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 a 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 IMS Group Holdings Limited 英馬斯集團控股有限公司 (the "**Company**"), you should at once hand this circular together with the enclosed form of proxy, to the purchaser(s) or transferee(s), or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

IMS Group Holdings Limited
英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8136)

(1) RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit 1201, 12/F, Block C, Seaview Estate, No. 8 Watson Road, North Point, Hong Kong on Friday, 22 August 2025 at 10:30 a.m. is set out on pages 13 to 18 of this circular.

Whether or not you intend to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof (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 annual general meeting or any adjourned meeting thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the "Latest Company Announcements" page on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and the website of the Company at www.ims512.com.

21 July 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at Unit 1201, 12/F., Block C, Seaview Estate, No. 8 Watson Road, North Point, Hong Kong on Friday, 22 August 2025 at 10:30 a.m., the notice of which is set out on pages 13 to 18 of this circular, or any adjournment thereof
"AGM Notice"	the notice for convening the AGM as set out on pages 13 to 18 of this circular
"Articles" or "Articles of Association"	the third amended and restated articles of association of the Company currently in force
"Board"	the board of Directors
"close associate(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Companies Act"	the Companies Act, Cap 22 of the Cayman Islands, as consolidated and revised from time to time
"Company"	IMS Group Holdings Limited 英馬斯集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM (Stock Code: 8136)
"controlling shareholder(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"core connected person(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of issued Shares which may be allotted and issued under the Issue Mandate
"Garage Investment"	The Garage Investment Limited, a company incorporated in the British Virgin Islands with limited liability on 14 February 2017, which is wholly-owned by Mr. Tam Yat Ming Andrew
"GEM"	GEM of the Stock Exchange

"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue or otherwise deal with the Shares of up to a maximum of 20% of the total number of the issued Shares in issue of the Company as at the date of passing of the relevant resolution at the AGM
"Latest Practicable Date"	14 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase issued Shares up to a maximum of 10% of the total number of the Shares in issue of the Company as at the date of passing the relevant resolution at the AGM
"SFO"	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 HK$0.001 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(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers of Hong Kong
"%"	per cent

IMS Group Holdings Limited
英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8136)

Executive Directors:
Mr. Tam Yat Ming Andrew
Ms. Fok Yee Man

Independent Non-executive Directors:
Mr. Li Chun Hung
Mr. Ha Yiu Wing
Dr. Wilson Lee

Registered Office:
Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal Place of Business in Hong Kong:
Unit 1201, 12/F.,
Block C, Seaview Estate,
No. 8 Watson Road,
North Point,
Hong Kong

21 July 2025

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF DIRECTORS
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (a) the ordinary resolutions to be proposed at the AGM for (i) approval of the re-election of the retiring Directors; (ii) approval of the grant of the Issue Mandate; and (iii) approval of the grant of the Repurchase Mandate and Extension Mandate; and to give you the AGM Notice.

2. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Company's Article of Association, Ms. Fok Yee Man and Mr. Ha Yiu Wing will retire from the Board by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

Mr. Ha Yiu Wing, being independent non-executive Director, has made a confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Company is of the view that Mr. Ha Yiu Wing is independent in accordance with the independence guidelines.

Details of the abovementioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

3. ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares of up to 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, a total of 1,000,000,000 Shares were in issue. Subject to the passing of the proposed resolution at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Directors will be authorised to allot and issue a maximum of 200,000,000 Shares under the Issue Mandate, representing 20% of the total number of Shares in issue as at the date of the passing of the resolution approving the Issue Mandate.

4. REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares may be listed up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM.

Assuming no further Shares are issued or repurchased by the Company from the Latest Practicable Date and up to the date of the AGM and based on the total number of 1,000,000,000 Shares in issue as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 100,000,000 Shares under the Repurchase Mandate.

In addition, an ordinary resolution regarding the Extension Mandate will also be proposed at the AGM to authorise the Directors to extend the Issue Mandate by a number representing the aggregate number of issued Shares repurchased under the Repurchase Mandate.

Both the Issue Mandate and the Repurchase Mandate will be expired at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (c) the revocation or variation of such authority by the passing of an ordinary resolution of the Shareholders in a general meeting prior to such next annual general meeting.

Pursuant to Rule 13.08 of the GEM Listing Rules, the Company is required to give its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

5. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM will be voted by poll. The Company will appoint Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM pursuant to the GEM Listing Rules.

6. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 13 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

7. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025 (both dates inclusive), during which no transfer of Shares will be effected and the record date will be on Friday, 22 August 2025. In order to qualify for attending the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Monday, 18 August 2025.

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 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.

9. RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for approval of the re-election of retiring Directors and the grant of the Issue Mandate, Repurchase Mandate and Extension Mandate are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
IMS Group Holdings Limited
Tam Yat Ming Andrew
Chairman and Executive Director

This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which are set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 1,000,000,000 Shares in issue. Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 1,000,000,000 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 100,000,000 Shares, representing 10% of the total number of issued Shares at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchase of the Shares will only be made when the Directors believe that it is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act, the applicable laws of the Cayman Islands and the GEM Listing Rules. The Company may not purchase its own Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the latest audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2025) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons (as defined in the GEM Listing Rules) have 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 do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Act, the Articles and the applicable laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE

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

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO, the interests of substantial shareholders having interests in 10% or more of the issued share capital of the Company were as follows:

Substantial shareholder	Capacity	Number of Shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if Repurchase Mandate is fully exercised
Garage Investment	Beneficial owner	510,000,000	51.00%	56.67%
Mr. Tam Yat Ming Andrew	Interest in controlled corporation *(Note 1)*	510,000,000	51.00%	56.67%

Note:

(1) 510,000,000 Shares are held by Mr. Tam Yat Ming Andrew ("**Mr. Tam**") indirectly through Garage Investment, which is wholly-owned by Mr. Tam.

On the basis that the total number of issued Shares of the Company remains unchanged and no further Shares are issued or repurchased prior to the date of the AGM, in the event that the Directors exercise in full the Repurchase Mandate, the interests of all of the above substantial shareholders would be increased to such percentages of the total number of issued Shares as set out in the fifth column of the above table. The interests of Garage Investment and Mr. Tam will accordingly increase from 51% to approximately 56.67% of the issued share capital of the Company, respectively, and such increase would give rise to an obligation to make a mandatory offer to the Shareholders under Rules 26 and 32 of the Takeovers Code. Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would trigger the obligations under the Takeovers Code to make a mandatory offer.

Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the company's issued shares would be in public hands. The Directors therefore will not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company, whether on the Stock Exchange or otherwise during the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the 12 months prior to the Latest Practicable Date were as follows:

	Highest Price *(HK$)*	**Lowest Price** *(HK$)*
2024		
July	0.051	0.043
Aug	0.046	0.038
Sep	0.043	0.034
Oct	0.041	0.038
Nov	0.041	0.037
Dec	0.041	0.036
2025		
Jan	0.041	0.036
Feb	0.050	0.040
Mar	0.058	0.038
Apr	0.048	0.038
May	0.047	0.043
June	0.048	0.041
July (up to the Latest Practicable Date)	0.047	0.043

The following are the particulars of the Directors who will retire and, being eligible, shall offer themselves for re-election at the AGM pursuant to the Articles.

EXECUTIVE DIRECTORS

Ms. Fok Yee Man

Ms. Fok Yee Man ("Ms. Fok")（霍以雯）, aged 53, was appointed as an executive Director of our Company on 15 November 2024. She has been serving in our Group since April 1998 and has been the general manager since 1 January 2019. She is responsible for the overall management, cost controlling, overseeing the day-to-day operation of the Group's business and executing corporate strategies. Ms. Fok has more than 28 years of experience in administrative & operation management and accounting work. Prior to joining our Group, she worked in South China House of Technology Consultants Ltd. from January 1996 to March 1998 and served as the project administrative executive. Ms. Fok obtained a bachelor's degree in hospitality management from The Hong Kong Polytechnic University in November 1995.

As at the Latest Practicable Date, Ms. Fok does not have any other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Fok (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) she does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and (iii) she does not hold other major appointments or professional qualifications.

Ms. Fok has entered into a service contract with the Company for a term of three years commencing from 15 November 2025 which will continue thereafter until terminated by three months' notice in writing served by either party on the other. Ms. Fok is appointed for a specific term and subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. She is entitled to receive a discretionary bonus per annum, which is determined based on the business performance of the Company. Save as the said discretionary bonus, Ms. Fok is not entitled to any other emolument for holding her office as an executive Director.

Save as disclosed above, there are no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ha Yiu Wing

Mr. Ha Yiu Wing ("Mr. Ha")（**夏耀榮**）, aged 62, was appointed as an independent non-executive Director of our Company on 22 December 2017. Mr. Ha is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. He is responsible for supervising and providing independent judgement to our Board. Mr. Ha has over 32 years of experience in the lighting industry. He has held various management positions in the lighting division of Philips Lumileds and Philips Electronics Hong Kong Limited. Mr. Ha obtained a bachelor's degree in business administration from The Chinese University of Hong Kong in May 1986. He has obtained certificates for completing courses on ISO 9001 and auditing of quality management systems issued by McCrae Consultants Limited in September 1998, ISO 14001 in respect of environmental management system issued by the Hong Kong Productivity Council in July 1999, ISO 9000:2000 in respect of quality system documentation issued by the Hong Kong Productivity Council in March 2002 and ISO 9001:2000 in respect of internal auditor training issued by TQC Development Centre Limited in March 2002.

Mr. Ha is appointed for a specific term for three years and subject to the rotational retirement and re-election provisions of the Articles of Association. Mr. Ha is entitled to director fee of HK$180,000 per annum with reference to the performance of the Company, his duties and responsibilities and prevailing market conditions. Such remuneration is covered in his appointment letter with the Company. His remuneration will be subject to review by the Board and the remuneration committee of our Group from time to time.

Mr. Ha does not have any other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ha (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) he does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and (iii) he does not hold other major appointments or professional qualifications.

There is no information relating to Mr. Ha that is required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules.

IMS Group Holdings Limited
英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8136)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of IMS Group Holdings Limited (the "**Company**") will be held at Unit 1201, 12/F., Block C, Seaview Estate, No. 8 Watson Road, North Point, Hong Kong on Friday, 22 August 2025 at 10:30 a.m. (or an adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Directors**") and independent auditors of the Company and its subsidiaries for the year ended 31 March 2025;

2. (a) (i) To re-elect Ms. Fok Yee Man as an executive Director;

   (ii) To re-elect Mr. Ha Yiu Wing as an independent non-executive Director;

   (b) To authorize the board of Directors of the Company (the "**Board**") to fix the remuneration of the Directors;

3. To re-appoint Forvis Mazars CPA Limited as the independent auditors of the Company and to authorise the Board to fix the auditor's remuneration for the ensuing year;

4. 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, and pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the "**Shares**") or securities convertible into or exchangeable for Shares, or options, warrants or similar rights to subscribe for any Shares, and to make, grant, sign or execute offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make, grant, sign or execute offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers (including but not limited to the power to allot, issue and otherwise deal with additional Shares in the share capital of the Company) after the end of the Relevant Period (as defined below);

(c) the aggregate nominal amount of share capital 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, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options that may be granted under the share option scheme adopted by 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 in force from time to time, shall not exceed the aggregate of:

(aa) 20% of the aggregate number of the Shares in issue as at the date of passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the "**Shareholders**")) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution),

and such approval shall be limited accordingly; and

(d) for the purposes 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, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; 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 in general meeting;

"**Rights Issue**" means an offer of Shares, or offer or issue of options, warrants 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 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)."

5. 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, 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 on the Stock Exchange or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the "**Commission**") and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws and requirement, the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved and authorised;

(b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; 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 in general meeting."

6. "**THAT** conditional upon the passing of resolution nos. 4 and 5 set out above, the unconditional general mandate granted to the Directors pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal value of the Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 set out herein, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued Shares as at the date of passing of this resolution."

Yours faithfully,
By order of the Board
IMS Group Holdings Limited
Tam Yat Ming Andrew
Chairman and Executive Director

Hong Kong, 21 July 2025

Registered office:
Cricket Square,
Hutchins Drive,
PO Box 2681,
Grand Cayman, KY1-1111,
Cayman Islands

Principal Place of Business in Hong Kong:
Unit 1201, 12/F.,
Block C, Seaview Estate,
No. 8 Watson Road,
North Point,
Hong Kong

Notes:

1. Any member of the Company (the "**Member**") entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote, on a poll, instead of him/her/it. A proxy need not be a Member but must be present in person at the 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 AGM or poll concerned if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM, his 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 certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the AGM or adjourned meeting.

4. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025 (both dates inclusive), during which period no transfer of Shares will be effected and the record date will be on Friday, 22 August 2025. To qualify for attending the AGM, 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 August 2025.

5. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.

6. In case of joint holders of a share, any one of such joint holders may vote, 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 AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

7. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed or adjourned in accordance with the articles of association of the Company and Members will be informed of the date, time and venue of the postponed or adjourned AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.

   (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before three hours before the time for holding the AGM and where conditions permit, the AGM will be held as scheduled.

8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Tam Yat Ming Andrew (Chairman and Chief Executive Officer) and Ms. Fok Yee Man as Executive Directors, and Mr. Li Chun Hung, Mr. Ha Yiu Wing and Dr. Wilson Lee as Independent Non-executive Directors.