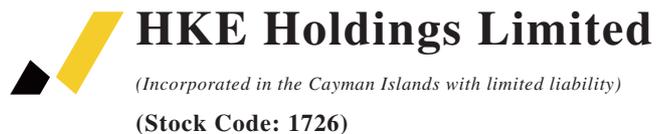

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in HKE Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker 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.



**(1) PROPOSAL FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 3:00 p.m. on 28 November 2023 at 9/F, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

No food and beverage services and no distribution of gifts at the AGM.

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DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company held on 29 November 2022
“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on 28 November 2023 at 9/F., Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong or any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associates”	has the meaning as defined under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	HKE Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 18 August 2017 and the issued Shares of which are listed on the Main Board
“core connected person(s)”	has the meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“Flourish Nation”	Flourish Nation Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability and it is wholly owned by Mr. Lin Ho Man, an executive Director
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the unconditional general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant ordinary resolution granting such mandate
“Latest Practicable Date”	19 October 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“Repurchase Mandate”	the unconditional general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Retiring Directors”	Mr. Tsang Wing Fung, Mr. Koh Lee Huat and Mr. Siu Man Ho Simon, the Directors who shall retire from office at the AGM pursuant to Article 108 of the Articles of Association
“S\$”	Singapore dollars, the lawful currency of Singapore
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



HKE Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1726)

Executive Directors:

Mr. Lin Ho Man (*Chairman*)
Mr. Tsang Wing Fung
Mr. Koh Lee Huat

Non-executive Directors:

Mr. Cheng Yiu Mo
Mr. Lim Kai Jia Kesley

Independent Non-Executive Directors:

Mr. Siu Man Ho Simon
Prof. Pong Kam Keung
Mr. Cheung Kwok Yan Wilfred

Registered Office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 2414-2416, 24/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

26 October 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting of the Issue Mandate and Repurchase Mandate; (ii) the extension of the Issue Mandate; and (iii) the re-election of Retiring Directors and to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND EXTENSION OF ISSUE MANDATE

Given that the Company's existing general mandate to allot, issue and deal with Shares, and existing mandate to repurchase Shares, granted to the Directors by the Shareholders at the 2022 AGM will lapse at the conclusion of the AGM, ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:

- (a) the granting of the Issue Mandate so that the Directors will be able to allot, issue and deal with up to a total of 210,006,000 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto if the Issue Mandate is granted at the AGM (based on 1,050,030,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM);
- (b) the granting of the Repurchase Mandate so that the Directors are authorised to repurchase Shares on the Stock Exchange up to a total of 105,003,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto (subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,050,030,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM); and
- (c) the extension of the Issue Mandate by including number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate).

Each of the Issue Mandate and the Repurchase Mandate will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (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; or (iii) the date upon which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the relevant information required under the Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Retirement of Directors

The Board currently comprises eight members, including three executive Directors, namely, Mr. Lin Ho Man, Mr. Tsang Wing Fung and Mr. Koh Lee Huat, two non-executive Directors, namely, Mr. Cheng Yiu Mo and Mr. Lim Kai Jia Kesley and three independent non-executive Directors, namely, Mr. Siu Man Ho Simon, Prof. Pong Kam Keung and Mr. Cheung Kwok Yan Wilfred.

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, at the AGM, the Directors, namely, Mr. Tsang Wing Fung and Mr. Koh Lee Huat, both are executive Directors and Mr. Siu Man Ho Simon, an independent non-executive Director, will retire from office and, being eligible, will offer themselves for re-election.

The biographical details of each of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rule.

Recommendation of the Nomination Committee

The Nomination Committee had reviewed and assessed the annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules received from each of the independent non-executive Directors and was not aware of any event undermining the independence of each of the independent non-executive Directors, and confirmed that all the independent non-executive Directors, including Mr. Siu Man Ho Simon, who is proposed to be re-elected at AGM, remain independent.

In addition, the Nomination Committee evaluated the performance of each of the independent non-executive Directors and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee is of the view that Mr. Siu Man Ho Simon would bring to the Board his own perspective, skills and experience, as set out in Appendix II to this circular.

LETTER FROM THE BOARD

The Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the nomination policy and the board diversity policy of the Company, considers that Mr. Siu Man Ho Simon can contribute to the diversity of the Board.

Therefore, with the recommendation of the Nomination Committee, the Board has proposed all the Retiring Directors to stand for re-election as Directors at the AGM.

As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

AGM

The notice of the AGM is set out on pages 17 to 21 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, 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 hands. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the rights to attend and vote at the AGM, the register of shareholders of the Company will be closed from 23 November 2023 to 28 November 2023 (both days inclusive), during which period no transfer of the Shares will be registered. In order to be entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 22 November 2023.

RECOMMENDATION

The Directors believe that the proposed resolutions at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

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.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
HKE Holdings Limited
Lin Ho Man
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,050,030,000 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 105,003,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (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; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR THE REPURCHASE

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purposes in accordance with the Articles of Association, the Listing Rules, the Companies Act and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION OF THE COMPANY

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company as compared with that as at 30 June 2023, being the date of its most recent published audited consolidated accounts. The Directors do not, however, intend to make repurchase to such extent as would, in circumstances, have a material adverse impact on the working capital or gearing position of the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE CORE CONNECTED PERSONS OF THE COMPANY

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors (or their respective close associates) nor the core connected persons of the Company have any present intention to sell any Shares to the Company or have undertaken not to sell any of the shares held by them to the Company if the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will make repurchase pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Listing Rules), could obtain or consolidate control of the Company, depending on the level of increase of the Shareholder's interests, and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, 568,000,000 Shares are held by Flourish Nation, representing approximately 54.09% of the issued share capital of the Company. Flourish Nation is wholly-owned by Mr. Lin Ho Man. Mr. Lin Ho Man is deemed to be interested in the Shares in which Flourish Nation is interested under the SFO.

In the event that the Repurchase Mandate is exercised in full, the interest of Flourish Nation will increase to approximately 60.10% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

9. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS OF THE COMPANY

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

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

	Share Prices	
	Highest HK\$	Lowest HK\$
2022		
October	0.54	0.45
November	0.94	0.50
December	0.95	0.80
2023		
January	1.27	0.84
February	1.65	0.80
March	1.45	1.10
April	1.39	1.25
May	1.64	1.25
June	2.40	1.32
July	2.45	2.01
August	2.60	1.94
September	2.29	1.92
October (up to and including the Latest Practicable Date)	1.96	1.60

11. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

The following are the particulars of the Retiring Directors who retire and, being eligible, will offer themselves for re-election at the AGM:

Mr. Tsang Wing Fung (曾榮峰) (“Mr. Tsang”), aged 37, is an executive Director. He was appointed as a Director on 1 June 2021. He is also a director of certain subsidiaries of the Company. Mr. Tsang graduated from The University of Chicago with a degree of Master of Business Administration. He is a chartered financial analyst and a certified financial risk manager. Mr. Tsang worked for a number of renowned financial institutions with over 10 years of experience in investment banking, asset management and financial technology.

Mr. Tsang entered into a service agreement with the Company for a term of three years as an executive Director commencing from 1 June 2021 and the service agreement may be terminated by not less than three months’ written notice served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual director’s emoluments payable to Mr. Tsang is HK\$1,680,000, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities of the Company and the prevailing market conditions and practice.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Tsang had notified the Company of his interests in 16,000,000 Shares and 10,500,000 share options granted under the share option scheme of the Company, representing approximately 2.52% of the issued share capital of the Company.

Save as disclosed above, Mr. Tsang (i) did not hold any other directorship in any other listed public companies in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning Mr. Tsang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

Mr. Koh Lee Huat (許利發) (“Mr. Koh”), aged 53, is an executive Director. He was appointed as a Director on 18 August 2017, and was redesignated as an executive Director on 17 September 2017. Mr. Koh is responsible for the day to day operations and overall project management, formulating corporate and business strategies and making major operation decisions of the Group.

Mr. Koh has over 20 years of experience in the construction industry specialising in radiation shielding works. Mr. Koh gained technical work experience by starting as a technical officer at the Singapore Institute of Standards and Industrial Research (SISIR) in January 1995, eventually leading a team of technicians on laboratory tools calibration and field testing. Mr. Koh joined the Group in January 1996 as a site supervisor and was promoted to project manager in January 2002.

Mr. Koh obtained a diploma in Mechanical Engineering from Ngee Ann Polytechnic of Singapore in August 1992. In addition, Mr. Koh obtained certificates of completion of the following courses: Introduction to Radiation Safety, conducted by The National University of Singapore in March 1996; Risk Management Course, conducted by Absolute Kinetics Consultancy Pte Ltd in November 2006; Building Construction Supervisors Safety Course, conducted by The Singapore Contractors Association Ltd (SCAL) SCAL Academy in April 2008; and Work-at-Height Course for Supervisors, conducted by Greensafe International Pte Ltd in November 2013.

Mr. Koh entered into a service agreement with the Company for a term of three years commencing from 28 September 2023 and the service agreement may be terminated by not less than three months’ written notice served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

The annual director’s emoluments payable to Mr. Koh under the service agreement is S\$792,000, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions and practice.

Save as disclosed above, Mr. Koh (i) did not hold any directorships in any other listed public company in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

According to the information received by the Company and as at the Latest Practicable Date, Mr. Koh does not have any interest or short position in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Koh that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

Mr. Siu Man Ho Simon (蕭文豪) (“Mr. Siu”), aged 49, is an independent non-executive Director. He was appointed as a Director on 15 March 2018. He is also a member of each of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee. He is primarily responsible for providing independent judgment on issues of strategy, policy, performance, accountability, resource, key appointments and standard of conduct of the Group.

Mr. Siu is a practicing solicitor of the High Court of Hong Kong and a China Appointed Attesting Officer appointed by the Ministry of Justice of the People’s Republic of China. Mr. Siu is currently a partner of Sit, Fung, Kwong & Shum, a firm of solicitors in Hong Kong, which he first joined as a solicitor in 2000 and has been continuously serving there since then. His areas of practice include corporate finance, capital markets, securities, mergers and acquisitions, joint ventures and general commercial matters. Mr. Siu also actively participates in charitable and social services in Hong Kong. He is currently acting as the legal advisor for United Hearts Youth Foundation as well as the school manager of The Association of Directors & Former Directors of Pok Oi Hospital Leung Sing Tak College. Mr. Siu obtained his Bachelor of Laws degree from the University of Hong Kong in 1996.

Mr. Siu is currently an independent non-executive director of each of Wai Yuen Tong Medicine Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 897) and Litu Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1008). He was appointed as an independent non-executive director of Shuang Yun Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1706) in October 2017 and resigned from the position in August 2023.

Mr. Siu entered into a letter of appointment with the Company, pursuant to which Mr. Siu was appointed for a term of one year commencing from 18 April 2018 and shall continue yearly thereafter until being terminated by not less than one month’s written notice served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual director’s fee payable to Mr. Siu under the letter of appointment is S\$30,000, which was determined by the Board upon recommendations by the Remuneration Committee with reference to his duties and responsibilities with the Company and the prevailing market conditions and practice.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
FOR RE-ELECTION AT THE AGM**

Save as disclosed above, Mr. Siu (i) did not hold any directorships in any other listed public companies in Hong Kong or overseas in the last three years; (ii) does not have other major appointments and professional qualifications; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

According to the information received by the Company and as at the Latest Practicable Date, Mr. Siu did not have any interest or short position in the Shares within the meaning of Part XV of the SFO. The Company has received from Mr. Siu a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that Mr. Siu is independent.

Save as disclosed above, there are no other matters concerning Mr. Siu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



HKE Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1726)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of HKE Holdings Limited (the “Company”) will be held at 3:00 p.m. on 28 November 2023 at 9/F., Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors of the Company (the “Directors” and each a “Director”) and the independent auditor’s report of the Company and its subsidiaries for the year ended 30 June 2023.
2.
 - (A) To re-elect Mr. Tsang Wing Fung as executive Director;
 - (B) To re-elect Mr. Koh Lee Huat as executive Director;
 - (C) To re-elect Mr. Siu Man Ho Simon as independent non-executive Director; and
 - (D) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint Zhonghui Anda CPA Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
 - (A) **“THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into

NOTICE OF ANNUAL GENERAL MEETING

shares of the Company) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for shares of the Company; (iv) the exercise of options granted under any share option scheme of the Company or similar arrangement for the time being adopted by the Company; or (v) any issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the second amended and restated articles of association of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the second amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

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- (iii) the revocation or variation of the authority 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 of the Company on the register on a fixed record date in proportion to their then holdings of shares (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).”

(B) **“THAT:**

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

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- (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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the second amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) above being passed, the unconditional general mandate referred to in the resolution numbered 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in the resolution numbered 4(B) above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
HKE Holdings Limited
Lin Ho Man
Chairman and Executive Director

Hong Kong, 26 October 2023

Head Office and Principal Place of Business in Hong Kong:
Unit 2414-2416, 24/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

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Notes:

1. Any shareholder of the Company (“Shareholder”) entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote on behalf of him/her/it. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share of the Company as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the AGM 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 share of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint registered holder(s).
3. In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked.
4. For the purpose of determining the rights to attend and vote at the AGM, the register of members of the Company will be closed from 23 November 2023 to 28 November 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 22 November 2023.
5. The mandates referred in the resolutions 4(A) and 4(B) above are mandates as contemplated by articles 67(vi) and 67(vii) of the second amended and restated articles of association of the Company, respectively.
6. There will be no food and beverage services and no distribution of gifts at the AGM.