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ALTUS
ALTUS HOLDINGS LIMITED
浩德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8149)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Altus Holdings Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 8 August 2023 at 10:00 a.m. or immediately after the conclusion or the adjournment of the annual general meeting of the Company to be convened for the same day and place, whichever is later, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- 1 “**THAT** the share option scheme adopted by the Company and becomes effective on 17 October 2016 be and is hereby terminated (save with respect to any outstanding, issued and unexercised options thereof) with effect from the date of adoption of the 2023 Share Scheme (as defined in paragraph (a) of resolution 2 below).”
- 2 “**THAT**
 - (a) subject to and conditional upon the passing of the resolution 1 above and The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the shares in the capital of the Company (“**Shares**”) which may fall to be issued and allotted pursuant to the vesting of the awarded shares or in respect of the exercise of any options granted under the share scheme of the Company (the rules of which are contained in the document marked “A” produced to the EGM and signed by the chairman of the EGM for the purpose of identification) (“**2023 Share Scheme**”), the 2023 Share Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Scheme including without limitation:
 - (i) to administer the 2023 Share Scheme under which award or options will be granted to eligible participants under the 2023 Share Scheme;
 - (ii) to modify and/or amend the 2023 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Scheme relating to modification and/or amendment;

- (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the vesting of the awarded shares and/or pursuant to the exercise of the options granted under the 2023 Share Scheme and subject to the Rules Governing the Listing of Securities on GEM of the Stock Exchange;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting of the awarded shares and/or pursuant to the exercise of the options granted under the 2023 Share Scheme; and
 - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Scheme; and
- (b) the Scheme Mandate Limit (as defined in the 2023 Share Scheme) being 10% of the number of Shares in issue as at the date of passing of this resolution be and is hereby approved.”

By order of the Board
Altus Holdings Limited
Tam Ho Kei Leo
Company Secretary

Hong Kong, 21 July 2023

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, 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 holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. The register of members of the Company will be closed from Wednesday, 2 August 2023 to Tuesday, 8 August 2023, both dates inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 1 August 2023.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 7:30 a.m. on the date of the EGM, then the EGM will be adjourned in accordance with the existing amended and restated articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notices thereof pursuant to the existing amended and restated articles of association of the Company.
8. A form of proxy for use by shareholders of the Company at the EGM is enclosed in this circular.

As at the date of this notice, the directors of the Company are:

Executive Directors:

Mr. Arnold Ip Tin Chee (*Chairman*)

Mr. Chang Sean Pey

Ms. Leung Churk Yin Jeanny

Independent non-executive Directors:

Mr. Chao Tien Yo

Mr. Chan Sun Kwong

Mr. Lee Shu Yin

Registered Office:

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