
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Plus Group Holdings Inc.**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the 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.

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



Plus Group Holdings Inc.

普樂師集團控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2486)

**(1) PROPOSED APPOINTMENT OF AUDITORS; AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover shall have the same meanings as defined in this circular unless otherwise requires.

A notice convening the EGM to be held on Monday, 15 July 2024 at 11:00 a.m. at Room 201, 2/F, Sun House, 90 Connaught Road Central, Sheung Wan, Hong Kong, is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.plscn.com) respectively.

Whether or not you intend to attend the extraordinary general meeting, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 11:00 a.m. on Saturday, 13 July 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish and in such event the form of proxy shall be deemed to be revoked.

References to dates and time in this circular are to Hong Kong dates and time. Where the context so permits or requires in this circular, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

25 June 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“Articles”	the articles of association of the Company adopted by special resolutions passed on 4 April 2023 and effective on 11 May 2023
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“CL Partners”	CL Partners CPA Limited
“Company”	Plus Group Holdings Inc. (普樂師集團控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 30 September 2021, the Shares of which were listed on the Main Board of the Stock Exchange on the Listing Date (stock code: 2486)
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held on Monday, 15 July 2024
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Date”	11 May 2023, being the date on which the Shares are first listed and from which dealings thereof are permitted to commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operating in parallel with GEM of the Stock Exchange
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular and unless otherwise indicated, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of par value of US\$0.0002 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



Plus Group Holdings Inc.
普樂師集團控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2486)

Executive Directors:

Mr. Sun Guangjun (孫廣軍)
*(Chairman of the Board and
Chief Executive Officer)*
Mr. Yang Hong (楊洪)

Independent Non-Executive Directors:

Mr. Lau Man Tak (劉文德)
Ms. Li Yingkai (李營開)
Mr. Ngan Wing Ho (顏永豪)

Registered Office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

*Head Office and Principal Place
of Business in the PRC:*

2F–3F, Building 6
No. 652 Changshou Road
Putuo District
Shanghai
PRC

*Principal Place of Business
in Hong Kong:*

Unit 3525, 35/F
Two Pacific Place
88 Queensway Admiralty
Hong Kong

25 June 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITORS;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

References are made to the announcement of the Company dated 21 May 2024 in relation to the retirement of PricewaterhouseCoopers and the proposed appointment of the new auditors of the Company. The purpose of this circular is to provide the Shareholders with more information.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITORS

The Audit Committee has assessed and considered that CL Partners is eligible, qualified and suitable to carry out duties of the auditors of the Company. The Board, with the recommendation of the Audit Committee, is of the view that CL Partners is a sizeable accounting firm which should be able to devote appropriate and adequate resources to handle the Company's audit work for the financial year ending 31 December 2024, and therefore proposes to appoint CL Partners as the new auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.

In recommending CL Partners as the new auditors of the Company, the Audit Committee has considered a number of factors in assessing the eligibility and suitability of CL Partners to act as the auditors of the Company, including but not limited to (i) its audit fees; (ii) the resources to be allocated by CL Partners to the Company; (iii) its extensive experience in providing audit services for companies listed on the Stock Exchange; (iv) its independence from the Company and its subsidiaries; and (v) the guidelines issued by the Stock Exchange of Hong Kong Limited and the Accounting and Financial Reporting Council in respect of change of auditors.

Based on the above, the Audit Committee and the Board are of the view that (a) the audit fees proposed by CL Partners is commensurate with the extent of audit work required and is more cost-effective, taking into account the current macroeconomic environment and the financial expenditures of the Group; (b) CL Partners possesses the necessary knowledge and expertise required for the Group's audit work; (c) the resources to be allocated by CL Partners to the audit engagement are sufficient and appropriate; and (d) CL Partners is independent, competent and capable to perform a high-quality audit for the financial year ending 31 December 2024.

The Board proposes to seek the approval of the Shareholders regarding the proposed appointment of CL Partners (the "**Proposed Appointment**") by way of an ordinary resolution at the EGM. The Proposed Appointment is subject to the passing of the ordinary resolution in respect of the Proposed Appointment at the EGM pursuant to the Articles and the completion of the relevant audit engagement acceptance procedures of CL Partners.

EGM

The EGM will be held on Monday, 15 July 2024 at 11:00 a.m. at Room 201, 2/F, Sun House, 90 Connaught Road Central, Sheung Wan, Hong Kong.

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 11 July 2024 to Monday, 15 July 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of Shares documents, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's share

LETTER FROM THE BOARD

registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 10 July 2024.

PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.plscn.com). Whether or not you intend to attend the EGM, you are required to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM (i.e. not later than 11:00 a.m. on Saturday, 13 July 2024) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at the EGM must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, save for purely procedural or administrative matters, the voting on the resolution at the EGM will be conducted by a way of poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the above proposed resolution regarding the proposed appointment of auditors is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM.

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.

LETTER FROM THE BOARD

GENERAL

The Company's share registrar in Hong Kong is Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road, Hong Kong.

The English text of this circular and the accompanying form of proxy shall prevail over the Chinese text in the case of any inconsistency.

Yours faithfully,
By order of the Board
Plus Group Holdings Inc.
Mr. Sun Guangjun

Chairman, Executive Director and chief executive officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

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



Plus Group Holdings Inc.

普樂師集團控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2486)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Plus Group Holdings Inc. (the “Company”) will be held on Monday, 15 July 2024 at 11:00 a.m. at Room 201, 2/F, Sun House, 90 Connaught Road Central, Sheung Wan, Hong Kong, for the following purposes:

ORDINARY RESOLUTION

1. To appoint CL Partners CPA Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix its remuneration.

By order of the Board
Plus Group Holdings Inc.
Mr. Sun Guangjun

Chairman, Executive Director and chief executive officer

Hong Kong, 25 June 2024

As at the date of this notice, the Board of Directors of the Company comprises Mr. Sun Guangjun as chairman, an executive Director and chief executive officer, and Mr. Yang Hong as executive Director, and Mr. Lau Man Tak, Ms. Li Yingkai and Mr. Ngan Wing Ho as independent non-executive Directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 11 July 2024 to Monday, 15 July 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 10 July 2024.
- (ii) A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he/she/it is the holder of two or more shares, more proxies to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorised, and must be deposited with the share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM (i.e. not later than 11:00 a.m. on Saturday, 13 July 2024). The completion and delivery of the form of proxy shall not preclude the shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- (v) The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (vi) A circular containing further details of the resolution set out in this notice will be provided to all shareholders of the Company.
- (vii) Shareholders attending the EGM in person or by proxy shall bear their own travelling and accommodation expenses, and shall produce their identity documents.
- (viii) If the "Red" weather disaster warning signal is hoisted at or after 7:00 a.m. on the date of the EGM, the EGM will not be held on Monday, 15 July 2024 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of the Stock Exchanges and the Company.
- (ix) References to dates and time in this notice are to Hong Kong dates and time.
- (x) The English text of this notice shall prevail over the Chinese text for the purpose of interpretation.