
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 stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountants or other professional advisers.

If you have sold or transferred all your shares in **Novacon Technology Group Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Novacon Technology Group Limited

連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED ADOPTION OF NEW ARTICLES, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit 13, 1/F, Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 28 July 2022 at 10:00 a.m. is set out on pages 38 to 44 of this circular. A proxy form for use at the annual general meeting is also enclosed. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.novacontechgroup.com).

Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Tuesday, 26 July 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish and in such event the proxy form shall be deemed to be revoked.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at www.novacontechgroup.com. References to dates and time in this circular are to Hong Kong dates and time.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the meeting with a view to addressing the risk of infection to attendees, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check (anyone with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue); (b) complete a health declaration, which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the meeting venue; (ii) attendees who are subject to health quarantine order prescribed by the Hong Kong Government within 14 days of the date of the meeting not being admitted to the meeting venue; (iii) all attendees being required to wear surgical masks throughout the meeting; (iv) each attendee being assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. The Company strongly recommends shareholders to exercise their rights to vote at the meeting by appointing the chairman of the meeting as their proxies and to return their proxy forms by the time specified above, instead of attending the meeting in person.

28 June 2022

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Amendments”	the proposed amendments to the Articles as set out in Appendix III to this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 13, 1/F, Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, on Thursday, 28 July 2022 at 10:00 a.m., or any adjournment thereof
“Articles”	the existing articles of association of the Company adopted pursuant to a special resolution passed by the Shareholders on 29 March 2019
“associate”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	audit committee of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented from time to time
“Company”	Novacon Technology Group Limited 連成科技集團有限公司, a company incorporated as an exempted company in the Cayman Islands with limited liability on 7 February 2018 and the issued Shares of which are listed on GEM (stock code: 8635)
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“COVID-19”	the novel coronavirus disease
“Director(s)”	the director(s) of the Company

DEFINITIONS

“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 June 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	2 May 2019, being the date on which the Shares are first listed and from which dealings in the Shares are permitted to take place on GEM
“New Articles”	the amended and restated Articles incorporating the proposed Amendments to be considered, and if thought fit, adopted by the Shareholders at the Annual General Meeting
“no(s).”	number(s)
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares

DEFINITIONS

“Share Issue Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution approving such mandate
“Share Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares of not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution approving such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM 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 from time to time
“Tricor”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited
“%”	per cent

Novacon Technology Group Limited
連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

Executive Directors:

Mr. Chung Chau Kan (*Chief Executive Officer*)

Mr. Wong Wing Hoi

Non-executive Director:

Mr. Wei Ming (*Chairman*)

Independent non-executive Directors:

Mr. Moo Kai Pong

Mr. Lo Chi Wang

Mr. Wu Kin San Alfred

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Office E, 17th Floor,

EGL Tower,

No. 83 Hung To Road,

Kwun Tong, Kowloon

Hong Kong

28 June 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
NEW SHARES AND TO REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF NEW ARTICLES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM relating to (amongst others): the granting to the Directors of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring Directors and the adoption of the New Articles, and to give you the notice of the AGM at which your approval of the relevant resolutions relating to these matters will be sought at the AGM.

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

On 28 July 2021, a general mandate was granted to the Directors to exercise powers of the Company to allot and issue new Shares. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to approve the Share Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares.

As at the Latest Practicable Date, the Company had 400,000,000 Shares in issue. Subject to the passing of the resolution approving the Share Issue Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to allot, issue or deal with a maximum of 80,000,000 additional Shares, representing not more than 20% of the total number of issued Shares as at the Latest Practicable Date. An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors do not have immediate plan to issue any new Shares pursuant to the Share Issue Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions nos. 5 and 7, of the notice of the AGM respectively.

3. SHARE REPURCHASE MANDATE

On 28 July 2021, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to approve the Share Repurchase Mandate.

As at the Latest Practicable Date, the Company had 400,000,000 Shares in issue. Subject to the passing of the resolution approving the Share Repurchase Mandate, assuming that no further Shares are issued and no Shares are repurchased and cancelled prior to the AGM, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate will be 40,000,000 Shares, representing not more than 10% of the total number of issued Shares as at the Latest Practicable Date.

The Directors do not have immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate but consider that the Share Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company.

An explanatory statement required under Rule 13.08 of the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

The Share Issue Mandate and the Share Repurchase Mandate, if approved at the AGM, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held or until the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, namely Mr. Chung Chau Kan, Mr. Wong Wing Hoi, Mr. Wei Ming, Mr. Moo Kai Pong, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred.

In accordance with the Article 84 of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been 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, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred will retire at the AGM by rotation and, being eligible, offer themselves for re-election.

Recommendation of the Nomination Committee

In considering and proposing the re-election of the above retiring Directors at the AGM, the Nomination Committee has evaluated the performance of each of the retiring Directors and found their performance satisfactory. The Nomination Committee has assessed and received the annual independence confirmations pursuant to Rule 5.09 of the GEM Listing Rules from each of the independent non-executive Directors and consider that all of them, including Mr. Lo Chi Wang and Mr. Wu Kin San Alfred, remain independent. In addition, the Nomination Committee has considered the Board diversity from a range of diversity perspectives with reference to the Company's business and corporate strategy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on meritocracy, and candidates shall be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

LETTER FROM THE BOARD

Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the retiring Directors, namely Mr. Lo Chi Wang and Mr. Wu Kin San Alfred, stand for re-election as Directors at the AGM.

Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ADOPTION OF NEW ARTICLES

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a set of “Core Standards” for shareholder protections for issuers.

Furthermore, the Company proposes to modernise and provide flexibility to the Company in relation to the conduct of general meetings. As such, the Board proposes the Amendments for the purposes of, among others, (i) allow a general meeting to be held by electronic means or in the form of a hybrid meeting; (ii) ensuring the Articles complies with the latest requirements of the GEM Listing Rules and applicable laws of the Cayman Islands; and (iii) make certain minor housekeeping amendments to the Articles, subject to the passing of the special resolution, with effect from the conclusion of the Annual General Meeting. Details of the proposed Amendments are set out in Appendix III of this circular.

The Company has been advised by its legal advisers that the proposed Amendments conform to the requirements of the GEM Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the proposed Amendments to the Articles for a company listed on the Stock Exchange.

The proposed adoption of the New Articles is subject to the passing of a special resolution by the Shareholders at the AGM.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 38 to 44 of this circular.

LETTER FROM THE BOARD

7. DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

Subject to approval by the Shareholders at the AGM, a final cash dividend of HK\$0.002 per Share will be declared to those Shareholders whose names appear on the register of members of the Company on Wednesday, 3 August 2022 (the record date) and the final dividend will be paid on or before Wednesday, 24 August 2022. In order to qualify for the proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 August 2022.

For determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 July 2022 to Thursday, 28 July 2022, both days inclusive, during which period no transfer of Shares will be registered and no Share will be issued upon exercise of the share options granted by the Company. In order to qualify for attendance and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 July 2022.

8. PROXY ARRANGEMENT

A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.novacontechgroup.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Tuesday, 26 July 2022) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish and in such event the proxy form shall be deemed to be revoked.

9. VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 66 of the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the 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. The chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the AGM.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate, the granting of the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors, the adoption of the New Articles and the declaration of final dividend are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to the aforesaid matters.

12. MISCELLANEOUS

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

Yours faithfully,
By order of the Board
Novacon Technology Group Limited
Wei Ming
Chairman and non-executive Director

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

Exercise in full of the Share Repurchase Mandate, on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no Shares will be allotted, issued or repurchased by the Company prior to the AGM, would result in up to 40,000,000 Shares (which must be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that the grant of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares would only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the Companies Act and any applicable laws and regulations. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, in the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

4. **IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. **TAKEOVERS CODE**

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

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, Mr. Chung Chau Kan, together with his associates and parties acting in concert with him ("**Mr. Chung's Group**"), directly or indirectly, own an aggregate of 90,000,000 Shares, representing 22.5% of the issued share capital of the Company. Mr. Wei Ming, together with his associates and parties acting in concert with him ("**Mr. Wei's Group**"), directly or indirectly own an aggregate of 210,000,000 Shares, representing 52.5% of the issued share capital of the Company. Upon full exercise of the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of Mr. Chung's Group would be increased to 25% of the issued share capital of the Company while that of Mr. Wei's Group would be increased to approximately 58.3% of the issued share capital of the Company. Such increases would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Company undertakes not to repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares or the prescribed minimum percentage determined by the Stock Exchange.

6. **GENERAL**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they would exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and all applicable laws of the Cayman Islands in force from time to time.

To the best of the Directors' knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is granted by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Share Repurchase Mandate is granted by the Shareholders.

7. SHARES REPURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) from the Listing Date to the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices of the Shares traded on GEM in the previous twelve months up to the Latest Practicable Date were as follows:

Year	Month	Price per Share	
		Highest HK\$	Lowest HK\$
2021	June	0.113	0.100
	July	0.197	0.102
	August	0.155	0.130
	September	0.145	0.117
	October	0.147	0.126
	November	0.275	0.112
	December	0.140	0.119
2022	January	0.151	0.127
	February	0.135	0.120
	March	0.126	0.099
	April	0.151	0.111
	May	0.129	0.104
	June (up to the Latest Practicable Date)	0.128	0.105

Below are the particulars of the retiring Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:

(1) Mr. Lo Chi Wang (羅智弘), aged 44, independent non-executive Director

Position and Experience

Mr. Lo Chi Wang (羅智弘), aged 44, was appointed as an independent non-executive Director on 29 March 2019 and is currently the chairman of the Audit Committee. He is primarily responsible for providing independent advice to the Board.

Mr. Lo has over 18 years of experience in accounting and finance field. Mr. Lo's experience in auditing and tax advisory services was gained from his various positions in Deloitte Touche Tohmatsu. Mr. Lo was the financial controller of Sino Grandness Food Industry Group Limited (stock code: T4B, a company listed on the Singapore Stock Exchange) and has participated in the preparation of initial public offering project in the private sector. He has been the financial controller of Hung Fook Tong Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1446). Mr. Lo was an independent non-executive director of Dragon Rise Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 6829) from January 2018 to September 2021. Save as disclosed above, Mr. Lo has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and has not held any other position with any members of the Group nor other major appointments.

Mr. Lo obtained a degree of Bachelor of Arts (Honours) in Accounting from Manchester Metropolitan University in Manchester, United Kingdom. He is a fellow member of both the Association of Chartered Certified Accountants and HKICPA, and a member of CPA Australia. He has been appointed as a co-opted member of Moderation Sub-groups under Qualification and Examinations Board ("QEB") of HKICPA since 2019 and a board member of QEB since 2021.

Length of service and emoluments

Mr. Lo has entered into a letter of appointment with the Company on 7 April 2019 for a fixed term of three years commencing from the Listing Date, subject to the provision of retirement and rotation of the Directors under the Articles. The letter of appointment was renewed on 2 May 2022 for a term commencing from 2 May 2022, renewable automatically for successive terms of three years. Either party may, after the expiry of the three years of the service under the letter of appointment, terminate the appointment with or without cause by giving to the other party not less than three months' notice in writing. Mr. Lo is currently entitled to receive an annual director's fee of HK\$126,600, which is determined with reference to his duties and responsibilities and prevailing market rate.

Relationships

Mr. Lo does not have any relationship with any Directors, senior management of the Company, substantial shareholders or controlling shareholders.

Interest in Shares

As at the Latest Practicable Date, Mr. Lo was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporation pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Lo that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

(2) Mr. Wu Kin San Alfred (胡健生), aged 40, independent non-executive Director**Position and Experience**

Mr. Wu Kin San Alfred (胡健生), aged 40, was appointed as an independent non-executive Director on 29 March 2019 and is currently a member of each of the Audit Committee, Remuneration Committee and Nomination Committee. He is primarily responsible for providing independent advice to the Board.

Mr. Wu has approximately 18 years of experience in auditing, corporate finance and investment banking. He is currently the managing director of the corporate finance department of Fortune Financial Capital Limited, a subsidiary of China Fortune Financial Group Limited which is a company listed on the Main Board of the Stock Exchange (stock code: 290). He joined the corporate finance department of Fortune Financial Capital Limited as an executive director in April 2016.

Since February 2018, he has been an independent non-executive director of Tongda Hong Tai Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2363). Save as disclosed above, Mr. Wu has not held any directorship in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and has not held any other position with any members of the Group nor other major appointments.

Mr. Wu obtained a degree of Bachelor of Arts in Accounting and Financial Analysis and a Master's degree of Arts in International Financial Analysis from University of Newcastle upon Tyne (currently known as Newcastle University), the United Kingdom, in July 2002 and December 2003, respectively. He was admitted as a member of the HKICPA in March 2009.

Length of service and emoluments

Mr. Wu has entered into a letter of appointment with the Company on 7 April 2019 for a fixed term of three years commencing from the Listing Date, subject to the provision of retirement and rotation of the Directors under the Articles. The letter of appointment was renewed on 2 May 2022 for a term commencing from 2 May 2022, renewable automatically for successive terms of three years. Either party may, after the expiry of the three years of the service under the letter of appointment, terminate the appointment with or without cause by giving to the other party not less than three months' notice in writing. Mr. Wu is currently entitled to receive an annual director's fee of HK\$126,600, which is determined with reference to his duties and responsibilities and prevailing market rate.

Relationships

Mr. Wu does not have any relationship with any Directors, senior management of the Company, substantial shareholders or controlling shareholders.

Interest in Shares

As at the Latest Practicable Date, Mr. Wu was not interested or deemed to be interested in any Shares, underlying Shares or debentures of the Company or its associated corporation pursuant to Part XV of the SFO.

Matters that need to be brought to the attention of the Shareholders

Saved as disclosed above, there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Wu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

- (8) By adding the following definition immediately after the definition of “Company”:

“Company’s website” the website of the Company to which any Member may have access, the address or domain name of which has been notified to the shareholder’s at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 159 or, as subsequently amended by notice given to the Members in accordance with Article 158.

- (9) By adding the following definitions immediately after the definition of “dollars” and “\$”:

“electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.

“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.

- (10) By adding the following definitions immediately after the definition of “head office”:

“HKSCC” Hong Kong Securities Clearing Company Limited.

“hybrid meeting” a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.

“Listing Rules” rules of the Designated Stock Exchange.

“Meeting Location” has the meaning given to it in Article 64A.

- (11) By deleting the definition “Law” in its entirety.

- (12) By adding the following definitions immediately after the definition of “paid up”:

“physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.

“Principal Meeting Place” has the meaning given to it in Article 59(2).

- (13) By adding the following definition immediately after the definition of “Statutes”:

“subsidiary” has the meaning ascribed to it by section 15 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as in force at the adoption of these Articles.

Articles 2(2)

- (14) By deleting the Article 2(2)(e) in its entirety and replacing it with the following:

“expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;”

- (15) By deleting the Article 2(2)(h) in its entirety and replacing it with the following:

“references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a Notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;”

- (16) By deleting the words “Electronic Transactions Law (2003)” and replacing them with “Electronic Transactions Act (2003)” in Article 2(2)(i).

- (17) By adding the following as Articles 2(2)(j), 2(2)(k), 2(2)(l), 2(2)(m) and 2(2)(n) respectively after Article 2(2)(i):

“(j) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;”

“(k) references to a meeting shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;”

“(l) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;”

“(m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and”

“(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.”

Articles 8 and Article 9

(18) By deleting the Article 9 in its entirety and re-numbering Article 8(1) as Article 8 and Article 8(2) as Article 9.

Article 10(a)

(19) By adding the words “or a postponed meeting” immediately after the words “... other than at an adjourned meeting” and the words “or postponed” immediately after the words “... of that class and at any adjourned” in Article 10(a).

Article 10(b)

(20) By deleting the words “on a poll” immediately after the words “the class shall be entitled”.

Article 16

(21) By adding the words “or imprinted” immediately before the words “to a share certificate”.

Article 51

(22) By adding the words “announcement or by electronic communication or by” immediately after the words “after notice has been given by”.

(23) By adding the words “The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.” at the end.

Article 55(2)(c)

- (24) By deleting Article 55(2)(c) in its entirety and replacing it with the following:

“the Company has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.”

Article 56

- (25) By deleting Article 56 in its entirety and replacing it with the following:

“An annual general meeting of the Company shall be held in each financial year (within a period of not more than six (6) months after the end of the Company’s financial year, unless a longer period would not infringe the Listing Rules, if any).”

Article 57

- (26) By deleting the words “General meetings may be held in any part of the world as may be determined by the Board.” and replacing it with the following words at the end of Article 57:

“All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.”

Article 58

- (27) By deleting Article 58 in its entirety and replacing it with the following:

“The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members 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 shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, 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.”

Article 59(1)

- (28) By deleting the words “and not less than twenty (20) clear business days” immediately after the words “not less than twenty-one (21) clear days” and deleting the words “and not less than ten (10) clear business days” immediately after the words “not less than fourteen (14) clear days”.

Article 59(2)

- (29) By deleting Article 59(2) in its entirety and replacing it with the following:

“The Notice shall specify the (a) the day and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A the principal place of the meeting (the “**Principal Meeting Place**”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such Notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a Member and to each of the Directors and the Auditors.”

Article 61(2)

- (30) By deleting Article 61(2) in its entirety and replacing it with the following:

“No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy shall form a quorum for all purposes.”

Article 62

- (31) By deleting the words “and place or to such time and place as the Board may determine” and replacing them by the words “and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine”

Article 63

- (32) By deleting Article 63 in its entirety and replacing it with the following:

“The chairman of the Board or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman or vice chairman of the Company or if there is more than one deputy chairman or vice chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman or vice chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.”

Article 64

- (33) By deleting Article 64 in its entirety and replacing it with the following:

“Subject to Article 64C, the chairman of the meeting may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days’ Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.”

- (34) By adding the following Articles 64A, 64B, 64C, 64D, 64E, 64F and 64G immediately after Article 64:

“64A.(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“**Meeting Location(s)**”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

- (2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:

- (a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

- (b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting;
- (d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting."

"64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any

such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.”

“64C. If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.”

“64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall

also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.”

“64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company’s website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 71, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.”

“64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.”

“64G. Without prejudice to other provisions in Article 64, a physical meeting may also 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 in person at such meeting.”

Article 66

(35) By deleting Article 66 in its entirety and replacing it with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable

opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

- (2) In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member shall be deemed to be the same as a demand by the Member.”

Article 72(2)

- (36) By adding the words “or postponed meeting” immediately after the words “adjourned meeting” in Article 72(2).

Article 73

- (37) By re-numbering Article 73(2) as Article 73(3) and adding the following as Article 73(2):

“All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

Article 74

- (38) By adding the words “or postponed meeting” immediately after the words “adjourned meeting” wherever they appear in Article 74.

Article 77

(39) By deleting Article 77 in its entirety and replacing it with the following:

“77. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

- (2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked."

Article 78

- (40) By adding the words "or postponement" immediately after the words "any adjournment" in Article 78.

Article 79

- (41) By adding the words "or postponed meeting" immediately after the words "adjourned meeting" in Article 79.

Article 81(2)

- (42) By adding the words "the right to speak and" immediately before the words "where a show of hands is allowed" in Article 81(2).

Article 83(3)

(43) By deleting Article 83(3) in its entirety and replacing it with the following:

“The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Members in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

Article 83(6)

(44) By adding the word “of” immediately after the words “ordinary resolution”.

Article 100(1)

(45) By deleting Article 100(1) in its entirety and replacing it with the following:

“A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company."

Article 111

- (46) By adding the words ", postpone" immediately after the word "adjourn" in Article 111.

Article 112

- (47) By deleting Article 112 in its entirety and replacing it with the following:

"A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required to do so by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine."

Article 113(2)

- (48) By adding the words ", electronic" immediately after the words "conference telephone".

Article 115

- (49) By adding the words “or vice chairman” immediately after the words “deputy chairman” wherever they may appear in Article 115.

Article 119

- (50) By adding the following words immediately after the words “shall be treated as valid.” in Article 119:

“A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article.”

Article 152(2)

- (51) By replacing the word “special” with “ordinary” in Article 152(2).

Article 154

- (52) By deleting the Article 154 in its entirety and replacing it with the following:

“The remuneration of the Auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the Members may determine by a body that is independent of the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.”

Article 155

- (53) By deleting the Article 155 in its entirety and replacing it with the following:

“The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.”

Article 158

(54) By deleting the Article 158 in its entirety and replacing it with the following:

“158. (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;
- (f) by publishing it on the Company’s website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”); or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

- (2) The notice of availability may be given by any of the means set out above other than by posting it on a website.
- (3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language."

Article 159

- (55) By deleting the Article 159(d) in its entirety, re-numbering Article 159(c) as Article 159(d) and adding the following as Article 159(c):

"if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;"

- (56) By adding the following as Article 159(e):

"if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears."

Article 162(1)

- (57) By deleting the word “The” at the first of Article 162(1) and replacing it by the words “Subject to Article 162(2), the”.

Article 167

- (58) By adding the following as Article 167 immediately after Article 166:

“FINANCIAL YEAR

167. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.”

NOTICE OF ANNUAL GENERAL MEETING

Novacon Technology Group Limited 連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Novacon Technology Group Limited (the “**Company**”) will be held at Unit 13, 1/F, Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 28 July 2022 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company for the year ended 31 March 2022 and the reports of the directors and the independent auditor of the Company.
2. To approve a final dividend of HK\$0.002 per share for the year ended 31 March 2022.
3. (a) To re-elect the following directors of the Company (the “**Directors**”):
 - (i) To re-elect Mr. Lo Chi Wang as an independent non-executive Director; and
 - (ii) To re-elect Mr. Wu Kin San Alfred as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Baker Tilly Hong Kong Limited as auditor of the Company for the ensuing year and to authorise the Board to fix their remuneration.
5. To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of the Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and

NOTICE OF ANNUAL GENERAL MEETING

options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution (otherwise than pursuant to (i) a Rights Issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and 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**”), or (v) any specific authority granted by the shareholders in general meeting) shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this resolution.”
7. “**THAT** subject to the passing of ordinary resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 5 above be and is hereby extended by the addition to the total number of Shares in issue which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of a number representing the total number of Shares repurchased by the Company pursuant to ordinary resolution no. 6 above, provided that such extended number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversions of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

SPECIAL RESOLUTION

8. “**THAT** the Articles be amended in the manner as set out in the circular of the Company dated 28 June 2022 (the “**Circular**”); the amended and restated Articles in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing Articles with immediate effect after the close of the meeting; and that any one of the directors of the Company be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated Articles.”

By Order of the Board
Novacon Technology Group Limited
Wei Ming
Chairman and non-executive Director

Hong Kong, 28 June 2022

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

*Head office and principal place of
business in Hong Kong:*
Office E, 17th Floor
EGL Tower
No. 83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting 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 GEM Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more Shares) to attend and vote in his stead. A proxy need not be a Shareholder. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, 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. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (“**Tricor**”), at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Tuesday, 26 July 2022) or any adjournment thereof.
4. For determining the eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 25 July 2022 to Thursday, 28 July 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attendance and voting at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 22 July 2022.

Subject to approval by the Shareholders, a final cash dividend of HK\$0.002 per share will be declared to those Shareholders whose names appear on the register of members of the Company on Wednesday, 3 August 2022 (the record date). In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 August 2022.

5. With regard to resolutions nos. 3(a)(i) to (ii) set out in this notice, details of the retiring Directors are set out in Appendix II to the circular of the Company dated 28 June 2022 (“**Circular**”).
6. In connection with the proposed share repurchase mandate under ordinary resolution no. 6, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the Circular.
7. References to dates and time in this notice are to Hong Kong dates and time.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Company’s website (www.novacontechgroup.com) and the Stock Exchange’s website (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.
9. As at the date of this notice, the Board comprises Mr. Chung Chau Kan as an executive Director and the chief executive officer and Mr. Wong Wing Hoi as an executive Director, Mr. Wei Ming as the chairman of the Board and the non-executive Director, and Mr. Moo Kai Pong, Mr. Lo Chi Wang and Mr. Wu Kin San Alfred as the independent non-executive Directors.
10. Considering the outbreak of the coronavirus disease (COVID-19), certain measures will be implemented at the meeting with a view to addressing the risk of infection to attendees, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check (anyone with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue); (b) complete a health declaration, which may be used for contact tracing, if required; and (c) wear surgical masks prior to admission to the meeting venue; (ii) attendees who are subject to health quarantine order prescribed by the Hong Kong Government within 14 days of the meeting not being admitted to the meeting venue; (iii) all attendees being required to wear surgical masks throughout the meeting; (iv) each attendee being

NOTICE OF ANNUAL GENERAL MEETING

assigned a designated seat at the time of registration to ensure social distancing; and (v) no refreshment packs or coffee/tea being provided. Instead, the Company will make a donation to a non-profit making organisation.

Under the current Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) and Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong), in addition to the precautionary measures for the meeting as stated in the Circular, the Company will take the following additional measures at the meeting to prevent and control the spreading of the COVID-19 pandemic, which all persons attending in person at the meeting are required to comply with, including:

- (a) scanning the “LeaveHomeSafe” venue QR code;
- (b) complying with the requirements of the “Vaccine Pass Direction” as defined under Chapter 599L;
- (c) the Shareholders or proxies or corporate representatives admitted to the meeting venue will be on a “first-come-first-served” basis in order to maintain social distancing requirement imposed by the Hong Kong Government; and
- (d) any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Hong Kong Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

Shareholders are recommended to check the aforesaid regulations and directions before attending the meeting. The Company reminds attendees that they should carefully consider the risks of attending the meeting, taking into account their own personal circumstances. The Company will keep the evolving COVID-19 situation under review and may implement additional measures (if any) to be announced closer to the date of the meeting.

To the extent permitted under the laws, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the attendees at the meeting.

The Company reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person. The Company also encourages the Shareholders to watch the websites of the Company and the Stock Exchange for any updates in relation to the meeting that may need to be provided.