
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in A.Plus Group Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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A.Plus Group Holdings Limited 優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8251)

PROPOSALS FOR (1) RE-ELECTION OF RETIRING DIRECTORS; AND (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the Annual General Meeting to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 31 August 2017 at 2:30 p.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.aplusgp.com.

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned thereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of publication and on the Company's website at www.aplusgp.com.

30 June 2017

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This circular is available in printed form in both English and Chinese and published on the GEM website at www.hkgem.com and the Company's website at www.aplusgp.com. The English version will prevail in case of any inconsistency between the English and Chinese version of this circular.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 31 August 2017 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or modified from time to time
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	A.Plus Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on GEM (stock code: 8251)
“core connected person”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares with the nominal value of any Shares repurchased by the Company pursuant to the Repurchase Mandate)
“Latest Practicable Date”	28 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information included in this circular
“Listing Date”	19 April 2016, the date on which the issued Shares were first listed and from which dealings therein are permitted to take place on GEM
“Prospectus”	the prospectus of the Company dated 31 March 2016 issued in connection with the listing of Shares on the GEM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with an aggregate nominal value up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of the resolution granting such mandate
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



A.Plus Group Holdings Limited 優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8251)

Executive Directors:

Mr. Lam Kim Wan (*Chairman*)

Mr. Fong Wing Kong

Independent Non-executive Directors:

Mr. Yue Ming Wai Bonaventure

Ms. Sze Tak On

Mr. Leung Siu Hong

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and Principal Place
of Business in Hong Kong:*

2/F, 35-45B Bonham Strand

Sheung Wan

Hong Kong

30 June 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
AND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the proposed re-election of retiring Directors; and (2) the proposed grant of the Issue Mandate and Repurchase Mandate, and to send the Shareholders the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Mr. Lam Kim Wan and Mr. Fong Wing Kong shall retire from office by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Article 85 of the Articles of Association provides that no person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on or before 2:30 p.m. on 24 August 2017.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the Annual General Meeting is received after the publication of the notice of the Annual General Meeting, the Company will publish an announcement to inform Shareholders of the biographical details of the additional candidate proposed.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO ISSUE SHARES

The Shareholders granted a general mandate to the Directors on 29 September 2016 to allot and issue Shares. Such mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking, varying or renewing such mandate. In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular convening the Annual General Meeting and adding to such general mandate any Shares representing the aggregate nominal value of the Shares repurchased by the Company under the Repurchase Mandate. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 400,000,000 Shares in issue at the Latest Practicable Date) would result in up to 80,000,000 new Shares being allotted, issued and dealt with by the Company.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

4. GENERAL MANDATE TO REPURCHASE SHARES

The Shareholders granted a general mandate to the Directors on 29 September 2016 to repurchase Shares. Such mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution of Shareholders in a general meeting revoking, varying or renewing such mandate. A resolution to grant the Directors the Repurchase Mandate will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company to repurchase issued and fully paid Shares up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of the passing of the ordinary resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular convening the Annual General Meeting (i.e. a total of 40,000,000 Shares, assuming that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting).

LETTER FROM THE BOARD

The Directors wish to state that at present they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with Rules 13.07 and 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular, and such form of proxy is also published on the GEM website at www.hkgem.com and the Company's website at www.aplusp.com. Whether or not you are able to or intend to, attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

6. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by polls except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, pursuant to Article 66 of the Articles of Association, each resolution set out in the notice of the Annual General Meeting which is put to vote at the Annual General Meeting shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.aplusp.com as soon as possible after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 28 August 2017 to Thursday, 31 August 2017, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 August 2017.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information relating to the Group. 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.

9. RECOMMENDATION

The Directors consider that (1) the proposed re-election of retiring Directors; and (2) the proposed grant of the Issue Mandate and the Repurchase Mandate; and the extension of the Issue Mandate by the addition thereto of any shares repurchased under the Repurchase Mandate, in each case as described in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

10. COMPETING INTERESTS

To the best knowledge of the Directors, save for the continuing connected transactions as disclosed in the section headed "Connected transactions" in the Prospectus, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

LETTER FROM THE BOARD

11. GENERAL

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

By Order of the Board
A.Plus Group Holdings Limited
Lam Kim Wan
Chairman and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTORS**Mr. Lam Kim Wan**

Mr. Lam Kim Wan (林劍雲), aged 51, has been a director of A.Plus Financial Press Limited (“APF”) since May 2002 and was appointed as a Director on 20 April 2015. He was redesignated as an executive Director and appointed as the chairman of the Company on 23 March 2016. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company. He is one of the founders of the Group and a director of A.Plus International Financial Press Limited (“API”). He is primarily responsible for overseeing the corporate strategy, operational management, and sales and marketing of the Group.

Mr. Lam was awarded a Higher Diploma in Business Studies from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in November 1990. He has over 21 years of experience in the financial printing industry in Hong Kong.

Mr. Lam entered into a service agreement with the Company on 23 March 2016 for an initial term of three years commencing from the Listing Date and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment, unless terminated by not less than three months’ notice in writing served by either party on the other. Pursuant to the service agreement, he is entitled to a monthly salary of HK\$100,000 and a discretionary bonus based on the performance of the Company in the relevant financial year. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board by reference to his experience and responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company. Save as disclosed above, Mr. Lam is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Lam is deemed within the meaning of Part XV of the SFO to be interested in 233,160,000 Shares, representing approximately 58.29% of the issued Shares, through Brilliant Ray Global Limited, which is owned as to 50% by Mr. Lam.

Mr. Lam has not held any other directorships in any listed public company in the past three years.

Save as disclosed above, Mr. Lam does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

There is no other matter in relation to the re-election of Mr. Lam that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Mr. Fong Wing Kong

Mr. Fong Wing Kong (方永光), aged 50, has been a director of APF since May 2002 and was appointed as a Director on 20 April 2015. He was redesignated as an executive Director and chief financial officer of the Company on 23 March 2016. He is also the company secretary of the Company for the period from July 2015 to August 2016. He is one of the founders of the Group and a director of API. He is primarily responsible for overseeing the operational management and operations of finance and accounting of the Group.

Mr. Fong obtained a Bachelor of Business Administration (Honours) degree in Marketing from the Hong Kong Baptist University in November 1990, a Master of Arts degree in Information System from City University of Hong Kong in December 1996, a Postgraduate Diploma in Hotel and Tourism Management at the Hong Kong Polytechnic University in August 2003 and a Postgraduate Diploma in Professional Accounting from The Open University of Hong Kong in June 2007. He became a member of the Hong Kong Institute of Certified Public Accountants in January 2010. He has over 21 years experience in management and business development.

Mr. Fong entered into a service agreement with the Company on 23 March 2016 for an initial term of three years commencing from the Listing Date and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the appointment, unless terminated by not less than three months' notice in writing served by either party on the other. Pursuant to the service agreement, he is entitled to a monthly salary of HK\$100,000 and a discretionary bonus based on the performance of the Company in the relevant financial year. He is subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Articles of Association. His emolument was determined by the Board by reference to his experience and responsibilities and duties within the Company and shall be reviewed annually by the remuneration committee of the Company. Save as disclosed above, Mr. Fong is not entitled to any other emoluments.

APPENDIX I**DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Mr. Fong is deemed within the meaning of Part XV of the SFO to be interested in 233,160,000 Shares, representing approximately 58.29% of the issued Shares, through Brilliant Ray Global Limited, which is owned as to 50% by Mr. Fong.

Mr. Fong has not held any other directorships in any listed public company in the past three years.

Save as disclosed above, Mr. Fong does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

There is no other matter in relation to the re-election of Mr. Fong that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares of HK\$0.01 each.

Subject to the passing of the resolution set out in item 5(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to a maximum total of 40,000,000 Shares, representing 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or the earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. The Directors have no present intention to repurchase any of the securities of the Company.

3. FUNDING OF REPURCHASE

In repurchasing shares of the Company, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Under the Cayman Companies Law, any repurchases by the Company may be made either (1) out of profits of the Company; (2) out of the share premium account of the Company; (3) out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase; or (4) out of capital, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Law. In the case of any premium payable over the par value of the Shares to be repurchased on the repurchase, such premium must be provided out of either or both of the profits of the Company or the share premium account of the Company, or out of capital, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Laws. In accordance with the Cayman Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

4. IMPACT OF REPURCHASE

If the Repurchase Mandate were exercised in full, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2017). However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during the past twelve months and up to and including the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
June	0.415	0.375
July	0.415	0.390
August	0.560	0.385
September	0.520	0.475
October	0.650	0.495
November	0.780	0.580
December	0.720	0.590
2017		
January	0.740	0.600
February	0.850	0.720
March	0.780	0.690
April	0.740	0.650
May	0.800	0.660
June (up to the Latest Practicable Date)	0.790	0.550

6. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any Shares under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. DIRECTORS' UNDERTAKING

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

8. TAKEOVERS CODE CONSEQUENCES

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Brilliant Ray Global Limited was beneficially interested in 233,160,000 Shares, representing approximately 58.29% of the total number of issued Shares. Brilliant Ray Global Limited is owned as to 50% by Mr. Lam Kim Wan and 50% by Mr. Fong Wing Kong, both are executive Directors. Accordingly, each of Mr. Lam Kim Wan and Mr. Fong Wing Kong are deemed to be interested in 233,160,000 Shares held by Brilliant Ray Global Limited, representing approximately 58.29% of the total number of issued Shares.

In the event that the Repurchase Mandate was exercised in full by the Company, the percentage shareholding of the Brilliant Ray Global Limited would increase to approximately 64.77%. Such increases would not result in Brilliant Ray Global Limited to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would cause the public float to fall below 25% of the issued share capital of the Company or such other minimum percentage as prescribed by the GEM Listing Rules from time to time.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company from the Listing Date and up to the Latest Practicable Date (whether on the GEM or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



A.Plus Group Holdings Limited 優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8251)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“**Annual General Meeting**”) of A.Plus Group Holdings Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 31 August 2017 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 March 2017.
2.
 - (a) To re-elect Mr. Lam Kim Wan as an executive Director.
 - (b) To re-elect Mr. Fong Wing Kong as an executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the respective remuneration of the Directors.
4. To re-appoint SHINEWING (HK) CPA Limited as the Company’s independent auditors and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Shareholders:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (“**Share(s)**”) and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options under all share option schemes of the Company adopted from time to time;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing of this resolution; and

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(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) or of any other stock exchange on which the securities of the Company may be listed as amended from time to time;

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- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** subject to the passing of the resolutions set out in items 5(A) and 5(B) in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
A.Plus Group Holdings Limited
Lam Kim Wan
Chairman and Executive Director

Hong Kong, 30 June 2017

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and Principal place of

business in Hong Kong:
2/F, 35-45B Bonham Strand
Sheung Wan
Hong Kong

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.aplusgp.com in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. A form of proxy for use at the Annual General Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.
6. For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 28 August 2017 to Thursday, 31 August 2017, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 August 2017.
7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at www.aplusgp.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.