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If you have sold or transferred all your shares in Accel Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



ACCEL GROUP HOLDINGS LIMITED
高陸集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

**PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
PROPOSED DECLARATION OF FINAL DIVIDEND;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO THE EXISTING M&A AND
ADOPTION OF THE AMENDED AND RESTATED M&A;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2025 AGM to be held at Unit A, 19/F, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Thursday, 18 September 2025 at 4:30 p.m. is set out on pages 38 to 43 of this circular.

A form of proxy for use in connection with the 2025 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chittathk.com). If you are not able or do not intend to attend the 2025 AGM in person and wish to exercise your rights as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to 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 as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2025 AGM (i.e. Tuesday, 16 September 2025 at 4:30 p.m.) or its adjournment (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 2025 AGM or its adjournment if you so wish. If you attend and vote in person at the 2025 AGM, the instrument appointing a proxy shall be deemed to have been revoked.

This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

25 July 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
Proposed Issue Mandate	5
Proposed Repurchase Mandate	5
Proposed Declaration of Final Dividend	6
Re-election of Retiring Directors	6
Proposed Amendments to the Existing M&A and Adoption of the Amended and Restated M&A	7
2025 AGM	8
Voting by Poll	8
Responsibility Statement	9
Closure of Register of Members	9
Recommendation	9
General	9
APPENDIX I — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	10
APPENDIX II — EXPLANATORY STATEMENT	13
APPENDIX III — DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING M&A	17
NOTICE OF ANNUAL GENERAL MEETING	37

DEFINITIONS

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

“2025 AGM”	the AGM to be held at Unit A, 19/F, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Thursday, 18 September 2025 at 4:30 p.m. or any adjournment thereof
“AGM”	the annual general meeting of the Company
“Amended and Restated M&A”	the amended and restated memorandum of association and articles of association incorporating and consolidating the Proposed Amendments proposed to be adopted by the Shareholders at the 2025 AGM
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the central clearing and settlement system established and operated by HKSCC
“Chairman”	the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Accel Group Holdings Limited (高陞集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (Stock Code: 1283)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Ko”	Dr. Ko Lai Hung, the Chairman, an executive Director, the chief executive officer and one of the controlling shareholders of the Company, and the spouse of Ms. Cheung and the father of Mr. CK Ko

DEFINITIONS

“Existing M&A”	the existing memorandum of association and articles of association of the Company currently in force
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2025 AGM to exercise the power of the Company to allot, issue and deal with additional Shares (including sale or transfer of treasury shares) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	18 July 2025, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“Mr. CK Ko”	Mr. Ko Angus Chun Kit, a non-executive Director and a son of Dr. Ko and Ms. Cheung
“Ms. Cheung”	Ms. Cheung Mei Lan, an executive Director and one of the controlling shareholders of the Company, and the spouse of Dr. Ko and the mother of Mr. CK Ko
“Nomination Committee”	the nomination committee of the Board
“Proposed Amendments”	the proposed amendments to the Existing M&A as set out in Appendix III to this circular

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2025 AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par 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
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed thereto under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time
“Year”	the year ended 31 March 2025
“%”	per cent



ACCEL GROUP HOLDINGS LIMITED

高陞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

Executive Directors:

Dr. Ko Lai Hung

(Chairman and Chief Executive Officer)

Ms. Cheung Mei Lan

Non-executive Director:

Mr. Ko Angus Chun Kit

Independent Non-executive Directors:

Mr. Chan Cheong Tat

Ms. Tse Ka Wing

Mr. Ho Chi Shing

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business
in Hong Kong:*

Unit A, 19/F

TML Tower

No. 3 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

25 July 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
PROPOSED DECLARATION OF FINAL DIVIDEND;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO THE EXISTING M&A AND
ADOPTION OF THE AMENDED AND RESTATED M&A;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2025 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate; (iii) the

LETTER FROM THE BOARD

declaration of a final dividend; (iv) the re-election of the retiring Directors; and (v) the approval of the Proposed Amendments and adoption of the Amended and Restated M&A.

The purpose of this circular is to give you notice of the 2025 AGM and provide you with the information regarding the above resolutions to be proposed at the 2025 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

PROPOSED ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by the Shareholders at the AGM held on 10 September 2024. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2025 AGM.

At the 2025 AGM, an ordinary resolution will be proposed to grant the Directors a new general and unconditional mandate to allot, issue and otherwise deal with new Shares of up to 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the 2025 AGM. In addition, a separate ordinary resolution will be proposed at the 2025 AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the 2025 AGM).

The Issue Mandate, if granted at the 2025 AGM, will expire at the earliest of: (a) the conclusion of the next AGM following the 2025 AGM; or (b) the date by which the next AGM is required to be held under the Articles of Association or the applicable laws of the Cayman Islands; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next AGM.

As at the Latest Practicable Date, the Company had 810,827,000 Shares in issue. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased and cancelled prior to the date of the 2025 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 162,165,400 new Shares under the Issue Mandate, representing 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing of the ordinary resolution in relation thereto.

PROPOSED REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by the Shareholders at the AGM held on 10 September 2024. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2025 AGM.

At the 2025 AGM, an ordinary resolution will be proposed to grant the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the 2025 AGM.

LETTER FROM THE BOARD

The Repurchase Mandate, if granted at the 2025 AGM, will expire at the earliest of: (a) the conclusion of the next AGM following the 2025 AGM; (b) the date by which the next AGM is required to be held under the Articles of Association or the applicable laws of the Cayman Islands; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next AGM.

As at the Latest Practicable Date, the Company had 810,827,000 Shares in issue. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased and cancelled prior to the date of the 2025 AGM, the Company would be allowed to repurchase a maximum of 81,082,700 Shares under the Repurchase Mandate, representing 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing of the ordinary resolution in relation thereto.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix II to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

PROPOSED DECLARATION OF FINAL DIVIDEND

As mentioned in the annual results announcement of the Company dated 26 June 2025, the Board recommended the payment of a final dividend of HK1.4 cents per Share for the Year, which is subject to the approval of the Shareholders at the 2025 AGM.

The proposed final dividend, if approved by the Shareholders at the 2025 AGM, will be paid on or around Monday, 20 October 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 29 September 2025.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Dr. Ko Lai Hung and Ms. Cheung Mei Lan; one non-executive Director, Mr. Ko Angus Chun Kit; and three independent non-executive Directors, namely Mr. Chan Cheong Tat, Ms. Tse Ka Wing and Mr. Ho Chi Shing.

Article 108(a) of the Articles of Association provides that at each AGM, 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. A retiring Director shall be eligible for re-election. Article 108(b) of the Articles of Association provides that the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the AGM shall retire by rotation at such AGM. Any further Directors so to retire shall be those who have been the longest in office since

LETTER FROM THE BOARD

their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Ho Chi Shing (“**Mr. Ho**”) and Mr. Chan Cheong Tat (“**Mr. Chan**”) (collectively, the “**Retiring Directors**”) will retire at the 2025 AGM and, being eligible, have offered themselves for re-election at the 2025 AGM.

In nominating the Retiring Directors for re-election, the Nomination Committee, based on the Company’s nomination policy which was disclosed in the Corporate Governance Report of the annual report of the Company for the Year, considered, amongst other things, the skills, perspectives and experience that each of them could bring to the Board and their individual contribution to the diversity of the Board.

Furthermore, the Nomination Committee evaluated the performance of each of the Retiring Directors during the Year and found their performance satisfactory. The Nomination Committee is of the view that the Retiring Directors have demonstrated their respective commitment to their roles and contributions to the Board, and their experience, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity.

With the recommendation of the Nomination Committee, the Board has resolved to propose that the Retiring Directors stand for re-election as Directors at the 2025 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting in respect of the respective propositions of their recommendations for re-election by the Shareholders at the 2025 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2025 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

PROPOSED AMENDMENTS TO THE EXISTING M&A AND ADOPTION OF THE AMENDED AND RESTATED M&A

Reference is made to the announcement of the Company dated 18 July 2025. The Board proposed to amend the Existing M&A for the purposes of (i) aligning with the latest Listing Rules amendments in relation to the further expansion of the paperless listing regime and treasury shares; and (ii) incorporating housekeeping and miscellaneous amendments thereto.

In particular, the major areas of the Proposed Amendments include: (i) to expressly allow the Company to hold general meetings as hybrid meetings or electronic meetings; (ii) to facilitate electronic dissemination of corporate communications; and (iii) to explicitly permit the Company to hold repurchased shares of the Company as treasury shares.

LETTER FROM THE BOARD

In view of the number of the Proposed Amendments, the Board proposes to adopt the Amended and Restated M&A in substitution for, and to the exclusion of, the Existing M&A. Details of the Proposed Amendments are set out in Appendix III to this circular.

The Company has been advised by its legal advisers as to the laws of Hong Kong and the Cayman Islands that the Proposed Amendments conform with the requirements of the Listing Rules, and where applicable, are not inconsistent with the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Board proposes to put forward to the Shareholders for approval at the 2025 AGM a special resolution to effect the Proposed Amendments and to adopt the Amended and Restated M&A.

2025 AGM

The notice convening the 2025 AGM is set out on pages 37 to 42 of this circular.

A form of proxy for use in connection with the 2025 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chittathk.com). The Company reminds all Shareholders that physical attendance in person at the 2025 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2025 AGM or other person as their proxy to vote on the relevant resolution(s) at the 2025 AGM instead of attending the 2025 AGM in person, by completing and signing the enclosed form of proxy in accordance with the instructions printed thereon and returning the completed form of proxy to 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 as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2025 AGM (i.e. Tuesday, 16 September 2025 at 4:30 p.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2025 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2025 AGM, the instrument appointing a proxy shall be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of the Shareholders at a general meeting shall be taken by poll. Therefore, all resolutions to be proposed at the 2025 AGM and contained in the notice of the 2025 AGM will be voted by way of poll by the Shareholders.

LETTER FROM THE BOARD

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.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the identity of the Shareholders who are entitled to attend and vote at the 2025 AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 12 September 2025. The register of members of our Company will be closed from Monday, 15 September 2025 to Thursday, 18 September 2025, both days inclusive, during which period no transfer of shares will be registered. The record date for attending and voting at the 2025 AGM is Thursday, 18 September 2025.

In order to establish the identity of the Shareholders who are entitled to the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 24 September 2025. The register of members of our Company will be closed from Thursday, 25 September 2025 to Monday, 29 September 2025, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the entitlement to the final dividend is Monday, 29 September 2025.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the 2025 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 such resolutions.

GENERAL

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

Yours faithfully,

For and on behalf of the Board
Accel Group Holdings Limited

Ko Lai Hung

Chairman, Chief Executive Officer and Executive Director

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the Directors proposed to be re-elected at the 2025 AGM.

Mr. Chan Cheong Tat

Mr. Chan Cheong Tat (陳昌達) (“Mr. CT Chan”), aged 75, was appointed as an independent non-executive director of the Company on 18 September 2019. He is the chairperson of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. Mr. Chan is responsible for providing independent advice to our Board.

Mr. CT Chan has over 33 years of work experience in the Inland Revenue Department. His last position was assistant commissioner before he retired in 2005. Mr. CT Chan graduated from the Central Queensland University in Australia with a master’s degree in financial management in October 1995 through distance learning. He has been an associate of The Chartered Governance Institute of London, the United Kingdom and The Hong Kong Chartered Governance Institute since March 1974 and August 1994, respectively. Mr. CT Chan has also been a fellow of the Hong Kong Institute of Certified Public Accountants since March 1986; a fellow of the Association of Chartered Certified Accountants since November 1983; and a fellow of CPA Australia since June 1990.

Mr. CT Chan has been the sole director of C T Tax Consultants Limited, a tax consultancy, since August 2006. Further, Mr. CT Chan is also currently an independent non-executive director of each of Medicskin Holdings Limited (Stock Code: 8307), Hyfusin Group Holdings Limited (Stock Code: 8512), Chong Fai Jewellery Group Holdings Company Limited (Stock Code: 8537), Ye Xing Group Holdings Limited (Stock Code: 1941) and Wasion Holdings Limited (Stock Code: 3393) since December 2014, June 2018, September 2018, February 2020 and June 2020, respectively.

Mr. Chan has entered into a letter of appointment with the Company for a term of three years with effect from 18 September 2022 and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Pursuant to the letter of appointment, he is entitled to a director’s fee of HK\$15,000 per month. His emolument was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, responsibilities and duties within the Company and the prevailing market conditions.

Mr. CT Chan has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence for being re-elected as an INED.

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Ho Chi Shing

Mr. Ho Chi Shing (何志誠) (“**Mr. Ho**”), aged 73, was appointed as an independent non-executive director of the Company on 18 September 2019. He is the chairperson of our Remuneration Committee and a member of our Nomination Committee. Mr. Ho is responsible for providing independent advice to our Board.

Mr. Ho graduated from The University of Hong Kong with a bachelor of science degree in engineering, a postgraduate diploma in software engineering, a master of business administration and a postgraduate certificate in laws in November 1976, January 1989, November 1991 and June 2011, respectively. He also obtained a graduate diploma in English and Hong Kong law (common professional examination) and a bachelor of laws from The Manchester Metropolitan University in July 2008 and July 2009, respectively. Mr. Ho was admitted as a member of the Institution of Electrical Engineers in November 1981. He has been: (i) a Chartered Engineer of the Council of Engineering Institutions since February 1982; (ii) a member of the Hong Kong Institution of Engineers since July 1985; and (iii) a member of the Chartered Institution of Building Services Engineers since April 1982 and a fellow of it since March 2004. He practised as a Barrister-at-law from October 2012 to December 2014.

Mr. Ho has over 30 years of experience in the construction industry in Hong Kong. He worked in China Light & Power Company Limited from September 1976 to October 1979 with his last position as a second engineer of the sub-station design department. He had served the Hong Kong Housing Authority for about 32 years from October 1979 to September 2011 with his last position held as the chief building services engineer. He had been an honorary advisor for Hong Kong Applied Science and Technology Research Institute Company Limited from October 2011 to October 2016. Mr. Ho became a member of the Hong Kong Quality Assurance Agency’s governing council in 2005, and was appointed as deputy chairman in November 2011 and chairman in November 2019. Mr. Ho has been working at BEAM Society Limited as a general manager since March 2014. He had been appointed as a part-time lecturer of Tsinghua Research Institute Shenzhen from 2011 to 2016, and he also served in Shenzhen Audencia Business School in 2018 as part-time lecturer. He is currently an Adjunct Associate Professor of The University of Hong Kong, a post he took up since 2019 after serving as an honorary principal lecturer since mid-2010’s in the Department of Electrical and Electronic Engineering of The University of Hong Kong.

Mr. Ho has entered into a letter of appointment with the Company for a term of three years with effect from 18 September 2022 and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Pursuant to the letter of appointment, he is entitled to a director’s fee of HK\$15,000 per month. His emolument was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, responsibilities and duties within the Company and the prevailing market conditions.

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Ho has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence for being re-elected as an INED.

General

Save as disclosed above, each of the Retiring Directors confirmed that as at the Latest Practicable Date: he/she (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2025 AGM in granting the Repurchase Mandate to the Directors.

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 810,827,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, 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 passing such resolution at the 2025 AGM, the Directors would be authorised to repurchase up to a maximum of 81,082,700 Shares, representing 10% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution.

3. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the 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.

4. FUNDING OF REPURCHASES

Repurchases of Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and all applicable laws and regulations of the Cayman Islands.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2025, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

6. SHARE PRICES

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

Month	Price per Share (HK\$)	
	Highest	Lowest
2024		
July	1.100	0.750
August	1.000	0.760
September	0.820	0.720
October	0.990	0.780
November	0.980	0.870
December	0.980	0.880
2025		
January	0.930	0.820
February	0.940	0.870
March	0.910	0.800
April	0.920	0.770
May	1.100	0.860
June	1.600	0.980
July (up to the Latest Practicable Date)	1.450	1.280

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company any of the Shares if the Repurchase Mandate is approved at the 2025 AGM.

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 nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved at the 2025 AGM.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that the explanatory statement set out in this Appendix contains the information required under the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. The Company will register the Shares repurchased as treasury Shares in its own name in accordance with the applicable laws of the Cayman Islands. The Shareholders and potential investors should pay attention to any announcement to be published by the Company in future, including but not limited to, any next day disclosure return (which shall identify, among others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchase) and relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions (if any and where applicable), withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, and (iii) take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The listing of all Shares which are purchased by the Company (whether on the Stock Exchange or otherwise) but not held as treasury Shares shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

9. EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Lightspeed held 597,000,000 Shares, representing approximately 73.62% of the total number of issued Shares. Lightspeed is beneficially owned as to 70% by Dr. Ko and 30% by Ms. Cheung. Under the SFO, (i) Dr. Ko is deemed to be interested in the 597,000,000 Shares held by Lightspeed; and (ii) Ms. Cheung, being the spouse of Dr. Ko, is deemed to be interested in the aforesaid Shares.

In the event that the Repurchase Mandate is being exercised in full, the shareholding percentage of each of Dr. Ko, Ms. Cheung and Lightspeed would be increased to approximately 81.80% of the total number of the issued Shares. In the opinion of the Directors, such increase may not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that the aggregate amount of Shares in public hands would fall below 25% of the issued share capital of the Company.

10. SHARE REPURCHASE MADE BY THE COMPANY

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

The following are the Proposed Amendments to the Existing M&A brought about by the adoption of Amended and Restated M&A. Unless otherwise specified, clauses and articles referred to herein are clauses and articles of the Amended and Restated M&A. The English version shall always prevail in the case of any discrepancy or inconsistency between the English version and its Chinese translation.

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

Article No. Proposed Amendments

1 (b) **Company's website:** means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by prior notice given to the Shareholders by the Company;

electronic: means relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;

electronic communication: means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;

electronic means: means and includes sending or otherwise making available to the intended recipients of the communication in electronic format;

electronic meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;

electronic record: has the same meaning as in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;

hybrid meeting: means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;

Meeting Location: has the meaning given to it by Article 71A(1);

physical meeting: means a general meeting held and conducted by physical attendance and participation by members and/ or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;

Article No. Proposed Amendments

Principal Meeting Place: has the meaning given to it by Article 65;

Shareholder or member: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;

Transfer Office: means the place where the principal register of Shareholders is located for the time being; and

Treasury Share(s): means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s).

1 (c) In these Articles, unless there be something in the subject or context inconsistent herewith:

- (i) words denoting the singular number shall include the plural number and vice versa;
- (ii) words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;
- (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; ~~and~~
- (iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;

Article No. Proposed Amendments

- (v) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (vi) Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;
- (vii) references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
- (viii) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;
- (ix) references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;

Article No. Proposed Amendments

- (x) references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and
- (xi) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).
- 15 (a) Subject to the Companies Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.

Article No. Proposed Amendments

(b) Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.

(~~b~~c) Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.

(~~e~~d) [Intentionally deleted]

(~~d~~e) The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.

(~~e~~f) The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

15A Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:

(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and

(b) the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.

15B No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share. Nothing in this Article 15B prevents an allotment of shares as fully paid bonus shares in respect of a Treasury Share and shares allotted as fully paid bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.

Article No. Proposed Amendments

- 15C The Company shall be entered in the Register as the holder of the Treasury Shares. However:
- (a) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and
- (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.
- 15D Subject to Article 15E(b), Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.
- 15E Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:
- (a) cancel any one or more Treasury Shares; or
- (b) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).
- 63 All general meetings other than annual general meetings shall be called extraordinary general meetings. A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- 63A All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held:(a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.

Article No. Proposed Amendments

64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business and/or resolution(s) specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) ~~may do so in the same manner may convene a physical meeting at only one location which will be the Principal Meeting Place,~~ and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

65 An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "Principal Meeting Place") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business. The notice for every general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, ~~and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business,~~ and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that, if permitted under the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and

Article No. Proposed Amendments

- (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at the meeting of all members of the Company.

70 (1) Subject to Article 70(2), tThe chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.

- (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is/are hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 70(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

71 Subject to Article 71A, tThe chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Article No. Proposed Amendments

- 71A
- (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- (2) All general meetings are subject to the following:
- (a) where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;
- (b) members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

Article No. Proposed Amendments

- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.
- (3) The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.
- (4) If it appears to the chairman of the general meeting that:
- (a) the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

Article No. Proposed Amendments

- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.
- (5) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

Article No. Proposed Amendments

- (6) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/ or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- (a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and

Article No. Proposed Amendments

(b) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

(7) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A(4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

(8) Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.

72

At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that in the case of a physical meeting the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

- (a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

Article No. Proposed Amendments

- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

79B All members (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

82 A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a poll or on a show of hands, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered.

84 No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

Article No. Proposed Amendments

- 88 (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

Article No. Proposed Amendments

(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with Article 88(1), shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or a postponed meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

91 A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.

Article No. Proposed Amendments

- 175 (b) Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent ~~by post in accordance with Article 180(b)~~ together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.
- 180 (b) Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such electronic address as may from time to time be ~~authorised~~ supplied by the Shareholder concerned or by publishing it on the Company's website and the website of the HK Stock Exchange ~~notifying the Shareholder concerned that it has been so published.~~

Article No. Proposed Amendments

- 181 (a) Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of (i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice. Where the registered address of the Shareholder is outside the Relevant Territory, notice, (i) if given through the post, shall be sent by prepaid airmail letter where available; or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).
- (b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address or, in case of electronic communications, fails to supply his electronic address or a correct electronic address, to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and the website of the HK Stock Exchange and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. Any notice or document served in the manner so described~~which~~ shall be sufficient service as regards Shareholders with no registered or incorrect addresses, or, in case of electronic communications, no electronic address or an incorrect or a non-functional electronic address, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

Article No. Proposed Amendments

- (c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address or by electronic means to his electronic address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or a new electronic address for the service of notices on him.
- (d) Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company's website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company's website and the website of the HK Stock Exchange.
- (e) Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.

Article No. Proposed Amendments

- 182 Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or made available on a—the Company’s website and the website of the HK Stock Exchange shall be deemed to have been served or delivered on the first day it was so published.

NOTICE OF ANNUAL GENERAL MEETING



ACCEL GROUP HOLDINGS LIMITED

高 陸 集 團 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**2025 AGM**”) of Accel Group Holdings Limited (the “**Company**”) will be held at Unit A, 19/F, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Thursday, 18 September 2025 at 4:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 March 2025 (the “**Year**”).
2. To approve the payment of a final dividend of HK1.4 cents per share of the Company for the Year.
3. (a) To re-elect Mr. Chan Cheong Tat as an independent non-executive director of the Company.

(b) To re-elect Mr. Ho Chi Shing as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 March 2026.
5. To re-appoint Deloitte Touche Tohmatsu as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) in the capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares 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 above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any 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**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purpose 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members 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 applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

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

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (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 this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, and, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose 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 to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

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

“THAT conditional upon resolutions numbered 6 and 7 set out in the notice convening this meeting (the **“Notice”**) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the **“Shares”**) repurchased under the authority granted pursuant to resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing this resolution.”

9. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT (i) the existing memorandum and articles of association of the Company be amended in the manner as set out in Appendix III to the circular of the Company dated 25 July 2025 (the **“Circular”**) with immediate effect from the close of this meeting; (ii) the amended and restated memorandum of association and articles of association of the Company in the form produced to this meeting, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the 2025 AGM for the purpose of identification, incorporating and consolidating all the proposed amendments mentioned in Appendix III to the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect from the close of this meeting; and (iii) any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated

NOTICE OF ANNUAL GENERAL MEETING

memorandum of association and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands, and that the Company's registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution."

By Order of the Board
Accel Group Holdings Limited
Ko Lai Hung

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 25 July 2025

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong:

Unit A, 19/F
TML Tower
No. 3 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. Any member of the Company (the "**Member**" or the "**Shareholder**") entitled to attend and vote at the 2025 AGM shall be entitled to appoint one (or, if he/she/it holds two or more shares of the Company (the "**Shares**"), more than one) proxy to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the 2025 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the 2025 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2025 AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited 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, at the office of 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 as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2025 AGM (i.e. Tuesday, 16 September 2025 at 4:30 p.m.) or its adjournment (as the case may be).

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement of the Members to attend and vote at the 2025 AGM, the register of members of the Company (the “**Register of Members**”) will be closed from Monday, 15 September 2025 to Thursday, 18 September 2025 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2025 AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates 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 Friday, 12 September 2025. The record date for attending and voting at the 2025 AGM is Thursday, 18 September 2025.
5. Subject to the passing of resolution numbered 2 above and for determining Shareholders’ entitlement to receive the proposed final dividend, the Register of Members will be closed from Thursday, 25 September 2025 to Monday, 29 September 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for receiving the final dividend, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 September 2025. The record date for determining the entitlement to the final dividend is Monday, 29 September 2025.
6. In relation to the proposed resolutions numbered 3(a) and 3(b) above, Mr. Chan Cheong Tat and Mr. Ho Chi Shing will retire as directors of the Company (the “**Directors**”) at the 2025 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 25 July 2025.
7. In compliance with Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. Where there are joint registered holders of any Share, any one of such persons may vote at the 2025 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 are present at the 2025 AGM, that one of joint holders so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
9.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the 2025 AGM, the 2025 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2025 AGM by a supplemental notice posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is lowered or cancelled 3 hours or more before the time appointed for holding the 2025 AGM and where conditions permit, the 2025 AGM will be held as scheduled.
 - (c) The 2025 AGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2025 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
10. In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.

As at the date of this notice, the executive Directors are Dr. Ko Lai Hung and Ms. Cheung Mei Lan; the non-executive Director is Mr. Ko Angus Chun Kit; and the independent non-executive Directors are Mr. Chan Cheong Tat, Ms. Tse Ka Wing and Mr. Ho Chi Shing.