**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**



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

**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
# 高陞集團控股有限公司

*(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 RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2026 AGM to be held at Unit A, 19/F, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Monday, 28 September 2026 at 4:30 p.m. is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2026 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 2026 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 2026 AGM (i.e. Saturday, 26 September 2026 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 2026 AGM or its adjournment if you so wish. If you attend and vote in person at the 2026 AGM, the instrument appointing a proxy shall be deemed to have been revoked.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.

24 July 2026

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*Page*

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

| | |
|---|---|
| "2026 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 Monday, 28 September 2026 at 4:30 p.m. or any adjournment thereof |
| "AGM" | the annual general meeting of the Company |
| "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 |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |

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| "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 2026 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" | 17 July 2026, 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 |
| "Remuneration Committee" | the remuneration committee of the Board |
| "Repurchase Mandate" | the general and unconditional mandate proposed to be granted to the Directors at the 2026 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 |

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| "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 as amended from time to time |
| "Year" | the year ended 31 March 2026 |
| "%" | 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 Hak Kan
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

24 July 2026

*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 RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

## INTRODUCTION

The Directors will propose at the 2026 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 declaration of a final dividend; (iv) the re-election of the retiring Directors; and (v) the re-appointment of auditor.

The purpose of this circular is to give you notice of the 2026 AGM and provide you with the information regarding the above resolutions to be proposed at the 2026 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 18 September 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2026 AGM.

At the 2026 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 2026 AGM. In addition, a separate ordinary resolution will be proposed at the 2026 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 2026 AGM).

The Issue Mandate, if granted at the 2026 AGM, will expire at the earliest of: (a) the conclusion of the next AGM following the 2026 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 825,827,000 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 2026 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 165,165,400 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 18 September 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2026 AGM.

At the 2026 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 2026 AGM.

The Repurchase Mandate, if granted at the 2026 AGM, will expire at the earliest of: (a) the conclusion of the next AGM following the 2026 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 825,827,000 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 2026 AGM, the Company would be allowed to repurchase a maximum of 82,582,700 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 2026, the Board recommended the payment of a final dividend of HK1.3 cents per Share for the Year, which is subject to the approval of the Shareholders at the 2026 AGM.

The proposed final dividend, if approved by the Shareholders at the 2026 AGM, will be paid on or around Thursday, 29 October 2026 to the Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 8 October 2026.

## 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 Hak Kan, 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 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.

Article 112 of the Articles of Association provides that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting.

Accordingly, Dr. Ko Lai Hung, Ms. Cheung Mei Lan and Mr. Chan Hak Kan (collectively, the "**Retiring Directors**") will retire at the 2026 AGM and, being eligible, have offered themselves for re-election at the 2026 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 2026 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 2026 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

## RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the Year were audited by Deloitte Touche Tohmatsu ("**Deloitte**") whose term of office will expire upon 2026 AGM. Upon the recommendation of the Audit Committee, an ordinary resolution will be proposed to re-appoint Deloitte as the auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Board of the Company to fix the auditor's remuneration for the year ending 31 March 2027.

The audit fee payable to Deloitte for providing audit services to the Company for the year ending 31 March 2027 is estimated to be approximately HK$550,000 (exclusive of out-of-pocket expenses and non-audit service fees). Such estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Deloitte taking into account, among other things, (i) the business scope and size of operations of the Group remain substantially similar to those in the year ended 31 March 2026; (ii) no non-recurring or significant one-off transactions are expected during the financial year ending 31 March 2027; (iii) there will be no significant change in the Group's structure (e.g. no material acquisitions, disposals, or restructuring) and no major changes to the accounting or internal control systems; (iv) the nature and complexity of audit issues are expected to be similar to those encountered in the prior year; and (v) the reporting timeline and statutory deadlines for the 2027 audit will be consistent with the previous year.

As Deloitte is familiar with the Group's financial position and affairs, the Board and the Audit Committee consider that the estimated audit fee agreed with the auditor is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 March 2027 will be performed more efficiently by Deloitte, which is in the best interests of the Company and the Shareholders as a whole.

The final audit fee may be adjusted if there is a material change in the basis or assumptions upon which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit. Save for such material changes, the final audit fee is not expected to differ materially from the estimated audit fee disclosed above.

**2026 AGM**

The notice convening the 2026 AGM is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2026 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 2026 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2026 AGM or other person as their proxy to vote on the relevant resolution(s) at the 2026 AGM instead of attending the 2026 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 2026 AGM (i.e. Saturday, 26 September 2026 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 2026 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2026 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 2026 AGM and contained in the notice of the 2026 AGM will be voted by way of poll by the Shareholders.

## 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 2026 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 Tuesday, 22 September 2026. The register of members of our Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for attending and voting at the 2026 AGM is Monday, 28 September 2026.

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 Monday, 5 October 2026. The register of members of our Company will be closed from Tuesday, 6 October 2026 to Thursday, 8 October 2026, 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 Thursday, 8 October 2026.

## RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the 2026 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*

*The following are the biographical details of the Retiring Directors proposed to be re-elected at the 2026 AGM.*

**Mr. Chan Hak Kan**

**Mr. Chan Hak Kan (陳克勤)** ("**Mr. Chan**"), aged 50, was appointed as an INED with effect from 1 April 2026. He is also the chairman 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. Chan holds a Bachelor of Social Science degree and a Master of Social Science degree from The Chinese University of Hong Kong. Mr. Chan is currently a non-official member of the Executive Council of the Hong Kong Special Administrative Region ("**HKSAR**"), a member of the Legislative Council of the HKSAR ("**Legislative Council**"), and the chairman of the Democratic Alliance for the Betterment and Progress of Hong Kong. He has been elected as a member of the Legislative Council for five consecutive terms in 2008, 2012, 2016, 2021 and 2025. He currently serves as an independent non-executive director of China Resources Power Holdings Company Limited (stock code: 836), Xinyi Electric Storage Holdings Limited (stock code: 8328), Oshidori International Holdings Limited (stock code: 622), and Imagi International Holdings Limited (stock code: 585) (all listed on the Stock Exchange), a non-executive director of The Hong Kong Mortgage Corporation Limited, the deputy chairman of the ESG Committee of Sinopec (Hong Kong) Company Limited, a member of the Advisory Committee on the Disaster Relief Fund, and a member of the Xiamen Municipal Committee of the Chinese People's Political Consultative Conference. He previously served as a council member of The Chinese University of Hong Kong, a member of the Action Committee Against Narcotics Fund Management Committee of Hong Kong, an ex-officio member of the Tung Wah Group of Hospitals Advisory Board, and an ex-officio member of the Advisory Board of Po Leung Kuk. Prior to becoming a Legislative Council member, he was appointed as a special assistant to the Chief Executive of the HKSAR. He was awarded the Justice of the Peace in 2012, the Bronze Bauhinia Star in 2016, and the Silver Bauhinia Star in 2021.

Mr. Chan has entered into a service agreement with the Company for a term of three years commencing from 1 April 2026 unless terminated by either party giving not less than three month's prior notice in writing, and subject to retirement by rotation and re-election in accordance with the articles and association of the Company. Pursuant to the service agreement, Mr. Chan is entitled to receive a director's fee of HK$30,000 per month. The remuneration payable to Mr. Chan is determined by the Remuneration Committee and approved by the Board, after taking into consideration his role and responsibilities in the Company, the Group's remuneration policy, and the prevailing market conditions. Such remuneration will be reviewed annually by the Remuneration Committee.

As at the Latest Practicable Date, Mr. Chan does not have any interests in the shares or related shares of the Company and/or its associated corporations as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. 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.

**Dr. Ko Lai Hung (高黎雄)**, aged 56, is the founder of our Group, the Chairman, an executive Director, our CEO and one of our Controlling Shareholders. He joined our Group on 18 February 2000 and was appointed as a Director on 20 September 2018. He is also a member of our Nomination Committee and Remuneration Committee. He is responsible for the overall strategic planning, management and administration of our Group's business operations. Dr. Ko is currently a director of certain subsidiaries of the Company. Dr. Ko is the spouse of Ms. Cheung and the father of Mr. CK Ko. Dr. Ko is also a director and shareholder of Lightspeed Limited ("**Lightspeed**"), a Controlling Shareholder.

Dr. Ko holds a number of important social positions, including member of Fujian Committee of the Chinese People's Political Consultative Conference and deputy chairman of Hong Kong Federation of Fujian Associations. Dr. Ko obtained an honorary degree of doctor of business administration from the Westcliff University in March 2021 in recognising his managerial and professional experience in the E&M engineering industry, as well as his community contribution. Dr. Ko has been appointed as vice president of the GBA Carbon Neutrality Association and the deputy director of Carbon Neutrality Committee of China Energy Conversation Association for his contribution to the China's determination, goals, initiatives and effectiveness in combating climate change. Dr. Ko was awarded the Medal of Honour in 2026 in recognise his social contribution.

Dr. Ko has accumulated over 30 years of experience in the E&M engineering industry in Hong Kong. Prior to founding the Group, he was the proprietor of Chit Tat Engineering Co ("**Chit Tat**"), which was mainly involved in the provision of electrical engineering services in Hong Kong, from 1995 to 2006. With his extensive industry experience, Dr. Ko founded, together with other industry players, Hong Kong Air Conditioning Construction Association Limited (香港空調建設商會有限公司), a non-profit-making organisation with a mission of strengthening the connection and communication among air conditioning contractors in Hong Kong in June 2018. He has been leading the association as the president and one of the directors of the association since founding the association. Chit Tat is also a member of this association.

Dr. Ko has entered into a service contract with the Company for a term of three years with effect from 18 September 2025 and is subject to retirement and re-election at the annual general meeting in accordance with the Articles of Association. He is entitled to an annual salary and other allowances of HK$2,678,000 and a discretionary bonus for the year ended 31 March 2026. The aforesaid remuneration packages represent the entire remuneration packages of Dr. Ko for the year ended 31 March 2026 for his services as directors of the Company, as well as for serving at other positions of the Group. His emolument was determined and may be adjusted 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.

As at the Latest Practicable Date, 597,000,000 Shares were held by Lightspeed which is beneficially owned as to 70% by Dr. Ko and 30% by Ms. Cheung, spouse of Dr. Ko, respectively. Under the SFO, Dr. Ko is deemed to be interested in the 597,000,000 Shares held by Lightspeed and Ms. Cheung is deemed to be interested in the Shares deemed to be held by Dr. Ko.

**Ms. Cheung Mei Lan (張美蘭)**, aged 56, is an executive Director and one of our Controlling Shareholders. She joined our Group on 18 February 2000 and was appointed as a Director on 20 September 2018. She is responsible for the overall strategic planning, management and administration of our Group's business operations. Ms. Cheung is currently a director of Ascend Group Holdings Limited and Chit Tat. She is the spouse of Dr. Ko, an executive Director and the mother of Mr. CK Ko, the non-executive Director. Ms. Cheung is also a director and shareholder of Lightspeed Limited, a Controlling Shareholder.

Since the incorporation of Chit Tat, Ms. Cheung has accumulated more than 18 years of experience in the E&M engineering industry in Hong Kong. She has been a director of Chit Tat since 2000.

Ms. Cheung has entered into a service contract with the Company for an initial term of three years with effect from 18 September 2025 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 service contract, she is entitled to salary of HK$1,200,000 per annum and a discretionary bonus. Her emolument was determined by the Board on the recommendation of the Remuneration Committee by reference to her qualifications and experience, responsibilities and duties within the Company and the prevailing market conditions.

As at the Latest Practicable Date, 597,000,000 Shares were held by Lightspeed which is beneficially owned as to 70% by Mr. Ko Lai Hung, spouse of Ms. Cheung, and 30% by Ms. Cheung, respectively. Under the SFO, Mr. Ko Lai Hung is deemed to be interested in the 597,000,000 Shares held by Lightspeed and Ms. Cheung is deemed to be interested in the Shares deemed to be held by Mr. Ko Lai Hung.

**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; (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; and (v) there are no other material appointments or professional qualifications.

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 2026 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 825,827,000 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 2026 AGM, the Directors would be authorised to repurchase up to a maximum of 82,582,700 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

Repurchase of Shares may be financed from the Company's distributable profits and/or available cash flow. 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 2026, 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:

| | Price per Share *(HK$)* | |
|---|---|---|
| **Month** | **Highest** | **Lowest** |
| **2025** | | |
| July | 1.820 | 1.280 |
| August | 1.750 | 1.330 |
| September | 1.500 | 1.280 |
| October | 1.630 | 1.320 |
| November | 1.630 | 1.340 |
| December | 1.890 | 1.530 |
| **2026** | | |
| January | 1.940 | 1.690 |
| February | 1.850 | 1.600 |
| March | 1.650 | 1.360 |
| April | 1.690 | 1.400 |
| May | 1.900 | 1.640 |
| June | 1.780 | 1.480 |
| July (up to the Latest Practicable Date) | 1.670 | 1.520 |

## 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 2026 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 2026 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 72.29% 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.

# 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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "**2026 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 Monday, 28 September 2026 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 2026 (the "**Year**").

2. To approve the payment of a final dividend of HK1.3 cents per share of the Company for the Year.

3. (a) To re-elect Mr. Chan Hak Kan as an independent non-executive director of the Company.

   (b) To re-elect Dr. Ko Lai Hung as an executive director of the Company.

   (c) To re-elect Ms. Cheung Mei Lan as an 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 2027.

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.

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

(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

(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."

By Order of the Board
**Accel Group Holdings Limited**
**Ko Lai Hung**
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 24 July 2026

*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 2026 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 2026 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 2026 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2026 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 2026 AGM (i.e. Saturday, 26 September 2026 at 4:30 p.m.) or its adjournment (as the case may be).

4. For determining the entitlement of the Members to attend and vote at the 2026 AGM, the register of members of the Company (the "**Register of Members**") will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2026 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 Tuesday, 22 September 2026. The record date for attending and voting at the 2026 AGM is Monday, 28 September 2026.

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 Tuesday, 6 October 2026 to Thursday, 8 October 2026, 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 Monday, 5 October 2026. The record date for determining the entitlement to the final dividend is Thursday, 8 October 2026.

6. In relation to the proposed resolutions numbered 3(a), 3(b) and 3(c) above, Mr. Chan Hak Kan, Dr. Ko Lai Hung and Ms. Cheung Mei Lan will retire as directors of the Company (the "**Directors**") at the 2026 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 24 July 2026.

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 2026 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 2026 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 2026 AGM, the 2026 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2026 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 2026 AGM and where conditions permit, the 2026 AGM will be held as scheduled.

   (c) The 2026 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 2026 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 Hak Kan, Ms. Tse Ka Wing and Mr. Ho Chi Shing.*