5 be and is hereby extended by the addition thereto of the aggregate number of the Shares repurchased by the Company pursuant to the authority granted pursuant to resolution numbered 6, provided that such number shall not exceed 10% of the aggregate number of the Shares in issue as at the date of the passing of this resolution.”

As Special Business

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

“**THAT** the memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 31 March 2023 (the “**Circular**”); and the new memorandum and articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the closing of the annual general meeting and that any one director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company.”

By order of the Board

ETS Group Limited

Tang Yiu Sing

Executive Director and Chief Executive Officer

Hong Kong, 31 March 2023

Notes:

1. Any member of the Company (“**Member**”) entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member.

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 offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.
3. The register of members of the Company will be closed from 2 May 2023 (Tuesday) to 5 May 2023 (Friday), both days inclusive, during which period no transfers of Shares shall be effected. In order to be eligible for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:00 p.m. on 28 April 2023 (Friday). 1 May 2023 is a public holiday in Hong Kong.
4. The register of members of the Company will be closed from 11 May 2023 (Thursday) to 15 May 2023 (Monday), both days inclusive, during which period no transfer of shares will be registered. In order to ascertain shareholders' entitlement to the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:00 p.m. on 10 May 2023 (Wednesday).
5. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, 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 AGM 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.
6. Particulars of Mr. Tang Yiu Sing, Mr. Yeung Ka Wing and Ms. Kwong Yuk Ying, who are proposed to be re-elected as director, are provided in Appendix II to this circular.
7. If a Member wishes to nominate a person other than the existing Directors to stand for election as a Director, the following documents must be validly lodged no later than 12 April 2023 at the office of the Company at 4th Floor, China Paint Building, 1163 Canton Road, Mongkok, Kowloon, Hong Kong or the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, namely (i) his/her notice of intention to propose a resolution at the meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with his/her contact details.
8. Any Member who has a disability (as defined under the Disability Discrimination Ordinance) and need special arrangements to participate in the AGM 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.
9. 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 AGM, the AGM 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 Stock Exchange website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

10. 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 AGM.
11. For the avoidance of doubt, the Board considers that the AGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders' participation in the AGM continues to be important. Shareholders are encouraged and welcomed to raise questions during the AGM.

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. Cheung Kong Ting, Mr. Wong Kam Tai and Ms. Kwong Yuk Ying.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.etsgroup.com.hk.