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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (or any adjournment thereof) (the “**EGM**”) of Able Engineering Holdings Limited (the “**Company**”) will be held at No. 155 Waterloo Road, Kowloon Tong, Kowloon, Hong Kong on 29 November 2024, Friday at 09:30 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 25 October 2024 (the “**Circular**”)):

#### **ORDINARY BUSINESS**

1. “**THAT:**

- (a) the framework contracting agreement dated 29 August 2024 entered into between the Company (for and on behalf of itself and any of its subsidiaries) (as contractor) and WHSE (as subcontractor) in relation to the provision of subcontracting services in relation to the manufacture and procurement of modular products and prefabrication items for construction projects in Hong Kong (the “**Framework Contracting Agreement**”), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps under the Framework Contracting Agreement as set out in the Circular for each of the three years ending 31 March 2027 be and are hereby approved and confirmed; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions mentioned in paragraphs (a) and (b) above, including where appropriate, agreeing to any non-material amendments to the Framework Contracting Agreement and any other agreements made in relation thereto to the extent permitted by the Listing Rules and the applicable laws and in the interests of the Company and its shareholders.”

2. **“THAT:**

- (a) the framework subcontracting agreement dated 29 August 2024 entered into between the Company (for and on behalf of itself and any of its subsidiaries) (as subcontractor) and WHSE (as contractor) in relation to the provision of subcontracting services in relation to the manufacture and procurement of modular products and prefabrication items for construction projects in Hong Kong (the **“Framework Subcontracting Agreement”**), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps under the Framework Subcontracting Agreement as set out in the Circular for each of the three years ending 31 March 2027 be and are hereby approved and confirmed; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions mentioned in paragraphs (a) and (b) above, including where appropriate, agreeing to any non-material amendments to the Framework Subcontracting Agreement and any other agreements made in relation thereto to the extent permitted by the Listing Rules and the applicable laws and in the interests of the Company and its shareholders.”

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

Hong Kong, 25 October 2024

*Notes:*

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this notice.
- (ii) A form of proxy for use at the EGM is enclosed herewith. Any Shareholder entitled to attend and vote at the EGM 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 EGM to represent the Shareholder.
- (iii) Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, 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 EGM, 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.

- (iv) All proposed resolutions set out in this notice will be voted by way of a poll at the EGM as required under the Listing Rules. The poll results will be published on the website of the Company ([www.ableeng.com.hk](http://www.ableeng.com.hk)) and the website of The Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) following the EGM.
- (v) 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 EGM.
- (vi) Completion and return of the proxy form in respect of the proposed resolutions for the EGM will not preclude a Shareholder from attending and voting in person at the EGM should he/she so wishes and in such event, his/her form for the EGM will be deemed to have been revoked.
- (vii) To determine the entitlement to attend and vote at the EGM to be held on 29 November 2024, Friday, the register of shareholders of the Company will be closed from 26 November 2024, Tuesday to 29 November 2024, Friday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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 25 November 2024, Monday.
- (viii) Detailed information on the business to be transacted at the EGM is set out in the Circular.
- (ix) Shares abstained (if any) will not be counted in the calculation of the required majority.
- (x) The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date hereof, the Board comprises the following members:*

*Executive Directors*

Mr. YAU Kwok Fai (*Chairman*)

Mr. LEE Hang Wing James (*Chief Executive Officer*)

Mr. LAU Chi Fai Daniel

*Independent non-executive Directors*

Prof. KO Jan Ming

Dr. LEE Man Piu Albert

Dr. LI Yok Sheung

Ms. MAK Suk Hing

Mr. MONG Chan