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ABLE ENGINEERING HOLDINGS LIMITED

安保工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1627)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of Able Engineering Holdings Limited (the “**Company**”) will be held at Orchid Room, 2/F, Royal Garden Hotel, 69 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 28 August 2019 (Wednesday) at 9:40 a.m for the following purpose (unless otherwise indicated, capitalised terms used in this notice have the same meanings as defined in the circular of the Company dated 26 July 2019 (the “**Circular**”)):

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements, the report of the Directors and the independent auditors’ report for the year ended 31 March 2019.
2. To declare a final dividend of HK\$0.04 per share (HK4 cents per share) of the Company in respect of the year ended 31 March 2019.
3. To re-elect Mr. YAU Kwok Fai as an executive Director.
4. To re-elect Mr. LAU Chi Fai, Daniel as an executive Director.
5. To re-elect Ms. MAK Suk Hing as an independent non-executive Director.
6. To authorise the Board to fix the remuneration of the Directors.

7. To re-appoint Ernst & Young as the Company's auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers to allot, issue and deal with additional shares in the share capital of the Company under paragraph (a) of this resolution after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of any option granted under any share option scheme or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the aggregate of:
 - (i) twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the members of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution), and the said authority pursuant to paragraph (a) above shall be limited accordingly; and

(d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members of the Company in general meeting.

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

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

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and/or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members of the Company in general meeting.”

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

“**THAT**, subject to the passing of Resolutions nos. 8 and 9 set out in this notice, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no. 8 set out in this notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to Resolution no. 9 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board of
ABLE ENGINEERING HOLDINGS LIMITED
NGAI Chun Hung
Chairman

Hong Kong, 26 July 2019

Notes:

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a Shareholder of the Company but must be present in person at the meeting to represent the Shareholder.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the meeting, 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 be present at the meeting, 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.
3. In order to be valid, the form of proxy 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 must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof).

4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the AGM will not preclude a Member from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. To determine the entitlement to attend and vote at the AGM to be held on 28 August 2019, Wednesday, the register of members of the Company will be closed from 23 August 2019, Friday to 28 August 2019, Wednesday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of the Shares should ensure all share transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on 22 August 2019, Thursday.
6. Subject to the approval of the final dividend by the Shareholders at the forthcoming AGM, for the purposes of ascertaining the entitlement to the final dividend, the register of members of the Company will be closed from 9 September 2019, Monday to 10 September 2019, Tuesday (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on 6 September 2019, Friday.
7. All proposed ordinary resolutions set out in this notice will be voted by Shareholders of the Company and by way of a poll as required under the Listing Rules. The poll results will be published on the website of the Company (www.ableeng.com.hk) and the website of The Stock Exchange (www.hkexnews.hk) following the AGM.
8. Shares abstained (if any) will not be counted in the calculation of the required majority.
9. The registration for attending the AGM will start at 9:25 a.m. on 28 August 2019, Wednesday.
10. In the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is in effect at any time between 7:30 a.m. and 9:30 a.m. on the day of the AGM, the AGM may be postponed to a later date and/or time as determined by the Company. If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of The Stock Exchange to notify Shareholders that the AGM has been postponed (however, a failure to post such a notice shall not affect the postponement of such AGM). The Shareholders may also telephone the Company's hotline on (852) 2796 0960 to enquire whether the AGM has been postponed. When the date, time and location of the rescheduled AGM has been fixed, the Company will post a further announcement on its website and on the website of The Stock Exchange to notify Shareholders of the date, time and location of the rescheduled AGM. At least seven clear days' notice shall be given of the rescheduled AGM. Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.

11. As at the date hereof, the Board comprises six executive Directors, namely, Mr. NGAI Chun Hung (Chairman), Mr. IP Yik Nam (Chief Executive Officer), Mr. YAU Kwok Fai, Mr. YAM Kui Hung, Mr. LAU Chi Fai, Daniel and Mr. CHEUNG Ho Yuen and three independent non-executive Directors, namely, Dr. LI Yok Sheung, Ms. MAK Suk Hing and Ms. LEUNG Yuen Shan, Maisy.
12. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.