
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 to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **ETS Group Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(II) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

Unless otherwise stated, capitalised terms used on this cover page shall have the same meanings as defined in this circular.

The notice convening the AGM of the Company to be held at Room 2, 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 10 May 2024 (Friday) at 10:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event 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.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.etsgroup.com.hk.

Hong Kong, 17 April 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Room 2, 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 10 May 2024 (Friday) at 10:00 a.m. or any adjournment thereof, a notice of which is set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“close associates”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	ETS Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability with its issued Shares listed on GEM
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate during the relevant period
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, modified or otherwise supplemented from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors during the relevant period to exercise the power of the Company to allot, issue or otherwise deal with Shares with the aggregate number not exceeding 20% of the number of the shares of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	10 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares with the aggregate number not exceeding 10% of the number of the shares of the Company in issue as at the date of passing the relevant resolution at the AGM
“Retiring Directors”	the Directors who shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM in accordance with the Articles of Association
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

LETTER FROM THE BOARD

ETS GROUP LIMITED
易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8031)

Executive Director:

Tang Yiu Sing (*Chief Executive Officer*)

Independent Non-executive Directors:

Wong Kam Tai

Kwong Yuk Ying

Tsang Lee Mei

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

4th Floor

China Paint Building

1163 Canton Road

Mongkok

Kowloon

Hong Kong

17 April 2024

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(II) RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Company will propose resolutions at the AGM to, *inter alia*, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue new Shares and repurchase existing Shares granted to the Directors by the ordinary resolutions passed by the Shareholders at the annual general meeting of the Company held on 5 May 2023; and (b) re-elect the Retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM for granting the Issue Mandate, Repurchase Mandate and Extension Mandate, the re-election of Retiring Directors and to give you notice of the AGM.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting held on 5 May 2023, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares with the aggregate number not exceeding 20% of the number of the Shares in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with the aggregate number not exceeding 10% of the number of the Shares in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors during the relevant period to exercise the powers of the Company to allot, issue and otherwise deal with the Shares with the aggregate number not exceeding 20% of the number of the shares of the Company in issue on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them during the relevant period to repurchase the Shares with the aggregate number not exceeding 10% of the number of the shares of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate during the relevant period.

The full text of the above resolutions are set out in resolutions numbered 4 to 6 as set out in the notice of the AGM contained on pages 14 to 18 of this circular.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. And, any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. According to Code Provision B.2.2 set out in the Corporate Governance Code under Appendix C1 to the GEM Listing Rules, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

To comply with Article 84(1) of the Articles of Association, Mr. Wong Kam Tai shall retire from office at the AGM and, being eligible, offer himself for re-election at the AGM.

Ms. Tsang Lee Mei was newly appointed as independent non-executive director of the Company taking effect from 6 March 2024. According to Article 83(3) of the Articles of Association, Ms. Tsang shall hold office until the AGM and be subject to re-election at the AGM. As such, Ms. Tsang shall retire from office at the AGM and, being eligible, offers herself for re-election at the AGM.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

AGM

A notice of the AGM is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event 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.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on any resolutions to be proposed at the AGM pursuant to the GEM Listing Rules and/or the Articles of Association.

LETTER FROM THE BOARD

VOTING BY POLL

According to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at general meeting of the Company must be taken by poll except where the chairman, 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 hand. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of the Retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their close associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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
ETS Group Limited
Tang Yiu Sing
Executive Director and Chief Executive Officer

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

Such authority will expire at the earliest of: (a) the conclusion of the next annual general meeting of the company; (b) the date by which the next annual general meeting of the company is required by the law to be held; or (c) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 295,625,000 Shares in issue.

The Repurchase Mandate will enable the Directors during the relevant period to repurchase the Shares up to a maximum of 10% of the shares of the Company in issue on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 29,562,500 Shares.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

REASONS FOR REPURCHASES

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

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING

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

THE TAKEOVERS CODES AND MINIMUM PUBLIC HOLDING

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

Based on the Company's records as at the Latest Practicable Date, the following Shareholder was interested in more than 10% of the issued shares of the Company:

Name of Shareholder	Number of Shares held as at the Latest Practicable Date	Percentage of existing shareholdings as at the Latest Practicable Date	Approximate percentage of shareholdings if the Repurchase Mandate is exercised in full
Million Top Enterprises Limited	210,000,000	71.04%	78.93%

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then the shareholding of Million Top Enterprises Limited would be increased to approximately 78.93%. In the opinion of the Directors, such increase will not give rise to a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Codes.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) within twelve months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months, and up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.510	0.300
May	0.580	0.300
June	0.500	0.330
July	0.490	0.360
August	0.500	0.365
September	0.720	0.425
October	0.900	0.540
November	0.830	0.540
December	0.750	0.300
2024		
January	0.350	0.249
February	0.200	0.189
March	0.189	0.189
April (up to the Latest Practicable Date)	0.189	0.189

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the GEM Listing Rules are set out below:

Mr. Wong Kam Tai

Mr. Wong Kam Tai (“**Mr. Wong**”), aged 50, is an independent non-executive Director (“**INED**”), the chairman of each of the audit committee and the risk management and internal control committee of the Company and a member of each of the nomination committee and the remuneration committee. Mr. Wong was appointed as an INED with effect from 12 January 2017.

Mr. Wong obtained a Master of Business Administration (Strategic Financial Management) from the University of Hull in the United Kingdom in 2001, a Master of Law (Commercial Law) from the University of Northumbria at Newcastle in the United Kingdom in 2002 and a Master of Arts from Macquarie University in Australia in 2011. Mr. Wong is also a member of the Hong Kong Institute of Certified Public Accountants, a member of the Chartered Institute of Public Finance and Accountancy in the United Kingdom and a fellow member of CPA Australia. Mr. Wong has worked in the accounting field for ten years before becoming an accounting academic in 2002.

Mr. Wong had been appointed as a non-executive director of Xinhua News Media Holdings Limited (Stock Code: 309), a listed company under the Main Board of Hong Kong Exchanges and Clearing Limited with effect from 8 November 2019, and his directorship ceased on 29 February 2020.

Save as disclosed above, (i) Mr. Wong has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and has not held other major appointments and professional qualifications; (ii) Mr. Wong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (iii) Mr. Wong does not hold any position in the Company or any of its subsidiaries.

Mr. Wong entered into a renewed service contract with the Company for a term of three years commencing from 12 January 2023, and is subject to the retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wong is now entitled to a monthly director’s fee of HK\$10,000, which is determined with reference to his duties and level of responsibilities and the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wong did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Tsang Lee Mei

Ms. Tsang Lee Mei (“**Ms. Tsang**”), aged 54, was newly appointed as an independent non-executive Director taking effect from 6 March 2024. She is the chairman of the nomination committee as well as a member of the audit committee, the remuneration committee and the risk management and internal control committee of the Company.

Ms. Tsang obtained a Bachelor degree in Combined Studies – Accounting from De Montfort University, Leicester, the United Kingdom in 1996, a Bachelor degree in Professional Accounting from Dongbei University of Finance and Economics, the People’s Republic of China in 2004 and a Master of Science and Finance from the City University of Hong Kong in 2007. Ms. Tsang has also been a member of the Association of Accounting Technicians since 1994, a member of the Hong Kong Institute of Certified Public Accountants since 1999 and a fellow member of the Association of Chartered Certified Accountants since 2004. Ms. Tsang has over 30 years of experience in accounting, finance, auditing and compliance assurance industry.

From 2021 to 2023, Ms. Tsang served as the financial controller, company secretary and authorised representative of Satu Holdings Limited, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8392). From 2018 to 2021, she worked as the financial controller and company secretary of Wecon Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1793). From 2016 to 2018, she served as the assistant finance manager of K.H. Foundation Limited, being a subsidiary of K. H. Group Holdings Limited and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1557). From 2006 to 2016, Ms. Tsang worked as the finance manager of Mobicon Holdings Limited, being a subsidiary of Mobicon Group Limited and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1213). From 1999 to 2006, she worked at Kwong Ming Engineering Limited with her last position as a finance manager.

Save as disclosed above, (i) Ms. Tsang has not held any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and has not held other major appointments and professional qualifications; (ii) Ms. Tsang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (iii) Ms. Tsang does not hold any position in the Company or any of its subsidiaries.

Ms. Tsang has entered into a letter of appointment with the Company for a term of three years commencing from 6 March 2024. She is subject to retirement and re-election at the first general meeting of the Company after her appointment in accordance with the Articles of Association. Ms. Tsang is entitled to a monthly director fee of HK\$10,000, which is determined with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Tsang did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM

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 Room 2, 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 10 May 2024 (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 2023.
2.
 - (a) To re-elect Mr. Wong Kam Tai as an independent non-executive Director.
 - (b) To re-elect Ms. Tsang Lee Mei as an independent non-executive Director.
 - (c) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.
4. “**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;

NOTICE OF AGM

- (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.

NOTICE OF AGM

“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).”

5. **“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.”

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6. “**THAT** conditional upon passing of resolutions numbered 4 and 5 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 4 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 5, 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.”

By order of the Board
ETS Group Limited
Tang Yiu Sing
Executive Director and Chief Executive Officer

Hong Kong, 17 April 2024

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 7 May 2024 (Tuesday) to 10 May 2024 (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 6 May 2024 (Monday).
4. 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.
5. Particulars of Mr. Wong Kam Tai and Ms. Tsang Lee Mei, who are proposed to be re-elected as director, are provided in Appendix II to this circular.
6. 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 25 April 2024 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

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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.

7. 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.
8. 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.
9. 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.
10. 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.