



A.Plus Group Holdings Limited

優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8251)

PROCEDURES FOR SHAREHOLDERS TO CONVENE GENERAL MEETINGS

The following procedures are subject to the memorandum and articles of association of A.Plus Group Holdings Limited (the “**Company**”) (as amended from time to time) (the “**M&A**”), and the applicable laws and regulations, in particular the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) (as amended from time to time).

ANNUAL GENERAL MEETING (AGM)

- The Company holds a general meeting as its annual general meeting (the “**AGM**”) every year.
- There are no provisions governing shareholders’ rights to put forward proposals or move resolutions at an AGM under the M&A or the laws of the Cayman Islands. Shareholders of the Company (the “**Shareholders**”) who wish to put forward proposals or move a resolution may however, require an extraordinary general meeting (the “**EGM**”) to be called by the Board by following the procedures below.

EXTRAORDINARY GENERAL MEETING (EGM)

Procedures for shareholders to require an EGM (including making proposals/moving a resolution at the EGM) to be called by the Board

- Any 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 carrying the right of voting at general meetings of the Company (the “**Eligible Shareholder(s)**”) shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the “**Company Secretary**”), to require an EGM to be called by the Board for the transaction of any business specified in such requisition, including putting forward proposals or moving a resolution at the EGM.

- Eligible Shareholders who wish to require an EGM to be called by the Board for the purpose of making proposals or moving a resolution at the EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong, for the attention of the Company Secretary.
- The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM, the agenda of the EGM including the details of the business(es) proposed to be transacted at the EGM, signed by the Eligible Shareholder(s) concerned.
- The Company will check the Requisition and the identity and the shareholding of the Eligible Shareholder will be verified with the Company’s branch share registrar. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM within 2 months and/or include the proposal or the resolution proposed by the Eligible Shareholder at the EGM after the deposit of the Requisition. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not convene an EGM and/or include the proposal or the resolution proposed by the Eligible Shareholder at the EGM.
- If within 21 days of the deposit of the Requisition, the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the M&A, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

Hong Kong, 18 April 2016

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.