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



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

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

**PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
PROPOSED DECLARATION OF FINAL DIVIDEND;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED ADOPTION OF 2023 SHARE AWARD SCHEME AND
PROPOSED GRANT OF SHARE AWARDS;
PROPOSED AMENDMENTS TO THE EXISTING M&A AND
ADOPTION OF THE AMENDED AND RESTATED M&A;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2023 AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 8 September 2023 at 3:00 p.m. is set out on pages 40–46 of this circular.

A form of proxy for use in connection with the 2023 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 2023 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, Admiralty, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2023 AGM (i.e. Wednesday, 6 September 2023 at 3:00 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 2023 AGM or its adjournment if you so wish. If you attend and vote in person at the 2023 AGM, the instrument appointing a proxy shall be deemed to have been revoked.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.

10 August 2023

DEFINITIONS

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

“2023 AGM”	the AGM to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 8 September 2023 at 3:00 p.m. or any adjournment thereof
“2023 Share Award Scheme” or “Scheme”	the 2023 share award scheme constituted by the Rules as amended from time to time
“Adoption Date”	the date on which the 2023 Share Award Scheme is approved by the Shareholders at the 2023 AGM
“AGM”	the annual general meeting of the Company
“Amended and Restated M&A”	the amended and restated memorandum of association and articles of association incorporating and consolidating the Proposed Amendments proposed to be adopted by the Shareholders at the 2023 AGM
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Award” or “Share Award”	an award granted by the Remuneration Committee and the Board to a Selected Participant, as the Remuneration Committee and the Board may determine in accordance with the terms of the rules of the 2023 Share Award Scheme
“Award Holder”	the grantee for the time being of an Award who has accepted such Award
“Awarded Share(s)”	in relation to the 2023 Share Award Scheme, any Share that may be offered by the Company to any Selected Participant pursuant to the 2023 Share Award Scheme; in relation to the Share Award, the Shares awarded to the Selected Participants
“Board”	the board of Directors
“Chairman”	the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“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
“Eligible Participant(s)”	any person who is eligible to receive an Award under the 2023 Share Award Scheme, who could be an Employee Participant
“Employee Participant(s)”	any Director (excluding any INEDs) or employee (whether full time or part time, but explicitly excludes any former employee of the Group unless such former employee otherwise qualifies as an Eligible Participant) of the Company or any of its subsidiaries (and including persons who are granted Award(s) under the 2023 Share Award Scheme as an inducement to enter into employment contracts with these companies)
“Existing M&A”	the existing memorandum of association and articles of association of the Company currently in force
“Group”	the Company and its subsidiaries
“Group A Participant”	means any Eligible Participants who is not a connected person (as defined or deemed to be the case under the Listing Rules) of the Company
“Group B Participant”	means any Eligible Participants
“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

DEFINITIONS

“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2023 AGM to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“January Announcement”	the announcement of the Company dated 20 January 2023 in which (i) the proposed adoption of the 2023 Share Award Scheme; and (ii) the proposed grant of a total of 11,748,000 Awarded Shares to be granted to a total of 53 Eligible Participants were announced
“Latest Practicable Date”	4 August 2023, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time
“Mr. CK Ko”	Mr. Ko Angus Chun Kit, a non-executive Director and a son of Dr. Ko and Ms. Cheung
“Ms. Cheung”	Ms. Cheung Mei Lan, an executive Director and one of the controlling shareholders of the Company, and the spouse of Dr. Ko and the mother of Mr. CK Ko
“Nomination Committee”	the nomination committee of the Board
“Proposed Amendments”	the proposed amendments to the Existing M&A as set out in Appendix IV to this circular

DEFINITIONS

“Proposed Grant”	the proposed grant of a total of 11,748,000 Awarded Shares to a total of 53 Eligible Participants as disclosed in the January Announcement, of which 8 of the Selected Participants (who are not connected persons) have ceased to be entitled to all his/her rights and benefits to a total of 921,000 Awarded Shares as at the Latest Practicable Date, and, as such, those Selected Participants will no longer be granted with the Awarded Shares
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2023 AGM to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate
“Residual Cash”	cash remaining in the Trust Funds and sale proceeds (including the cash proceeds of sale of non-cash and non-scrip distributions declared and distributed by the Company in respect of any Shares held upon the Trusts), other than related Income
“Returned Shares”	such Awarded Shares that are not vested and/or are forfeited in accordance with the terms of the Scheme, or such Shares being deemed to be Returned Shares under the Rules
“Rules”	the rules of the Scheme to be adopted on the Adoption Date
“Selected Participant(s)”	any Eligible Participant(s) (i.e. Group A Participant and Group B Participant) selected by the Remuneration Committee and the Board in accordance with the terms of the Scheme
“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)

DEFINITIONS

“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
“Trust Deed(s)”	the trust deed(s) to be entered into between the Company and the trustee(s)
“Trustee(s)”	the trustee(s) to be appointed by the Company for the administration of the Scheme
“Trusts”	the trusts constituted under the Trust Deeds or other trust(s) from which Awarded Shares may be granted to a Selected Participant pursuant to the Scheme
“Year”	the year ended 31 March 2023
“%”	per cent

LETTER FROM THE BOARD



ACCEL GROUP HOLDINGS LIMITED

高陸集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

Executive Directors:

Dr. Ko Lai Hung

(Chairman and Chief Executive Officer)

Ms. Cheung Mei Lan

Non-executive Director:

Mr. Ko Angus Chun Kit

Independent Non-executive Directors:

Mr. Chan Cheong Tat

Ms. Tse Ka Wing

Mr. Ho Chi Shing

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Principal Place of Business
in Hong Kong:*

Unit A, 19/F

TML Tower

No. 3 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

10 August 2023

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 ADOPTION OF 2023 SHARE AWARD SCHEME AND
PROPOSED GRANT OF SHARE AWARDS;
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NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The Directors will propose at the 2023 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; (v) the proposed adoption of 2023 Share Award Scheme and proposed grant of share awards, and (vi) the approval of the Proposed Amendments and adoption of the Amended and Restated M&A.

The purpose of this circular is to give you notice of the 2023 AGM and provide you with the information regarding the above resolutions to be proposed at the 2023 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 8 September 2022. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2023 AGM.

At the 2023 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 as at the date of the 2023 AGM. In addition, a separate ordinary resolution will be proposed at the 2023 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 2023 AGM).

The Issue Mandate, if granted at the 2023 AGM, will expire at the earliest of: (a) the conclusion of the next AGM following the 2023 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 800,000,000 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 2023 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 160,000,000 new Shares under the Issue Mandate, representing 20% of the aggregate number of the issued 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 8 September 2022. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2023 AGM.

LETTER FROM THE BOARD

At the 2023 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 as at the date of the 2023 AGM.

The Repurchase Mandate, if granted at the 2023 AGM, will expire at the earliest of: (a) the conclusion of the next AGM following the 2023 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 800,000,000 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 2023 AGM, the Company would be allowed to repurchase a maximum of 80,000,000 Shares under the Repurchase Mandate, representing 10% of the aggregate number of the issued 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 28 June 2023, the Board recommended the payment of a final dividend of HK1.6 cents per Share for the Year, which is subject to the approval of the Shareholders at the 2023 AGM.

The proposed final dividend, if approved by the Shareholders at the 2023 AGM, will be paid on or around Friday, 13 October 2023 to the Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 20 September 2023.

RE-ELECTION OF RETIRING DIRECTORS

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

Article 108(a) of the Articles of Association provides that at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Article 108(b) of the Articles of Association provides that the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to

LETTER FROM THE BOARD

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.

Accordingly, Dr. Ko Lai Hung (“**Dr. Ko**”) and Ms. Cheung Mei Lan (“**Ms. Cheung**”) (collectively, the “**Retiring Directors**”) will retire at the 2023 AGM and, being eligible, have offered themselves for re-election at the 2023 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 2023 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 2023 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2023 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

PROPOSED ADOPTION OF 2023 SHARE AWARD SCHEME AND PROPOSED GRANT OF SHARE AWARDS

On the date of the January Announcement, the Board proposed the adoption of the 2023 Share Award Scheme to, among other things, recognize the contributions of the Selected Participants. The purpose of the 2023 Share Award Scheme is not solely to recognise the past contribution of the Eligible Participants, but to also provide incentives to attract, retain and motivate Eligible Participants, for their continual contribution to the growth and development of the Group. It also aims to build long-term relationships between the Eligible Participants and the Group, reinforcing a sense of ownership. The Board is of the view that the adoption of the 2023 Share Award Scheme aligns with the market practice of providing incentives to the Eligible Participants to work towards long-term objectives of the Group.

LETTER FROM THE BOARD

Only Employee Participants shall be eligible for the 2023 Share Award Scheme. Employee Participants refer to any Director (other than INEDs) or employee of the Group (including persons who are granted Share Awards under this 2023 Share Award Scheme as inducement to enter into employment contacts with these companies). The Board will determine the eligibility of the Eligible Participants in its sole discretion by considering relevant factors as appropriate. The 2023 Share Award Scheme may or may not prescribe specific performance targets that must be met before the vesting of an Award or clawback mechanism to recover or withhold the Award granted to an Eligible Participant. The rules of the 2023 Share Award Scheme will give the Board discretion to impose such conditions on the Awards or prescribe such clawback mechanism where appropriate. The Board considers it beneficial to the Company to retain the flexibility in determining whether conditions or clawback mechanism are appropriate in light of the particular circumstances of each grant. Where the Awards are granted to the directors or senior management of the Company without performance target or clawback mechanism, the relevant announcement will include the view of the remuneration committee of the Board on why performance target or clawback mechanism is not necessary and how the grants would align with the purpose of the 2023 Share Award Scheme. There is no amount payable by an Eligible Participant on acceptance of an Award.

The vesting period of any Share Award granted under the 2023 Share Award Scheme shall be determined by the Board subject to a minimum period of 12 months. However, the Board is of the view that flexibility should be given to the Company to (i) adapt to exceptional and justified circumstances; and (ii) attract talents or reward exceptional performers with accelerated vesting and the discretion is appropriate and in line with the purpose of the 2023 Share Award Scheme. Therefore, there could be a shorter vesting period at the discretion of the Board under certain circumstances in relation to the grant of an Award to the Employee Participants.

The Board considers that (i) the basis of determining the eligibility of the Eligible Participants and the purchase price, if any, (ii) the vesting period and (iii) the clawback mechanisms can, as a whole, serve as effective incentives to Eligible Participants to work towards the long-term objectives of the Group and, therefore, the terms of the 2023 Share Award Scheme align with its purposes i.e. recognising the contributions of the Eligible Participants to the Group, providing them with incentives in order to retain them for the continual development of the Group and attracting suitable personnel for further development of the Group.

The Board also considers that, as the Selected Participants contribute directly to the overall business performance of the Group, the importance of recognising past contributions of the Selected Participants through the grant of Share Awards can align the interests and incentives of the Selected Participants in working towards the future successes of the Group and reinforce their commitment to long term services within the Group, which is in line with the purpose of the 2023 Share Award Scheme through the continual operation and development of the Group.

The total number of Shares which may be allotted and issued in respect of all options and awards to be granted under the 2023 Share Award Scheme and the existing Share Option Scheme (and any other share scheme of the Company) must not in aggregate exceed the Scheme Mandate Limit. Based on the 800,000,000 Shares in issue as at the Latest Practicable Date and assuming there being no issue or repurchase of Shares from the Latest Practicable Date to the Adoption Date, the maximum number of Shares that can be issued in respect of all options and awards to be granted under the 2023 Share Award Scheme or the existing Share Option Scheme (and any

LETTER FROM THE BOARD

other share scheme of the Company) is 80,000,000, representing 10% of the total number of Shares in issue as at the Adoption Date. The 2023 Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and the adoption of the 2023 Share Award Scheme is subject to approval of the Shareholders at the 2023 AGM. Application will be made to the Stock Exchange for granting the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scheme Mandate Limit (save for the granting of share awards beyond the Scheme Mandate Limit under Rule 17.03C(3) of the Listing Rules where separate application will be made to the Stock Exchange) which may be granted under the 2023 Share Award Scheme and any other share award schemes of the Company.

None of the Directors is a trustee of the 2023 Share Award Scheme or has any direct or indirect interest in the trustee of the 2023 Share Award Scheme. Upon the adoption of the Scheme, the Company shall enter into Trust Deeds and appoint trustee(s) for the administration of the Scheme pursuant to the Rules. The Trustee(s) should be third party(ies) independent of the Company and not connected with any of its connected persons (as defined under the Listing Rules). The Trustee(s) will administer the Scheme in accordance with the Rules and the Trust Deeds.

Please refer to the summary of the principal terms of the 2023 Share Award Scheme set out in Appendix III to this circular. A copy of the Rules of the 2023 Share Award Scheme will be published on the Company's website (www.chittathk.com) and the website of the Stock Exchange (www.hkexnews.hk) for display for a period of not less than 14 days before the date of the 2023 AGM and will be made available for inspection at the 2023 AGM.

On the date of the January Announcement, the Board proposed to award conditionally an aggregate of 11,748,000 Awarded Shares to Selected Participants for the purposes of encouraging the Selected Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole. The grant to Selected Participants is conditional upon, among other things, vesting that will take place on 31 March of each year beginning in 2024 and ending in 2033 and shall be vested in 10 equal tranches, and approval of the adoption of the 2023 Share Award Scheme by the Shareholders at the 2023 AGM.

The deeds of the proposed grant of the Share Awards contains terms and conditions governing the Proposed Grant, including but not limited to the number of Share Awards allocated and the vesting conditions. Under the Proposed Grant, a total of 11,748,000 Awarded Shares was resolved to be granted to a total of 53 Eligible Participants subject to the fulfillment of the certain conditions, comprising (i) 5 Employee Participants (who are connected persons) for 2,022,000 Awarded Shares; and (ii) 48 Employee Participants (who are not connected persons) for 9,726,000 Awarded Shares. As at the Latest Practicable Date, 8 of the 48 Employee Participants (who are not connected persons) have ceased to be entitled to all his/her rights and benefits to a total of 921,000 Awarded Shares under the Proposed Grant. As such, those Employee Participants will no longer be granted with the Awarded Shares.

If the Awarded Shares under the Proposed Grant (excluding the 921,000 Awarded Shares to the 8 selected Employee Participants which the entitlement has been ceased) are fully granted and vested, they will represent approximately 1.35% of the Shares in issue as at the Latest Practicable Date. The Proposed Grant complied with the terms of the 2023 Share Award Scheme as if the latter has already been adopted by the Shareholders. For further details, please refer to the January Announcement.

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Whilst the first vesting period in March 2024 is shorter than the general 12 months from the expected Adoption Date, the Board (including the Remuneration Committee) is aware of the importance to reward the Selected Participants in the first quarter of each calendar year, which is the peak season of resignation in the industry. Given that (i) the first vesting period ending on 31 March 2024 only accounts for 10% of the Proposed Grant; and (ii) the Proposed Grant has a mixed vesting schedule that has 10 vesting tranches spanning evenly over till 31 March 2033, which is more than 10 years from the date of Proposed Grant and more than 9 years from expected time of grant following the adoption of the 2023 Share Award Scheme. Accordingly, the Board (including the Remuneration Committee) is of the view that such arrangements are appropriate, permitted under the terms of the 2023 Share Award Scheme and align with the purpose of the 2023 Share Award Scheme.

The effective date of grant is expected to be on the Adoption Date and the Proposed Grant is expected to be satisfied by issuing new shares of the Company credited as fully paid to the Selected Participants at nil consideration with no purchase price attached to the Awarded Shares. Subject to the approval on the adoption of the 2023 Share Award Scheme in the 2023 AGM, further announcement in relation to the Proposed Grant will be made on the date of the grant, which is expected to be on the Adoption Date. Set out below is the details of the proposed grantees under the Proposed Grant (excluding the 921,000 Awarded Shares to the 8 selected Employee Participants which the entitlement has been ceased):

Name of proposed grantee(s)	Position	Relationship with Directors	Total Awarded Shares
Details of the 5 Connected Employee Participants (Director's associates)			
Ms. Wong Hoi Yan	HR Manager	– Niece of Ms. Cheung – Cousin of Mr. CK Ko	500,000
Ms. Wong Hoi Ki	HR Manager	– Niece of Ms. Cheung – Cousin of Mr. CK Ko	220,000
Ms. Ko Karlie	Accounting Manager	– Niece of Dr. Ko – Cousin of Mr. CK Ko	300,000
Mr. Wong Hau Wai	Purchasing Manager	– Nephew of Ms. Cheung – Cousin of Mr. CK Ko	800,000
Mr. Cheung Choi On	Supervisor (Installation)	– Brother of Ms. Cheung – Brother-in-law of Dr. Ko – Uncle of Mr. CK Ko	202,000
Sub-total			2,022,000
Other 40 selected Employee Participants who are not connected persons of the Company			8,805,000
Total			10,827,000

Note: The Proposed Grant to the 5 Selected Participants (who are connected persons) are in the capacity as the employees of the Group.

LETTER FROM THE BOARD

Each of the abovementioned five selected Employee Participants (who are connected persons) is not a participant with Share Awards granted and to be granted exceeding the 0.1% individual limit to connected persons (i.e. 800,000 Shares, assuming there being no issue or repurchase of Shares from Latest Practicable Date to the Adoption Date) in any 12-month period as defined under the 2023 Share Award Scheme.

Each of the abovementioned 40 selected Employee Participants (who are not connected persons) is neither (i) a Director, nor a chief executive, nor a substantial shareholder of the Company, nor an associate of any of them; nor (ii) a participant with Share Awards granted and to be granted exceeding the 1% individual limit (i.e. 8,000,000 Shares, assuming there being no issue or repurchase of Shares from Latest Practicable Date to the Adoption Date) in any 12-month period as defined under the 2023 Share Award Scheme.

The Proposed Grant to the members of senior management of the Group without performance targets has been approved by the Remuneration Committee and the Board considers that the proposed grant of Share Awards to these proposed grantees aligns with the purpose of the 2023 Share Award Scheme in recognizing the contributions by them.

Accordingly, the issue of the Award Shares of the Proposed Grant is not subject to additional approval from the Shareholders. Pursuant to Rule 17.04(1) of the Listing Rules, the grant of Awards by the Company to a Director, chief executive or substantial Shareholder or any of their respective associates must be approved by the independent non-executive Directors. The independent non-executive Directors approved the Proposed Grant and, save for Dr. Ko, Ms. Cheung and Mr. CK Ko, no other Directors have a material interest in such Share Awards and therefore no other Directors were required to abstain from voting on the board resolution approving the Proposed Grant.

Based on the number of Shares in issue as at the Latest Practicable Date and assuming there being no issue or repurchase of Shares from the Latest Practicable Date to the Adoption Date, 69,173,000 underlying Shares will be available for future grants under the 2023 Share Award Scheme after the effective date of the Proposed Grant.

The Board (including the Remuneration Committee) has considered the terms, criteria and Listing Rules applicable to the 2023 Share Award Scheme as well as the relevant circumstances relating to the Proposed Grant, and is of the view that the granting of Share Awards to the selected Employee Participants under such scheme serves its purpose, is fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

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

As disclosed in the announcement of the Company dated 7 August 2023, pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which require, among others, listed issuers to adopt a uniform set of Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules. As such, the Board proposes to amend the Existing M&A in order to (i) conform to the current revised requirements of the Listing Rules (in particular the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules) and the applicable laws of the Cayman Islands; and (ii) incorporate other consequential or house-keeping amendments.

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

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

The Board proposes to put forward to the Shareholders for approval at the 2023 AGM a special resolution to effect the Proposed Amendments and to adopt the Amended and Restated M&A.

2023 AGM

The notice convening the 2023 AGM is set out on pages 40–46 of this circular.

A form of proxy for use in connection with the 2023 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 2023 AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the 2023 AGM or other person as their proxy to vote on the relevant resolution(s) at the 2023 AGM instead of attending the 2023 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, Admiralty, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2023 AGM (i.e. Wednesday, 6 September 2023 at 3:00 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 2023 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2023 AGM, the instrument appointing a proxy shall be deemed to have been revoked.

LETTER FROM THE BOARD

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 2023 AGM and contained in the notice of the 2023 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 2023 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, Admiralty, Hong Kong no later than 4:30 p.m. on Monday, 4 September 2023. The register of members of our Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023, both days inclusive, during which period no transfer of shares will be registered.

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, Admiralty, Hong Kong no later than 4:30 p.m. on Friday, 15 September 2023. The register of members of our Company will be closed from Monday, 18 September 2023 to Wednesday, 20 September 2023, both days inclusive, during which period no transfer of shares will be registered.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the 2023 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.

LETTER FROM THE BOARD

GENERAL

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

Yours faithfully,
For and on behalf of the Board
Accel Group Holdings Limited
Ko Lai Hung

Chairman, Chief Executive Officer and Executive Director

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

The following are the biographical details of the Directors proposed to be re-elected at the 2023 AGM.

Dr. Ko Lai Hung

Dr. Ko Lai Hung (高黎雄), aged 53, is the founder of our Group, the Chairman, an executive Director, our chief executive officer (the “**CEO**”) and one of our controlling shareholders of the Company. He joined our Group on 18 February 2000 and was appointed as a Director on 20 September 2018. Dr. Ko was appointed as the Chairman and the CEO, and was re-designated as an executive Director on 24 January 2019. 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 Ascend Group Holdings Limited (“**Ascend**”) and Chit Tat Electrical Engineering Limited (“**Chit Tat**”), both are the wholly-owned subsidiaries of the Company. Dr. Ko is the spouse of Ms. Cheung Mei Lan (“**Ms. Cheung**”), an executive Director, and the father of Mr. Ko Angus Chun Kit, the non-executive Director. Dr. Ko is also a director of Lightspeed Limited (“**Lightspeed**”), a controlling shareholder of the Company.

Dr. Ko has accumulated over 20 years of experience in the electrical and mechanical (“**E&M**”) engineering industry in Hong Kong. Prior to founding the Group, he was the proprietor of Chit Tat Engineering Co, 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-profitmaking 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 2022 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\$3,270,000 and a discretionary bonus for the year ended 31 March 2023. The aforesaid remuneration packages represent the entire remuneration packages of Dr. Ko for the year ended 31 March 2023 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, 600,000,000 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 600,000,000 Shares held by Lightspeed and Ms. Cheung is deemed to be interested in the Shares deemed to be held by Dr. Ko.

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

Ms. Cheung Mei Lan

Ms. Cheung Mei Lan (張美蘭), aged 53, is an executive Director and one of our controlling shareholders of the Company. She joined our Group on 18 February 2000 and was appointed as a Director on 20 September 2018. Ms. Cheung was re-designated as an executive Director on 24 January 2019. 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 and Chit Tat. She is the spouse of Dr. Ko Lai Hung, an executive Director and the mother of Mr. Ko Angus Chun Kit, the non-executive Director. Ms. Cheung is also a director of Lightspeed Limited, a controlling shareholder of the Company.

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 2022 and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. She is entitled to an annual salary and other allowances of HK\$1,380,000 and a discretionary bonus for the year ended 31 March 2023. The aforesaid remuneration packages represent the entire remuneration packages of Ms. Cheung for the year ended 31 March 2023 for her service as director of the Company, as well as for serving at other positions of the Group. Her emolument was determined and may be adjusted 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, 600,000,000 Shares were held by Lightspeed which is beneficially owned as to 70% by Dr. Ko Lai Hung, spouse of Ms. Cheung, and 30% by Ms. Cheung, respectively. Under the SFO, Dr. Ko Lai Hung is deemed to be interested in the 600,000,000 Shares held by Lightspeed and Ms. Cheung is deemed to be interested in the Shares deemed to be held by Dr. 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; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

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

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 2023 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 800,000,000 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 2023 AGM, the Directors would be authorised to repurchase up to a maximum of 80,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

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

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2023, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

6. SHARE PRICES

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

Month	Price per Share (HK\$)	
	Highest	Lowest
2022		
August	1.58	1.41
September	1.43	1.16
October	1.31	1.19
November	1.29	1.15
December	1.42	1.10
2023		
January	1.29	1.19
February	1.31	1.07
March	1.28	1.14
April	1.28	1.22
May	1.26	1.00
June	1.21	0.99
July	1.09	1.03
August (up to the Latest Practicable Date)	1.07	1.01

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 2023 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 2023 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.

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 600,000,000 Shares, representing 75% 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 600,000,000 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 83.33% of the total number of the issued Shares. In the opinion of the Directors, such increase may not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

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

10. SHARE REPURCHASE MADE BY THE COMPANY

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

The following is a summary of the principal terms of the 2023 Share Award Scheme to be approved and adopted by ordinary resolution at the 2023 AGM, but such summary does not form part of, nor was it intended to be, part of the 2023 Share Award Scheme, nor should it be taken as affecting the interpretation of the rules of the 2023 Share Award Scheme:

SUMMARY OF THE SCHEME

1. Purposes of the Scheme

In light of the 3rd anniversary of the listing of the Company, the Board proposes the adoption of the Scheme for the following purposes: (i) provide the Selected Participants with the opportunity to acquire proprietary interests in the Company; (ii) encourage the Selected Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole; and (iii) provide the Company with a flexible means of either retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to the Selected Participants.

2. Eligible Participant and Administration of the Scheme

Only Employee Participants shall be eligible for the 2023 Share Award Scheme. Employee Participants refer to any Director (excluding any independent non-executive directors) and employee of the Group (including persons who are granted Share Awards under this 2023 Share Award Scheme as inducement to enter into employment contacts with these companies).

In determining the basis of eligibility of each Eligible Participant, the Board will take into consideration matters including but without limitation the present and future contribution of the relevant Eligible Participant, the performance of the relevant Eligible Participant as well as the Group's overall business objectives and future development plan. In respect of the eligibility of the Employee Participants, the Board will consider, amongst others, (i) the individual performance; (ii) time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; and (iii) the length of engagement with the Group.

The Scheme shall be subject to the administration of the Remuneration Committee and the Board and the Trustee(s) in accordance with the terms of the Scheme and the Trust Deeds. Unless otherwise specified therein, the decision of the Remuneration Committee and the Board and the Trustee(s) regarding the administration and operation of the Scheme shall be final and binding on all parties.

The Remuneration Committee and the Board has the power to administer the Scheme, including the power to construe and interpret the rules of the Scheme, and the terms of the Award granted under the Scheme. The Remuneration Committee and the Board may delegate the authority to administer the Scheme to a committee of the Board or other person(s) as deemed appropriate at the sole discretion of the Remuneration Committee and the Board. The

Remuneration Committee and the Board or its delegate(s) may also appoint one or more independent third party contractors to assist in the administration of the Scheme as they may think fit.

3. Grant of Award

The Remuneration Committee and the Board may, at its sole discretion:

- (i) select any Group A Participant to be a Selected Participant and to receive grants of Awarded Shares under the Scheme; or
- (ii) select any Group B Participant to be a Selected Participant and to receive grants of Awarded Shares under the Scheme,

together with the number of Shares to which each Selected Participant shall be entitled, and make the relevant grant of Awarded Shares to the Selected Participants under the Scheme subject to such terms and conditions as the Remuneration Committee and the Board may deem appropriate at its discretion.

Any proposed grant of the Awarded Shares under the Scheme (including but not limited to any connected person of the Company) shall be subject to compliance with the applicable requirements of the Listing Rules.

4. Purchase and Subscription of Shares

The Remuneration Committee and the Board or the Authorised Representative(s) may, at its sole and absolute discretion, notify the trustee in writing, from time to time, to purchase existing Shares and to hold the same for future Selected Participants (together with such existing Shares made available to the trust from time to time, the “**Trustee Shares**”). The Trustee may purchase Shares on the Stock Exchange at the prevailing market price or off the market. In respect of off-market transactions, purchases shall not be made with any connected person, nor shall the purchase price be higher than the lower of the following: (i) the closing market price on the date of such purchase, and (ii) the average closing market price for the five business days preceding the day of purchase on which the Shares are traded on the Stock Exchange.

In the event that the Board considers it is appropriate to subscribe Shares by utilising the funds allocated by the Board out of the Company’s resources, the Trustee shall, upon the instructions of the Board, apply to our Company for the allotment and issue of the appropriate number of new Shares at par or at such other subscription price as instructed by the Board.

The Directors shall comply with the applicable Listing Rules when allotting and issuing any new Shares under the 2023 Share Award Scheme to the Trustee, provided that the total number of such Shares to be allotted and issued under the 2023 Share Award Scheme shall not exceed the limitations set out in paragraphs 6 and 7 below and any allotment and issue of Shares

shall only be made pursuant to the Scheme Mandate Limit (save for the granting of share awards beyond the Scheme Mandate Limit under Rule 17.03C(3) of the Listing Rules where separate application will be made to the Stock Exchange). The Shares so purchased and/or subscribed for will, subject to the vesting conditions being fulfilled, be transferred to the Selected Participant.

5. Restrictions on Grant

No Award may be granted to any Selected Participant, no Shares may be issued or allotted under the 2023 Share Award Scheme and no instructions to acquire any Shares may be given to the trustee where dealings in the Shares are prohibited under the Listing Rules and all applicable laws from time to time. Without limiting the generality of the foregoing, no such instruction is to be given and no such grant is to be made:

- (i) where the Company has information that must be disclosed under Rule 13.09 of the Listing Rules or where the Company reasonably believes there is inside information which must be disclosed under part XIVA of the SFO or after any inside information in relation to the securities of the Company has occurred or has become the subject of a decision, until (and including) the trading day after such inside information has been published on the websites of the Stock Exchange and the Company;
- (ii) within the one month period immediately preceding the earlier of (i) the date of a meeting of the Board (as such date is first notified to the Stock Exchange) for the approval of the Company's results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish its quarterly, interim, annual or other interim period results announcement for any such period (whether or not required under the Listing Rules), and ending on the date of such announcement (no award may be granted during any period of delay in publishing a results announcement); or
- (iii) in any other circumstances where dealings by Selected Participant (including Directors) are prohibited under the Listing Rules, the SFO or any other applicable laws or regulations or where the requisite approval from any applicable regulatory authorities has not been granted.

6. Maximum Number of Shares to be Granted

The total number of the Awarded Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Award Scheme and any other schemes shall not in aggregate exceed 10% of the Company's total issued share capital (i.e. 800,000,000 Shares) as at the Adoption Date (the "**Scheme Mandate Limit**"), provided that no account shall be taken into the calculation of the Scheme Mandate Limit of any Shares where the right to acquire such Shares has been released, lapsed or vested in accordance with the Scheme.

The Company may seek approval by the shareholders of the Company in general meeting to refresh the Scheme Mandate Limit after three years from the date of Shareholders' approval for the last refreshment (or the adoption of the Scheme), provided that: (a) the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Award Scheme and any other schemes as refreshed shall not exceed 10% of the total number of the Shares in issue as at the date of approval of the refreshed scheme mandate; (b) the Company has first sent a circular to the shareholders of the Company containing all those information and terms as required under Rule 17.03C(2) of the Listing Rules; and (c) any additional refreshment within any three-year period must be approved by independent shareholders of the Company in which case the Company shall send a circular to the shareholders of the Company containing all those information and terms as required under Rule 17.03C(1)(b) of the Listing Rules.

For granting of share awards beyond the Scheme Mandate Limit provided the awards in excess of the limit are granted only to participants specifically identified, the Company may seek separate approval by the shareholders of the Company in general meeting and shall send a circular to the shareholders of the Company containing all those information and terms as required under Rule 17.03C(3) of the Listing Rules.

If the Company conducts any share consolidation or subdivision after the Scheme Mandate Limit has been approved in the general meeting, the maximum number of Shares that may be issued by the Company pursuant to the 2023 Share Award Scheme and all other share schemes of the Company under the unutilized Scheme Mandate Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.

No Award may be granted to any one Eligible Participant such that the total number of Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the scheme) in any 12-month period up to the date of the latest grant exceeds 1% of the issued Shares from time to time, unless such grant is separately approved by the Shareholders in general meeting with such grantee and his/her close associates (with the meaning ascribed thereto under the Listing Rules) (or his/her Associates if the grantee is a connected person) abstaining from voting in accordance with Rule 17.03D(1) of the Listing Rules. In such a case, the Company shall send a circular to the Shareholders containing all those information and terms as required under Rule 17.03D(2) of the Listing Rules.

7. Grant of Awards to Connected Persons

Any grant of Award of Shares to a Director, chief executive or substantial shareholder of the Company or any of their respective Associates must be approved by the independent non-executive Directors.

Where Awards of Shares are proposed to be granted to a Selected Participant who is a Director or chief executive of the Company or any of their respective Associates, and the proposed grant of Awards would result in the Shares issued and to be issued in respect of all awards (regardless whether such awards are granted under the 2023 Share Award Scheme or any other share scheme(s) of the Company but excluding any awards lapsed in accordance with the terms of the 2023 Share Award Scheme) already granted to such person in the 12-month period up to and including the date of the grant of such Awards to represent in aggregate over 0.1% of the total number of Shares in issue, the proposed grant of Awards must be approved by Shareholders in general meeting. In such a case, the Company shall send a circular to the Shareholders containing all those terms as required under Rule 17.04(5) of the Listing Rules. The Selected Participant, his/her Associates and all core connected persons (with the meaning ascribed thereto under the Listing Rules) of the Company must abstain from voting in favour of the resolution at such general meeting. In calculating the aforesaid limit of 0.1%, any options and awards lapsed in accordance with the terms of the corresponding scheme shall not be counted.

Where Awards of Shares are proposed to be granted to a substantial Shareholder or any of his/her respective Associates, and the proposed grant of Awards would result in the Shares issued and to be issued in respect of all (i) options; and (ii) awards (regardless whether such awards are granted under this 2023 Share Award Scheme or any other share scheme(s) of the Company), already granted to such person in the 12-month period up to and including the date of the grant of such Awards to represent in aggregate over 0.1% of the total number of Shares in issue, the proposed grant of Awards must be approved by Shareholders in general meeting. In such a case, the Company shall send a circular to the Shareholders containing all those terms as required under Rule 17.04(5) of the Listing Rules. The Selected Participant, his/her Associates and all core connected persons (with the meaning ascribed thereto under the Listing Rules) of the Company must abstain from voting in favour of the resolution at such general meeting. In calculating the aforesaid limit of 0.1%, any options and awards lapsed in accordance with the terms of the corresponding scheme shall not be counted.

8. Satisfaction of Award

Pursuant to the Scheme Mandate Limit and the granting of share awards beyond the Scheme Mandate Limit under Rule 17.03C(3) of the Listing Rules (where separate application will be made to the Stock Exchange) which may be granted under the 2023 Share Award Scheme, the Company shall (i) issue and allot Shares to the Trustee(s), and (ii) transfer to the Trusts the necessary funds and instruct the Trustee(s) to acquire Shares through on-market transactions at the prevailing market price or at price within a specified price range, so as to satisfy the Award. The Awarded Shares will be held in trust for the Selected Participants until the end of each vesting period. When the Selected Participant has satisfied all vesting conditions specified by the Remuneration Committee and the Board at the time of making the Award and become entitled to the Awarded Shares, the Trustee(s) shall transfer the relevant Awarded Shares to that Selected Participant.

The Company shall comply with the applicable Listing Rules when issuing new Shares and application will be made to the Stock Exchange for granting the listing of, and permission to deal in, the new Shares to be allotted and issued pursuant to the Scheme Mandate Limit (save for the granting of share awards beyond the Scheme Mandate Limit under Rule 17.03C(3) of the Listing Rules where separate application will be made to the Stock Exchange) which may be granted under the 2023 Share Award Scheme and any other share award schemes of the Company. Any shares issued to the Trustee but not granted to Eligible Participants would be considered to have utilised the Scheme Mandate Limit.

The Company shall not issue or allot Shares, nor instruct the Trustee(s) to acquire Shares on the market at the prevailing market price or at price within a specified price range, where such action (as applicable) is prohibited under the Listing Rules, the SFO or other applicable laws from time to time or where such action (as applicable) would render the Company the subject of a mandatory offer under the Codes on Takeovers and Mergers from time to time.

9. Vesting of Awarded Shares

Save for the circumstances prescribed below, the vesting period of an Award for new Shares held by the Eligible Participant must be at least 12 months.

A shorter vesting period may be granted to an Eligible Participant at the Board's sole and absolute discretion in the following circumstances:

- (a) grants of "make-whole" share awards to new joiners to replace the share awards or share options they forfeited when leaving their previous employers;
- (b) grants with performance-based vesting conditions provided in the 2023 Share Award Scheme or as specified in the grant letter in lieu of time-based vesting criteria;
- (c) grants that are made in batches during a year for administrative or compliance requirements, for example, Awards that should have been granted earlier but had to wait for a subsequent batch and the vesting period may be shortened to reflect the time from which the Awards would have been granted;
- (d) grants with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months, or where the Awards may vest by several batches with the first batch to vest within 12 months of the grant date and the last batch to vest 12 months after the grant date; and
- (e) grants with a total vesting and holding period of more than 12 months.

each of which are considered by the Board and the Remuneration Committee appropriate to provide flexibility to grant Awards with a vesting period shorter than 12 months, which is consistent with the purpose of the 2023 Share Award Scheme.

Subject to the Rules, save as determined otherwise by the Board at its sole discretion, the Selected Participant shall cease immediately to be entitled to all his/her rights and benefits to the Awarded Shares outstanding and unvested and all Awarded Shares granted which are unvested shall automatically lapse in the event that (i) the Selected Participant ceases to be an Eligible Participant (otherwise than by reason of redundancy or by unilateral termination of employment by the Company without cause); (ii) the Selected Participant has been summarily dismissed by the Company; (iii) the Selected Participant has been convicted for any criminal offence involving his/her integrity or honesty; (iv) the Selected Participant has been charged, convicted or held liable for any offence under the relevant securities laws in the PRC, Hong Kong or any other applicable laws or regulations in force from time to time; (v) the Selected Participant has committed any material breach of any contract entered into between the Selected Participant on the one hand and any member of the Group on the other hand; (vi) the Selected Participant has become bankrupt or unable to pay his or her debts, or is subject to any bankruptcy or analogous proceedings or has made any arrangement or composition with his or her creditors generally; (vii) the Selected Participant is deceased, disabled or becomes mentally incapacitated; (viii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company); (ix) on the Vesting Date, any of the vesting conditions upon an Award to the relevant Selected Participant as determined by the Remuneration Committee and the Board was not fulfilled; or (x) the Selected Participant retires by agreement with the Company at any time prior to or on the Vesting Date.

10. Basis of Determining the Purchase Price of Awarded Shares

The purchase price of the Awarded Shares (if any) shall be such price which shall be determined by the Board from time to time based on considerations such as the prevailing closing price of the Shares (being the average closing market price for the five business days preceding the date of grant on which the Shares are traded on the Stock Exchange), the purpose of the Award and the characteristics and profile of the Selected Participant. Such room for discretion provides the Board with flexibility to stipulate, if necessary, a purchase price for Awarded Shares, while balancing the purpose of the Award and the interests of Shareholders.

11. Rights of Selected Participants

A Selected Participant may not exercise any of the voting rights or receive dividend and does not have any right of a shareholder in respect of any Awarded Shares that have not yet vested. Upon the Awarded Shares being vested and transferred in the relevant Selected Participant, each Selected Participant shall be entitled to exercise all voting rights, receive dividend or have any right of a shareholder in respect of such Awarded Shares.

The Awarded Shares shall be subject to all the provisions of the articles of association of the Company for the time being in force and will rank *pari passu* with the fully paid Shares in issue on the date when such Awarded Shares are vested in the Selected Participant and accordingly will have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to other fully-paid Shares in issue on such Vesting Date, save that they will not rank for any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the Vesting Date.

12. Alteration of the Scheme

Any alterations to the terms and conditions of the 2023 Share Award Scheme which are of a material nature or any alterations to the provisions relating to the matters contained in Rule 17.03 of the Listing Rules to the advantage of Eligible Participants or prospective Eligible Participants must be approved by Shareholders in general meeting. Save for the amendments which require Shareholders' approval pursuant to the Listing Rules, any other amendments that may operate to affect adversely any subsisting rights of any Eligible Participant can only be effected with (i) the written consent of the relevant Eligible Participant, or (ii) with the sanction of a special resolution passed at a meeting of the Eligible Participants.

Any proposed amendments in relation to the terms of Awards granted to an Eligible Participant must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Awards was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be). This requirement does not apply where the alterations take effect automatically under the existing terms of the 2023 Share Award Scheme.

Any change to the authority of the Board or the scheme administrators to alter the terms of the 2023 Share Award Scheme shall not be valid unless approved by the Shareholders in general meeting.

The amended terms of the 2023 Share Award Scheme or the Share Award must comply with Chapter 17 of the Listing Rules.

The Board may at any time terminate the operation of the 2023 Share Award Scheme prior to the tenth anniversary of the adoption of the scheme, provided that such termination does not affect any subsisting rights of any Eligible Participant and in such event, the Board will inform the trustee about the treatment of the relevant Shares at its absolute discretion, including (i) transferring all awarded Shares which are unvested and have not previously lapsed to other accounts maintained by the trustees for the purposes of operating other share schemes of the Company; (ii) disposing such Shares maintained by the trustees and remitting the proceeds to the Company; and/or (iii) accelerating vesting of such Share Award and transferring such Shares to the relevant Eligible Participants.

13. Duration and Termination

The Scheme commences on the Adoption Date and remains valid and effective unless and until being terminated upon the expiry of the period of ten (10) years from such date, unless terminated earlier by a resolution of the Board.

Upon termination (whether due to early termination or upon expiry of the Scheme) of the Scheme, no further Awarded Shares shall be granted by the Trustee(s) but in all other respects the provisions of the 2023 Share Award Scheme shall remain in force and to the extent necessary to give effect to any Awards granted prior thereto which remain unvested or which have vested but not yet issued to the Selected Participants or otherwise as may be required in accordance with the provisions of the 2023 Share Award Scheme. Following the lapse, forfeiture or cancellation (as the case may be) of the last outstanding Award made or can be made under the Scheme (whichever is later), the Trustee(s) shall sell all Returned Shares and non-cash income remaining in the Trusts, if any, and remit the proceeds of sale of the same together with any Residual Cash accrued in the Trusts, after making appropriate deductions in respect of all disposal costs, expenses and other existing and future liabilities to the Company forthwith after the sale.

14. Performance Targets and Clawback

The purpose of the 2023 Share Award Scheme is not solely to recognise the past contribution of the Eligible Participants, but to also provide incentives to attract, retain and motivate Eligible Participants, for their continual contribution to the growth and development of the Group. It also aims to build long-term relationships between the Eligible Participants and the Group, reinforcing a sense of ownership. The Board is of the view that the adoption of the 2023 Share Award Scheme aligns with the market practice of providing incentives to the Eligible Participants to work towards long-term objectives of the Group.

All-rounded qualitative performance of each Eligible Participant will be assessed individually and taken into account when grants are being made. The assessments will be conducted on a continuous basis with expectations on the Eligible Participant's performance being conveyed and agreed between the Company and the relevant Eligible Participant periodically, with performance target(s) specific to each of the Eligible Participant's job scope. The management assess the performance of each Eligible Participant on a rolling basis over the year.

The performance targets, if imposed, may be linked to the individual Eligible Participant or the Group as a whole or to a subsidiary, department, division, region, function or business unit, line of business, project or individual key performance indicators, which may include revenue, profits (before or after income tax), earnings per share, market value or economic value added, cash flow, return on assets, return on equity, return on investment, share price, and other targets as the Board may determine from time to time and assess either annually or cumulatively over a period of years, on an absolute basis or relative to a pre-established target, past or current

performance or comparison to internal targets or industry performance, in each case as specified by the Board in their sole discretion.

The vesting of the Award is subject to the Eligible Participants remaining, at all times after the Adoption Date and on the Vesting Date (as the case may be, on each relevant Vesting Date), Eligible Participants and all of the vesting conditions (including but not limited to performance targets (if any)) as specified by the Remuneration Committee and the Board have been fulfilled, without triggering any clawback mechanism.

15. Transferability of Awarded Shares

Awarded Shares shall be personal to the Award Holder and shall not be transferable or assignable, unless a waiver by the Stock Exchange has been granted and Board approval has been obtained. No Award Holder shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any other person over or in relation to any Award or otherwise use the Award as security or to repay debts. Any breach of the foregoing shall entitle the Company to cancel any outstanding Award or part thereof granted to such Award Holder without incurring any liability on the part of the Company.

16. Cancellation of Share Award

Any Share Awards granted but not vested may not be cancelled except with the written consent of the relevant Grantee and the prior approval of the Directors. Where the Company cancels Share Award and issues new ones to the same holder of the Share Award, the issue of such new Share Award may only be made under a scheme with available Scheme Mandate Limit. The Share Award cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

17. Voting Rights of Unvested Shares Held by the Trustee(s)

The Trustee(s) holding unvested Shares under the Scheme, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

18. Reorganisation of Capital Structure and Distribution of Company's Assets

In the event of (i) any adjustment in the capital structure of the Company such as capitalisation of profits or reserves, rights issue, consolidation, sub-division or reduction of the share capital of the Company or otherwise howsoever in accordance with legal requirements and requirements of the Stock Exchange, or (ii) any distribution of the Company's capital assets to the Shareholders on a pro rata basis (whether in cash or in specie) other than dividends paid out of the net profits attributable to the Shareholders, the Board shall determine and make adjustments (if any) to the number of Shares to be granted and purchase price of the Awarded

Shares subject to the Award so far as unvested. Any such adjustments shall be subject to a written confirmation from an independent financial adviser or the Company's auditors confirming that the adjustments satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules, to have given the Selected Participants the same proportion (or rights in respect of the same proportion) of the equity capital rounded to the nearest whole Share as that to which that person was previously entitled, provided that no such adjustments shall be made to the extent that a Share would be issued at less than its nominal value (The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment).

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

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM OF ASSOCIATION

General amendments

Replacing all references to the words “the Companies Law” with “the Companies Act (as revised)” and replacing all references to the words “the Companies Law” with “the Companies Act” wherever they appear in the existing Memorandum.

Specific amendments

Clause	Proposed Amendments showing changes to the existing Memorandum
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| 2. | The registered office will be situated at the offices of Estera <u>Ocorian</u> Trust (Cayman) Limited, <u>Windward 3, Regatta Office Park, PO Box 1350, Clifton House, 75 Fort Street</u> , Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide. |
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PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION

General amendments

Replacing all references to the defined term “Companies Law” with “Companies Act” wherever they appear in the existing Articles of Association.

Specific amendments

Article	Proposed Amendments
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|-------|--|
| 1 (b) | Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing <u>trading</u> of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed); |
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Article	Proposed Amendments
1 (e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.
5 (a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall, <u>if permitted by the Listing Rules,</u> be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.
15 (c)	Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike. <u>[Intentionally deleted]</u>
17 (d)	<u>The Register may, after notice has been given by advertisement in an appointed newspaper and any other newspapers in accordance with the Listing Rules or by any electronic means in such manner as may be accepted by the HK Stock Exchange to that effect,</u> be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. <u>The period of 30 days may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by the Members by ordinary resolution.</u>

Article	Proposed Amendments
62	<p>At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall infor each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting <u>must be held within six (6) Months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any)</u> and shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, <u>on a one vote per share basis</u>. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business <u>and/or resolution(s)</u> specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Article	Proposed Amendments
65	An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that, <u>if permitted under the Listing Rules</u> , a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
67A	<u>All Shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
92 (b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>and the right to speak.</u>

Article	Proposed Amendments
112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>
114	<p>The Company<u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.</p>
172	<p>The Board shall cause proper books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the assets and liabilities of the Company and of all other matters required by the Companies Law<u>Act</u> necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. <u>The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.</u></p>

Article	Proposed Amendments
176 (a)	<p>The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual<u>the Shareholders in a general meeting by Ordinary Resolution</u> except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board in such manner as <u>the Shareholders may determine</u> and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>
176 (b)	<p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special<u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>

NOTICE OF ANNUAL GENERAL MEETING



ACCEL GROUP HOLDINGS LIMITED

高陸集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1283)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**2023 AGM**”) of Accel Group Holdings Limited (the “**Company**”) will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 8 September 2023 at 3:00 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 2023 (the “**Year**”).
2. To approve the payment of a final dividend of HK1.6 cents per share of the Company for the Year.
3. (a) To re-elect Dr. Ko Lai Hung as an executive director of the Company.

(b) 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 2024.
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

NOTICE OF ANNUAL GENERAL MEETING

the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with additional shares 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 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

NOTICE OF ANNUAL GENERAL MEETING

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, 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 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.”

NOTICE OF ANNUAL 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 as at the date of passing this resolution.”

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

“**THAT:**

- (a) the proposed share award scheme of the Company (the “**2023 Share Award Scheme**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the 2023 AGM for the purpose of identification, with the Scheme Mandate Limit (as defined in the 2023 Share Award Scheme) of 10% of the total number of issued shares of the Company as at the date of the passing of this resolution, be and is hereby approved and adopted; and the Directors and the company secretary of the Company be and are hereby authorised to do all such acts, to enter into all such transactions, arrangements and agreements and to take all actions as may be necessary or desirable to implement and give full effect to the 2023 Share Award Scheme, including but without limitation:
- (i) to administer the 2023 Share Award Scheme under which the Awards (as defined in the 2023 Share Award Scheme) may be granted to Eligible Participants (as defined in the 2023 Share Award Scheme);
 - (ii) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and subject to the requirements of the Listing Rules;
 - (iii) to grant the Awards to Eligible Participants under the 2023 Share Award Scheme and, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company to be allotted and issued, to allot and issue

NOTICE OF ANNUAL GENERAL MEETING

from time to time such number of the shares of the Company as may be required to be allotted and issued in respect of the Awards to be granted under the 2023 Share Award Scheme and subject to the Listing Rules;

- (iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any new shares of the Company that may hereafter from time to time be allotted and issued in respect of the Awards to be granted under the 2023 Share Award Scheme and subject to the Listing Rules; and
- (v) to consent, if any Director or the company secretary of the Company deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.”

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

SPECIAL RESOLUTION

“**THAT** (i) the existing memorandum and articles of association of the Company be amended in the manner as set out in Appendix IV to the circular of the Company dated 10 August 2023 (the “**Circular**”) with immediate effect from the close of this meeting, (ii) the amended and restated memorandum of association and articles of association of the Company in the form produced to this meeting, a copy of which has been produced to this meeting marked “B” and initialled by the chairman of the 2023 AGM for the purpose of identification, incorporating and consolidating all the proposed amendments mentioned in Appendix IV to the Circular, be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect from the close of this meeting; and (iii) any one of the Directors be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum of association and articles of association of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 10 August 2023

NOTICE OF ANNUAL GENERAL MEETING

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 2023 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 2023 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 2023 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2023 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, Admiralty, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2023 AGM (i.e. Wednesday, 6 September 2023 at 3:00 p.m.) or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the 2023 AGM, the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2023 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, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 September 2023.
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 Monday, 18 September 2023 to Wednesday, 20 September 2023, 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, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 September 2023.
6. In relation to the proposed resolutions numbered 3(a) and 3(b) above, Dr. Ko Lai Hung and Ms. Cheung Mei Lan will retire as directors of the Company (the “**Directors**”) at the 2023 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 10 August 2023.

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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 2023 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 2023 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 2023 AGM, the 2023 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2023 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 2023 AGM and where conditions permit, the 2023 AGM will be held as scheduled.
 - (c) The 2023 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 2023 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
10. In case of any inconsistency, the English version of this notice shall prevail over the Chinese version.

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