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ABLE ENGINEERING HOLDINGS LIMITED

安保工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1627)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (or any adjournment thereof) (“**AGM**”) of Able Engineering Holdings Limited (the “**Company**”) will be held at The Palace Rooms, B1/F, The Royal Garden, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 29 August 2024 (Thursday) at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice have the same meanings as defined in the circular of the Company dated 19 July 2024 (the “**Circular**”)):

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements, the report of the Directors and the independent auditor’s report for the year ended 31 March 2024.
2. To declare a final dividend of HK\$0.05 per share (HK5.0 cents per Share) for the year ended 31 March 2024.
3. To re-elect Mr. YAU Kwok Fai as an Executive Director.
4. To re-elect Dr. LI Yok Sheung as an Independent Non-executive Director.
5. To re-elect Ms. MAK Suk Hing as an Independent Non-executive Director.
6. To re-elect Mr. LEE Hang Wing James as an Executive Director.
7. To authorise the Board to fix the remuneration of the Directors.
8. To re-appoint Ernst & Young as the Company’s auditor and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

9. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers to allot, issue and deal with additional shares in the share capital of the Company under paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) the exercise of any option granted under any share option scheme adopted by the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association, shall not exceed the aggregate of:
 - (i) twenty per cent. (20%) of the total number of Shares in issue at the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. (10%) of the total number of Shares in issue at the date of this resolution), and the said authority pursuant to paragraph (a) above shall be limited accordingly; and

(d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of shareholders on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws and regulations of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

10. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (b) the number of Shares which might be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent. (10%) of the total number of Shares in issue at the date of the passing of this resolution and the said approval be limited accordingly; and

(c) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in a general meeting.”

11. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“**THAT**, subject to the passing of Resolutions nos. 9 and 10 set out in this notice, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no. 9 set out in this notice be and is hereby extended by the addition thereto the total number of Shares of the Company which has been bought back by the Company since the granting of such general mandate pursuant to Resolution no. 10 set out in this notice, provided that such number of shares of the Company shall not exceed ten per cent. (10%) of the total number of Shares in issue at the date of the passing of this Resolution.”

By Order of the Board
ABLE ENGINEERING HOLDINGS LIMITED
YAU Kwok Fai
Chairman

Hong Kong, 19 July 2024

Notes:

1. A form of proxy for use at the AGM is enclosed herewith. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. However, if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a Shareholder but must be present in person at the AGM to represent the Shareholder.

2. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, that one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
3. In order to be valid, the original form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM.
4. Completion and return of the proxy form in respect of the proposed resolutions for the AGM will not preclude a Shareholder from attending and voting in person at the AGM should he/she so wishes and in such event, the proxy form for the AGM will be deemed to have been revoked.
5. To determine the entitlement to attend and vote at the AGM to be held on 29 August 2024, Thursday, the register of shareholders of the Company will be closed from 26 August 2024, Monday, to 29 August 2024, Thursday, (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 23 August 2024, Friday.
6. Subject to the approval of the final dividend by the Shareholders at the AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of shareholders of the Company will be closed from 4 September 2024, Wednesday to 6 September 2024, Friday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for entitlement of the final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 3 September 2024, Tuesday.
7. Detailed information on the business to be transacted at the AGM is set out in the Circular.
8. All proposed resolutions set out in this notice will be voted by way of a poll at the AGM as required under the Listing Rules. The poll results will be published on the website of the Company (www.ableeng.com.hk) and the website of The Stock Exchange (www.hkexnews.hk) following the AGM.
9. Shares abstained (if any) will not be counted in the calculation of the required majority.
10. The registration for attending the AGM will start at 9:45 a.m. on 29 August 2024, Thursday.
11. As at the date hereof, the Board comprises three Executive Directors, namely, Mr. YAU Kwok Fai (*Chairman*), Mr. LEE Hang Wing James (*Chief Executive Officer*) and Mr. LAU Chi Fai Daniel; and five Independent Non-executive Directors, namely, Prof. KO Jan Ming, Dr. LEE Man Piu Albert, Dr. LI Yok Sheung, Ms. MAK Suk Hing and Mr. MONG Chan.
12. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.