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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ITE (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy 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.

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

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### ITE (HOLDINGS) LIMITED

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8092)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening the extraordinary general meeting of the Company to be held at Units C & D, 1/F., Por Yen Building, 478 Castle Peak Road, Kowloon, Hong Kong on Tuesday, 3 January 2023 at 2:30 p.m. is set out on pages 58 to 60 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company’s registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish and in such event the proxy shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of attending shareholders and proxies and to reduce the risk of COVID-19 spreading, the following precautionary measures will be taken at the meeting of the Company:

- (i) compulsory body temperature checks
- (ii) wearing a surgical face mask throughout the meeting and inside the meeting venue
- (iii) maintain a safe distance between seats
- (iv) no refreshment and corporate gift

**Shareholders are strongly encouraged to appoint the Chairman of the meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting of the Company in person.**

*This circular will remain on the “Latest Listed Company Announcements” page of the Exchange’s website at [www.hkexnews.com](http://www.hkexnews.com) for at least 7 days from its date of publication and on the website of the Company at [www.hkite.com](http://www.hkite.com).*

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a high investment risk may be attached than other companies listed on the 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.

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	2
Proposed Amendments to the Articles of Association and the Adoption of the Amended and Restated Articles of Association. ....	3
Closure of Register of Members. ....	3
EGM. ....	3
Responsibility Statement .....	4
Recommendation .....	4
General. ....	4
<b>Appendix</b> — <b>Proposed Amendments to the Articles of Association.</b> .....	5
<b>Notice of EGM</b> .....	58

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## DEFINITIONS

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

“Amended and Restated Articles of Association”	the amended and restated articles of association of the Company as proposed to be adopted at the EGM, details of which are set out in the Appendix of this circular
“Articles of Association”	the existing articles of association of the Company
“Board”	the board of Directors from time to time
“Company”	ITE (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Directors”	the directors of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be held at Units C & D, 1/F., Por Yen Building, 478 Castle Peak Road, Kowloon, Hong Kong on Tuesday, 3 January 2023 at 2:30 p.m., notice of which is set out on pages 58 to 60 of this circular
“Exchange”	The Stock Exchange of Hong Kong Limited
“GEM”	GEM of the Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 December 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in the Appendix of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time

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## LETTER FROM THE BOARD

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### **ITE (HOLDINGS) LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8092)**

*Executive Directors:*

Mr. Lau Hon Kwong, Vincent

Mr. Cheng Kwok Hung

Mr. Liu Hoi Wah

*Independent non-executive Directors:*

Mr. Kam Hau Choi, Anthony

Mr. Wong Wang Fat, Andrew

Mr. Wai Hing Cheung

*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:*

Units C & D, 1/F

Por Yen Building

478 Castle Peak Road

Kowloon

Hong Kong

6 December 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
THE ADOPTION OF THE AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolution to be proposed at the EGM for the approval of the Proposed Amendments and the adoption of the Amended and Restated Articles of Association of the Company, and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the resolution to be proposed.

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## LETTER FROM THE BOARD

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### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes to amend the Articles of Association and adopt the Amended and Restated Articles of Association in order to (i) bring the Articles of Association in line with the latest amendments made to Appendix 3 of the GEM Listing Rules with took effect on 1 January 2022 and the applicable laws of the Cayman Islands; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) incorporate certain housekeeping amendments. Appendix 3 of the GEM Listing Rules sets out a set of core shareholder protection standards for GEM listed companies.

Details of Proposed Amendments are set out in the Appendix to this circular. The Chinese translation of the Proposed Amendments set out in the Chinese version of this circular is for reference only. In case there are any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.

The legal advisers to the Company as to the applicable laws of Hong Kong and the Cayman Islands have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the GEM Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a company listed on the Exchange.

The Proposed Amendments and adoption of the Amended and Restated Articles of Association are subject to approval by the Shareholders by way of a special resolution at the EGM, and the Amended and Restated Articles of Association will become effective upon the closing of the EGM.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members will be closed from Wednesday, 28 December 2022 to Tuesday, 3 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of extraordinary general 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, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 23 December 2022.

### **EGM**

A notice convening the EGM to be held at Units C & D, 1/F., Por Yen Building, 478 Castle Peak Road, Kowloon, Hong Kong on Tuesday, 3 January 2023 at 2:30 p.m. is set out on pages 58 to 60 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183

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## LETTER FROM THE BOARD

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Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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. Therefore, all resolutions proposed at the EGM shall be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

An announcement on the poll results will be published by the Company after the EGM in accordance with Rule 17.47(5) of the GEM Listing Rules.

### **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 in this circular with regard to the Group. 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.

### **RECOMMENDATION**

The Directors consider that the proposed resolution to approve the Proposed Amendments and the adoption of the Amended and Restated Articles of Association is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### **GENERAL**

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the EGM and is required to abstain from voting on the resolution(s) to be proposed at the EGM.

Yours faithfully  
By Order of the Board  
**ITE (Holdings) Limited**  
**Lau Hon Kwong Vincent**  
*Chairman*

*Details of the Proposed Amendments are set out below:*

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	<b>COVER PAGE</b>		
	<u>ARTICLES OF ASSOCIATION</u>		<u>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</u>
	<u>OF</u>		<u>OF</u>
	<u>ITE (HOLDINGS) LIMITED</u>		<u>ITE (HOLDINGS) LIMITED</u>
	(adopted by a written resolution passed by all members of the Company on 12 February, 2001)		(adopted <b>pursuant to</b> a <del>written</del> <b>special</b> resolution passed <del>by all members of the Company at the extraordinary general meeting held on 12 February, 2001</del> <b>3 January 2023</b> )
	THE COMPANIES LAW (2000 REVISION) EXEMPTED COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION		THE COMPANIES LAW ACT (2000 REVISION <b>AS REVISED</b> ) EXEMPTED COMPANY LIMITED BY SHARES <b>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</b>
	OF		OF
	ITE (HOLDINGS) LIMITED		ITE (HOLDINGS) LIMITED <b>(Adopted at the extraordinary general meeting held on 3 January 2023)</b>
	<b>PRELIMINARY</b>		
1(A)	Marginal notes etc.	1(A)	Marginal notes etc.
	The regulations contained or incorporated in Table A of the Schedule to the Companies Law (2000 Revision) shall not apply to this Company.		The regulations contained or incorporated in Table A of the Schedule to the Companies <del>Law Act, Chapter 22 (Act 3 of 1961, as consolidated and revised)</del> (2000 Revision) shall not apply to this Company.
	Headings and marginal notes to, and the index of, these Articles do not form part of these Articles and shall not affect their interpretation and, in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:		Headings and marginal notes to, and the index of, these Articles do not form part of these Articles and shall not affect their interpretation and, in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:
	General		General
	“ these Articles” or “ these presents” shall mean these Articles of Association in their present form and all supplementary, amended or substituted Articles for the time being in force;		“-these Articles” or “these presents” shall mean these Articles of Association in their present form and all supplementary, amended or substituted Articles for the time being in force;
	“associates” shall have the meaning attributed to it in the rules of the Designated Stock Exchange;		“associates” <del>shall have the meaning attributed to it in the rules of the Designated Stock Exchange;</del>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	<p>“business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as business day;</p>		<p>“business day” shall mean a day on which <del>the Designated</del> Stock Exchange <b>of Hong Kong Limited</b> generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where <del>the Designated Stock Exchange of Hong Kong Limited</del> is closed for the business of dealing in securities in Hong Kong on a business day <del>by</del> <b>for the reason</b> of a Number 8 or higher <del>typhoon signal,</del> <del>black</del> <del>rainstorm</del> <del>w</del><b>Warning</b> or other similar event, such day shall for the purposes of these Articles be counted as <b>a</b> business day;</p>
	<p>“capital” shall mean the share capital from time to time of the Company;</p>		<p>“capital” shall mean the share capital <b>of the Company</b> from time to time <del>of the Company</del>;</p>
	<p>“the Chairman” shall mean, except in Article 132, the Chairman presiding at any meeting of shareholders or of the Directors;</p>		<p><del>“the Chairman” shall mean, except in Article 132, the Chairman presiding at any meeting of shareholders or of the Directors;</del></p>
	<p>“clear days” in relation to the period of a notice, shall mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p>		<p>“clear days” <b>shall mean</b>, in relation to the period of a notice, <del>shall mean</del> that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p>
	(Nil)		<p>“close associates” in relation to any Director, shall have the meaning as ascribed to it in the Listing Rules except that for purposes of Articles 107 where the transaction or arrangement to be approved by the Board is a connected transaction under Chapter 14A of the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;</p>
	(Nil)		<p><b>“the Chairman” shall mean, except in Article 132, the Chairman presiding at any meeting of shareholders or of the Directors;</b></p>
	<p>“clearing house” shall mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;</p>		<p>“clearing house” shall mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction <b>including but not limited to HKSCC</b>;</p>
	<p>“the Companies Law” shall mean The Companies Law (CAP.22) (2000 Revision) of the Cayman Islands, as amended from time to time;</p>		<p><del>“the Companies Law Act” shall mean The Companies Law Act, (Cap.22) (2000 Revision Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;</del></p>
	(Nil)		<p>“Company’s website” shall mean the website of the Company to which any shareholder may have access, the address or domain name of which has been notified to the shareholders at the time the Company seeks the relevant shareholder’s consent for the purposes of Article 180(B) or, as subsequently amended by notice given to the shareholders in accordance with Article 180;</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	<p>“Designated Stock Exchange” shall mean a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;</p>		<p><del>“Designated Stock Exchange” shall mean a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company;</del></p>
	<p>“electronic” shall have the meaning given to it in the Electronic Transactions Law;</p>		<p>“electronic” shall have the meaning given to it in the Electronic Transactions Law Act;</p>
	(Nil)		<p><b>“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;</b></p>
	(Nil)		<p><b>“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;</b></p>
	<p>“Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or so substituted therefore;</p>		<p>“Electronic Transactions Law Act” shall mean the Electronic Transactions Law Act (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or so substituted therefore;</p>
	(Nil)		<p><b>“HKSCC” means Hong Kong Securities Clearing Company Limited;</b></p>
	<p>“holding company” and “subsidiary” shall have the meanings ascribed to them by section 2 of the Companies Ordinance (Cap.32) of the laws of Hong Kong as in force at the adoption of these Articles;</p>		<p><del>“holding company” and “subsidiary” shall have the meanings ascribed to them by section 2 of the Companies Ordinance (Cap.32) of the laws of Hong Kong as in force at the adoption of these Articles;</del></p>
	<p>“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;</p>		<p>“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;</p>
	(Nil)		<p><b>“hybrid meeting” shall mean a general meeting convened for the (i) physical attendance by shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;</b></p>
	<p>“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited;</p>		<p>“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited;</p>
	(Nil)		<p><b>“Meeting Location” has the meaning given to it in Article 71A;</b></p>
	<p>“Newspapers”, in relation to the publication in newspapers of any notice, shall mean in English in one leading English language daily newspaper and (unless unavailable) in Chinese in one leading Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;</p>		<p>“Newspapers” shall mean, in relation to the publication in newspapers of any notice, shall mean in English in one leading English language daily newspaper and (unless unavailable) in Chinese in one leading Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(Nil)		<b>“Notice” shall mean written notice unless otherwise specifically stated and as further defined in these Articles;</b>
	(Nil)		<b>“physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</b>
	(Nil)		<b>“Principal Meeting Place” shall have the meaning given to it in Article 65;</b>
	“Seal” shall mean the common seal of the Company and any one or more duplicate seals (including securities seal) from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;		“Seal” shall mean the common seal of the Company and any one or more <del>duplicate facsimile</del> <del>seals (including securities seal)</del> from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;
	“Statutes” shall mean the Companies Law and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these presents;		“Statutes” shall mean the Companies <del>Law Act</del> and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these presents;
	(Nil)		<b>“subsidiary” shall have the meanings ascribed to it by section 15 of the Companies Ordinance (Cap. 622) of the laws of Hong Kong as in force at the adoption of these Articles;</b>
	(Nil)		<b>“substantial shareholder” shall mean a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules) of the voting power at any general meeting of the Company;</b>
1(B)	subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and	1(B)	subject to the foregoing provisions of this Article, any words or expressions defined in the Companies <del>Law Act</del> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and
1(D)	Ordinary Resolution  A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 65.	1(D)	Ordinary Resolution  A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such shareholders as, being entitled so to do, vote in person or, in the case of any shareholder being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting <b>held in accordance with these presents and</b> of which Notice has been duly given in accordance with Article 65.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
1(G)	<p>Ordinary Resolution effective as Special Resolution (Relevant Period only)</p> <p>Except during the Relevant Period, an Ordinary Resolution shall be effective of any purpose for which a Special Resolution is expressed to be required under any provision of these Articles.</p>	1(G)	<p><b>Intentionally deleted</b></p> <p><del>Ordinary Resolution effective as Special Resolution (Relevant Period only)</del></p> <p><del>Except during the Relevant Period, an Ordinary Resolution shall be effective of any purpose for which a Special Resolution is expressed to be required under any provision of these Articles.</del></p>
(Nil)		1(H)	<p>A reference to a meeting: shall mean a meeting convened and held in any manner permitted by these Articles and any shareholder 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.</p>
(Nil)		1(I)	<p>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.</p>
(Nil)		1(J)	<p>References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</p>
(Nil)		1(K)	<p>References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or 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.</p>
(Nil)		1(L)	<p>Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>SHARES, WARRANTS AND MODIFICATION OF RIGHTS</b>			
3	Issue of shares	3	Issue of shares
	Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Directors may determine) and any preference share maybe issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder.		Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Directors may determine) and any preference share maybe issued <b>with voting rights</b> on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder.
4	Subscription warrants	4	Subscription <del>w</del> Warrants
5(A)	How rights of shares may be modified (where more than one class of shares)	5(A)	How rights of shares may be modified (where more than one class of shares)
	If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two (2) persons holding (or, in the case of a shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two (2) shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them).		If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies <del>Law</del> Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum ( <del>other than at an adjourned meeting</del> ) shall be not less than two (2) persons holding (or, in the case of a shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued shares of that class, <del>that the quorum for any meeting adjourned for want of quorum shall be two (2) shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them).</del>
(Nil)		5(D)	No shares shall be issued to bearer.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>INITIAL AND ALTERATIONS OF CAPITAL</b>			
11(A)	Shares at disposal of Directors	11(A)	Shares at disposal of Directors
	All unissued shares and other securities of the Company shall be at the disposal of the Directors and they may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as they in their absolute discretion think fit, but so that no shares shall be issued at a discount. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Companies Law, if and so far as such provisions may be applicable thereto.		All unissued shares and other securities of the Company shall be at the disposal of the Directors and they may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as they in their absolute discretion think fit, but so that no shares shall be issued at a discount. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Companies <del>Law</del> <b>Act</b> , if and so far as such provisions may be applicable thereto.
12(A)	Company may pay commission	12(A)	Company may pay commission
	The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Law shall be observed and complied with, and in each case the commission shall not exceed ten per cent. of the price at which the shares are issued.		The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies <del>Law</del> <b>Act</b> shall be observed and complied with, and in each case the commission shall not exceed ten <b>(10)</b> per cent. of the price at which the shares are issued.
12(B)	Power to charge interest to capital	12(B)	Power to charge interest to capital
	If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one (1) year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies Law, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of the plant.		If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one (1) year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies <del>Law</del> <b>Act</b> , may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of the plant.
13(iv)	sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;	13(iv)	sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies <del>Law</del> <b>Act</b> , and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;
13(vi)	make provision for the issue and allotment of shares which do not carry any voting rights;	13(vi)	make provision for the issue and allotment of shares which do not carry any voting rights; <b>and</b>
13(vii)	change the currency of denomination of its share capital; and	13(vii)	change the currency of denomination of its share capital. <del>;</del> <b>and</b>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
13(viii)	reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law.	13(viii)	<b>The Company may apply share premium account in any manner permitted by the Statutes. The Company shall at all times comply with the provisions of the Statutes in relation to its share premium account.</b> <del>reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law.</del>

## PURCHASE OF OWN SECURITIES

15	Company may purchase its own shares and warrants	15	Company may purchase its own shares and warrants
	Subject to the Statutes, the power of the Company to purchase or otherwise acquire its shares (including its redeemable shares) and warrants or other securities for the subscription or purchase of its own shares (including redeemable shares) shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit provided that, in respect of a purchase of redeemable shares:		Subject to the Statutes, the power of the Company to purchase or otherwise acquire its shares (including its redeemable shares) and warrants or other securities for the subscription or purchase of its own shares (including redeemable shares) shall be exercisable by the Directors upon such terms and subject to such conditions as they think fit. <b>The Directors may accept for surrender for no consideration any full paid share.</b> <del>provided that, in respect of a purchase of redeemable shares:</del>
	(i) the price per share for purchases proposed to be made otherwise than by tender in the manner prescribed in (ii) below or on or through a stock exchange on which such shares are listed with the consent of the Company shall not exceed one hundred per cent. (100%) of the average closing prices for dealings in one or more board lots of such shares on the principal stock exchange on which the shares are traded for the five (5) trading days immediately before the date on which the purchase is made (whether conditionally or otherwise); and		(i) <del>the price per share for purchases proposed to be made otherwise than by tender in the manner prescribed in (ii) below or on or through a stock exchange on which such shares are listed with the consent of the Company shall not exceed one hundred per cent. (100%) of the average closing prices for dealings in one or more board lots of such shares on the principal stock exchange on which the shares are traded for the five (5) trading days immediately before the date on which the purchase is made (whether conditionally or otherwise); and</del>
	(ii) where any such purchase is proposed to be made by tender, tenders shall be made available to all holders of such shares on the same terms.		(ii) <del>where any such purchase is proposed to be made by tender, tenders shall be made available to all holders of such shares on the same terms.</del>

## REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES

17(A)	Share register	17(A)	Share register
	The Directors shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Law.		The Directors shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies <del>Law</del> <b>Act</b> .
17(B)	Share certificates	17(B)	Share certificates
	Subject to the provisions of the Companies Law, if the Directors consider it necessary or appropriate, the Company may establish and maintain a local or branch register of shareholders at such location as the Directors think fit and, while the issued share capital of the Company is, with the consent of the Directors, listed on any stock exchange in Hong Kong, the Company shall keep its principal or a branch register of shareholders in Hong Kong.		Subject to the provisions of the Companies <del>Law</del> <b>Act</b> , if the Directors consider it necessary or appropriate, the Company may establish and maintain a local or branch register of shareholders at such location as the Directors think fit and, while the issued share capital of the Company is, with the consent of the Directors, listed on any stock exchange in Hong Kong, the Company shall keep its principal or a branch register of shareholders in Hong Kong.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
17(C)	<p>The principal register and branch register of Members, as the case may be, shall be open to inspection at least two hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50, at the relevant Registration Office or such other place in the Cayman Islands at which the Register is kept in accordance with the Companies Law or, if appropriate, upon a maximum payment of \$10.00 at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any stock exchange in the Relevant Territory to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	17(C)	<p>The principal register and branch register of <b>Members shareholders maintained in Hong Kong</b>, as the case may be, shall be open to inspection at least two (2) hours <b>on during every business day hours</b> by <b>Members shareholders</b> without charge or by any other person, upon a maximum payment of \$ <b>Hong Kong dollars</b> 2.50, at the relevant Registration Office or such other place <del>in the Cayman Islands</del> at which the Register is kept in accordance with the Companies <del>Law Act</del> or, if appropriate, upon a maximum payment of \$ <b>Hong Kong dollars</b> 10.00 <b>or such lesser sum specified by the Board</b> at the Registration Office. The Register including any overseas or local or other branch register of <b>Members shareholders</b> may, after <b>terms equivalent to the section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) have been complied with</b> notice <del>has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any stock exchange in the Relevant Territory to that effect,</del> be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <b>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 shareholders by ordinary resolution, provided that the total number of days on which the Register is closed shall not be more than sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.</b></p>
18(A)	<p>Share certificates shall be issued within the relevant time limit as prescribed by the Statutes or as the stock exchange in the Relevant Territory may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgement of a transfer with the Company.</p> <p>Upon every transfer of shares the certificate held by the transferor shall be given up to be canceled, and shall forthwith be canceled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (B) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him at the aforesaid fee payable by the transferor to the Company in respect thereof.</p>	18(A)	<p>Share certificates shall be issued within the relevant time limit as prescribed by the Statutes or as the stock exchange in the Relevant Territory may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgement of a transfer with the Company.</p> <p>Upon every transfer of shares the certificate held by the transferor shall be given up to be canceled, and shall forthwith be canceled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (B) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him at the aforesaid fee payable by the transferor to the Company in respect thereof.</p>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
			<p>Every person whose name is entered as a shareholder in the register upon the issue and allotment of a share shall be entitled without payment to receive within ten (10) business days after allotment (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his shares, and in the case of a transfer or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the rules of the relevant stock exchange in Hong Kong, and in the case of any other shares, such sum in such currency as the Directors may from time to time determine to be reasonable in the territory in which the relevant register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate (or in the case an issue and allotment of a share for every certificate after the first certificate) as the Directors may from time to time determine, such number of certificates for shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>
18(B)	The fee referred to in paragraph (A) above shall be an amount not exceeding the relevant maximum amount as the stock exchange in the Relevant Territory may from time to time determine provided that the Board may at any time determine a lower amount for such fee.	18(B)	<p>[Intentionally Deleted]</p> <p><del>The fee referred to in paragraph (A) above shall be an amount not exceeding the relevant maximum amount as the stock exchange in the Relevant Territory may from time to time determine provided that the Board may at any time determine a lower amount for such fee.</del></p>
19	Share certificates to be sealed	19	Share certificates to be sealed
	Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal or a securities seal.		Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal <del>or a securities seal.</del>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
20	(Nil)	20	<b>Certificate to specify number and class of shares</b>
	Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Directors may from time to time prescribe. A share certificate shall relate to only one class of shares, and where the capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of shares.		Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Directors may from time to time prescribe. A share certificate shall relate to only one class of shares, and where the capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those which carry the general right to vote at general meetings, must include the words " <b>non-voting</b> ", "restricted voting" or "limited voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of shares.
21(A)	The Company shall not be bound to register more than four (4) persons as joint holders of any share.	21(A)	The Company shall not be bound to register more than four ( <del>4</del> ) persons as joint holders of any share.
<b>LIEN</b>			
24	Sale of shares subject to lien	24	Sale of shares subject to lien
	The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given, in the manner in which notices may be sent to shareholders of the Company as provided in these Articles, to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding-up to the shares.		The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen <b>(14) clear</b> days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given, in the manner in which notices may be sent to shareholders of the Company as provided in these Articles, to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding-up to the shares.
<b>CALLS ON SHARES</b>			
27	Notice of call	27	Notice of call
	Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.		Fourteen <b>(14) clear</b> days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
29	(Nil)	29	<b>Notice supplemental to call may be given</b>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>TRANSFER OF SHARES</b>			
39	Form of transfer	39	Form of transfer
	Subject to the Companies Law, all transfers of shares shall be effected by transfer in writing in the usual or common form or in such other form as the Directors may accept and may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other means of execution as the Directors may approve from time to time.		Subject to the Companies <del>Law Act</del> , all transfers of shares shall be effected by transfer in writing in the usual or common form <b>or (during the Relevant Period) in such standard form prescribed by the stock exchange in the Relevant Territory</b> or in such other form as the Directors may accept and may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other means of execution as the Directors may approve from time to time.
41(C)	Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register and all branch registers in all respects in accordance with the Companies Law.	41(C)	Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register and all branch registers in all respects in accordance with the Companies <del>Law Act</del> .
	(Nil)	41(D)	<b>Notwithstanding the provisions of Articles 39 and 40 above, at all times during the Relevant Period, title to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.</b>
47	When transfer books and register may be closed	47	When transfer books and register may be closed
	The registration of transfers may be suspended and the register closed, on giving notice by advertisement in the Newspapers, at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares, provided that the register shall not be closed for periods exceeding in the whole thirty (30) days in any year.		The registration of transfers <b>or of any class of shares may be suspended and the register closed, on giving after notice has been given by announcement or by electronic communication</b> or by advertisement in <del>the any</del> Newspapers, <b>or by any other means in accordance with the requirements of any stock exchange in the Relevant Territory to that effect be suspended</b> at such times and for such periods <b>(not exceeding in the whole thirty (30) days in any year)</b> as the Directors may <del>from time to time determine, and either generally</del> <b>The period of thirty (30) days may be extended or</b> in respect of any class of shares, provided that the register <del>shall not be closed for periods exceeding in the whole thirty (30) days in any year</del> <b>if approved by the shareholders by ordinary resolution.</b>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>FORFEITURE OF SHARES</b>			
53	The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made such place being the Registered Office or a Registration Office or another place within the Relevant Territory. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.	53	The notice shall name a further day (not earlier than the expiration of fourteen (14) <b>clear</b> days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made such place being the Registered Office or a Registration Office or another place within the Relevant Territory. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
<b>GENERAL MEETINGS</b>			
62	When annual general meeting to be held	62	When annual general meeting to be held
	At all times during the Relevant Period (but not otherwise) the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen (15) months (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and place as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.		At all times during the Relevant Period (but not otherwise) the Company shall <del>in each year</del> hold a general meeting <b>for each financial year</b> as its annual general meeting in addition to any other meeting in that <b>financial</b> year and shall specify the meeting as such in the notice calling it; and not <del>more than fifteen</del> <b>such annual general meeting must be held within six (15-6) months after then end of the Company's financial year</b> (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) <del>shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and place as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</del>
63	Extraordinary general meeting	63	Extraordinary general meeting
	All general meetings other than annual general meetings shall be called extraordinary general meetings.		All general meetings other than annual general meetings shall be called extraordinary general meetings. <b>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in the Relevant Territory or in any part of the world and at one or more locations as provided in Article 71A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</b>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
64	Convening of extraordinary general meeting	64	Convening of extraordinary general meeting <b>and adding resolutions to the agenda of such extraordinary general meeting</b>
	<p>The Directors may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. 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 Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.</p>		<p>The Directors may, whenever they think fit, convene an <del>Extraordinary extraordinary General general Meeting meeting</del>. <del>Extraordinary General Meetings shall also be convened on the requisition of o</del> One or more shareholder(s) holding <b>in aggregate</b>, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings <b>on a one vote per share basis, shall at all times have the right 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 to add resolutions to the agenda of such extraordinary general meeting</b>. Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an <del>Extraordinary extraordinary General general Meeting meeting</del> <b>meeting</b> to be called by the Directors for the transaction of any business <b>or resolution</b> specified in such requisition. 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 Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may <del>do so in the same manner</del> <b>convene a physical meeting at only one location which will be the Principal Meeting Place</b>, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
65	Notice of meetings	65	Notice of meetings
	<p>An annual general meeting shall be called by Notice or electronic means of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a Special Resolution is to be considered shall be called by Notice electronic means of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice electronic means of not less than fourteen (14) clear days and not less than ten (10) clear business days. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than specified in this Article be deemed to have been duly called if it is so agreed;</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the shareholders entitled to attend and vote thereat: and</p> <p>(b) in the case of any other meeting, by a majority in number of the shareholders having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p>		<p>An annual general meeting <del>shall</del> <b>must</b> be called by Notice <del>or electronic means</del> of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a Special Resolution is to be considered shall be called by</del> Notice electronic means of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings <b>(including an extraordinary general meeting)</b> <del>may</del> <b>must</b> be called by Notice <del>electronic means</del> of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del>. The <del>Notice shall be</del> <b>exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place; (a) the day and the hour of 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 Directors pursuant to Article 71A 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</b> and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than <b>that</b> specified in this Article be deemed to have been duly called if it is so agreed;</p> <p>(a) in the case of a meeting called as <del>an</del> <b>the</b> annual general meeting, by all the shareholders entitled to attend and vote thereat;; and</p> <p>(b) in the case of any other meeting, by a majority in number of the shareholders having <del>the</del> a right to attend and vote at the meeting, being a majority <del>together</del> <b>representing</b> holding not less than ninety-five per cent. (95%) <del>in nominal value of the total voting rights at the meeting of all the shareholders issued shares giving that right.</del></p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>PROCEEDINGS AT GENERAL MEETINGS</b>			
67(B)	Special resolutions required for alteration of Memorandum and Articles of Association	67(B)	Special resolutions required for alteration of Memorandum and Articles of Association
	During the Relevant Period (but not otherwise), neither the Memorandum of Association nor these Articles may be altered except by a Special Resolution.		During the Relevant Period (but not otherwise), <del>neither the Memorandum of Association nor these Articles may be altered except by a Special Resolution</del> <b>shall be required to alter the Memorandum of Association or to approve any amendment to these Articles.</b>
68	Quorum	68	Quorum
	For all purposes the quorum for a general meeting shall be two shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.		For all purposes the quorum for a general meeting shall be two shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy <b>or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</b> , and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.
69	When if quorum not present meeting to be dissolved and when to be adjourned	69	When if quorum not present meeting to be dissolved and when to be adjourned
	If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Directors, and if at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the shareholder or his representative or proxy present (if the Company has only one (1) shareholder), or the shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.		If within fifteen (15) minutes <b>(or such longer time not exceeding one hour as the Chairman of the meeting may determine to wait)</b> from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at <del>such the same</del> <b>(where applicable) same</b> place(s) <del>as shall be decided by or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 63 as the Chairman of the meeting (or in default), the Directors, and if may absolutely determine. <b>If</b> at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the meeting, the shareholder or his representative or proxy present (if the Company has only one (1) shareholder), or the shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</del>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
70	<p>Chairman of general meeting</p> <p>The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy or Vice Chairman, or, if at any general meeting neither of such Chairman or Deputy or Vice Chairman is present within fifteen (15) minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the shareholders present shall choose one of their number to be Chairman of the meeting.</p>	70	<p>Chairman of general meeting</p> <p><del>The Chairman (if any) of the Board (or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy or Vice Chairman, or, if at any general meeting neither of such Chairman or Deputy or Vice Chairman is present within fifteen (15) minutes after the time appointed for holding such the meeting, or both such persons decline to take the chair at such is willing to act as chairman, the Deputy Chairman or Vice Chairman (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 at a general meeting. If at any meeting no chairman, is present within fifteen (15) minutes after the time appointed for holding such the meeting, or both such persons decline to take the chair at such is willing to act as chairman, the Deputy Chairman or Vice Chairman (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 as Chairman of the meeting to act, and or if no one Director be only is present or if all the Directors present decline 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, then the shareholders present in person or by proxy and entitled to vote shall choose elect one of their number to be Chairman of the meeting.</del></p>
71	<p>Power to adjourn general meeting, notice and business of adjourned meeting</p> <p>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 any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	71	<p>Power to adjourn general meeting, notice and business of adjourned meeting</p> <p><b>Subject to Article 71C,</b> <del>The</del> 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 any meeting from time to time <b>(or indefinitely)</b> and/or from place to place(s) <b>and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting)</b> as the meeting shall determine. Whenever a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice, specifying the <del>place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting details set out in Article 65</del> but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(Nil)	71A	(1) The Directors may, at their 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 Directors at their absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder 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.
	(Nil)		(2) All general meetings are subject to the following and, where appropriate, all references to a “shareholder” or “shareholders” in this sub-paragraph (2) shall include a proxy or proxies respectively:  (a) where a shareholder 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) shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall constitute presence in person and 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 shareholders at all Meeting Locations and shareholders 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;

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
			<p>(c) where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders 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 shareholders 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; and</p> <p>(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.</p>
	(Nil)	71B	<p>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 shareholder 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 shareholder 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.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(Nil)	71C	<p>If it appears to the chairman of the general meeting that:</p> <ul style="list-style-type: none"> <li>(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 71A(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</li> <li>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</li> <li>(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</li> <li>(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;</li> </ul> <p>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.</p>
	(Nil)	71D	<p>The Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Directors 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). Shareholders 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.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(Nil)	71E	<p>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 shareholders. 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:</p> <ul style="list-style-type: none"><li>(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);</li><li>(b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Directors shall notify the shareholders of details of such change in such manner as the Directors may determine;</li><li>(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 Directors shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Directors 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</li><li>(d) 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 shareholders.</li></ul>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(Nil)	71F	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 71C, 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.
	(Nil)	71G	Without prejudice to other provisions in Article 71, 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.
72	What is to be evidence of passage of a resolution where poll not demanded  At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.	72	What is to be evidence of passage of a resolution where poll not demanded  (A) At any general meeting a resolution put to the vote of the meeting shall be decided on 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 shareholder present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder 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 shareholders; 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 shareholders 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.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
73	The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.	73	<p>(B) 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:</p> <p>(i) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(ii) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one- tenth of the total voting rights of all shareholders having the right to vote at the meeting; or</p> <p>(iii) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation, by its duly authorised representative 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.</p> <p>A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the shareholder.</p> <p>Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange Listing Rules.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
74	Poll  Subject to Article 76, a poll demanded shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not less than thirty (30) days after the date of the demand) and place as the Chairman directs. It shall not be necessary (unless the Chairman otherwise directs) for notice to be given of a poll not taken immediately.	74	Poll  <b>[Intentionally deleted]</b>  <del>Subject to Article 76, a poll demanded shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not less than thirty (30) days after the date of the demand) and place as the Chairman directs. It shall not be necessary (unless the Chairman otherwise directs) for notice to be given of a poll not taken immediately.</del>
76	Chairman to have casting vote  In the case of an equality of votes on a poll, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.	76	Chairman to have casting vote  In the case of an equality of votes <del>on a poll</del> , the Chairman of the meeting, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.

VOTES ON SHAREHOLDERS

79	Votes of shareholders  Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy, shall have one (1) vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid up or credited as paid on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share). On a poll a shareholder entitled to more than one (1) vote need not use all his votes or cast all his votes in the same way.	79	Votes of shareholders  Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every shareholder present in person (or, in the case of a shareholder being a corporation, by its duly authorized representative) or by proxy, shall have one (1) vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid <del>up</del> or credited as paid on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid <del>up</del> on the share). On a poll a shareholder entitled to more than one (+) vote need not use all his votes or cast all his votes in the same way. <b>Resolutions put to the vote of a meeting shall be decided by way of a poll save that 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 shareholder 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 shareholder 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 shareholders; 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 shareholders a reasonable opportunity to express their views.</b>
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Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
80	<p style="text-align: center;">Votes in respect of deceased and bankrupt shareholders</p> <p>Any person entitled under Article 51 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight (48) hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Directors of his right to be registered as the holder of such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.</p>	80	<p style="text-align: center;">Votes in respect of deceased and bankrupt shareholders</p> <p>Any person entitled under Article 51 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight (48) hours before the time of the holding of the meeting or adjourned meeting <b>or postponed meeting</b> (as the case may be) at which he proposes to vote, he shall satisfy the Directors of his right to be registered as the holder of such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.</p>
82	<p style="text-align: center;">Votes of shareholder of unsound mind</p> <p>A shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.</p>	82	<p style="text-align: center;">Votes of shareholder of unsound mind</p> <p>A shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, <b>on a poll</b>, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may <del>on a poll</del> vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.</p>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
84	<p>(A) Subject to paragraph (B) of this Article 84, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.</p> <p>(Nil)</p> <p>(B) At all times during the Relevant Period (but not otherwise), where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder (whether by way of proxy or, as the case may be, corporate representative) in contravention of such requirement or restriction shall not be counted.</p>	84	<p>(A) Subject to paragraph (B) of this Article 84, no objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting <b>or postponed meeting</b> at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.</p> <p><b>(B) All shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</b></p> <p><del>(B)</del>(C) At all times during the Relevant Period (but not otherwise), where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder <del>(whether</del> <b>including but not limited to</b> by way of proxy <b>and or</b>, as the case may be, corporate representative) in contravention of such requirement or restriction shall not be counted.</p>
86	<p>Admissibility of proxy votes</p> <p>No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Directors may, unless they are satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or demand for a poll and no shareholder who may be affected by any exercise by the Directors of their power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Directors of their powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.</p>	86	<p>Admissibility of proxy votes</p> <p>No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Directors may, unless they are satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote <del>or demand for a poll</del> and no shareholder who may be affected by any exercise by the Directors of their power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Directors of their powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
88	<p>Appointment of proxy must be deposited</p> <p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	88	<p>Appointment of proxy must be deposited</p> <p>(A) <b>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. <del>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</del></b></p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	<p>The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	(B)	<p>The instrument appointing a proxy and <b>(if required by the Directors)</b> the power of attorney or other authority; (if any) under which it is signed, or a <del>notarially</del> certified copy of that such power or authority, shall be <del>deposited at</del> <b>delivered to</b> such place or one of such places (if any) as <del>is</del> <b>may be specified for that purpose in the notice or by way of note to or in any document accompanying the Notice convening the meeting or in the instrument of proxy issued by the Company</b> (or, if no place is so specified, at the Registration Office) <b>or the Registered 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,</b> not less than forty- eight (48) hours before the time <b>appointed</b> for holding the meeting or adjourned meeting <del>(as the case may be)</del> <b>or postponed meeting</b> at which the person named in <del>such</del> the instrument proposes to vote; <del>and in default of the instrument of proxy shall not be treated as valid.</del> No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date <b>named in it as the date</b> of its execution, except at an adjourned meeting <del>in a case or postponed meeting</del> 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 shareholder from attending and voting <del>in person</del> at the meeting <b>convened</b> and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
90	<p>Authority under instrument appointing proxy</p> <p>The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.</p>	90	<p>Authority under instrument appointing proxy</p> <p>The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit; and (ii) unless the contrary is stated therein, be valid as well for any adjournment <b>or postponement</b> of the meeting as for the meeting to which it relates.</p>
91	<p>A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	91	<p>A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, at least two hours before the commencement of the meeting or adjourned <b>meeting or postponed</b> meeting at which the proxy is used.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
92(B)	Where a shareholder is a clearing house (or its nominee(s)), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation.	92(B)	Where a shareholder is a clearing house (or its nominee(s)), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that, <b>if more than one person is so authorised</b> , the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be <b>deemed to have been duly authorised without further evidence of the facts and shall be</b> entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation <b>including the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.</b>
93	Notice of appointment of corporate representative must be delivered	93	Notice of appointment of corporate representative must be delivered
	(A) in the case of such an appointment by a shareholder which is a clearing house (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such shareholder shall have been delivered at such place or one of such places(if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting or poll (as the case may be) at which the person so authorised proposes to vote; and		(A) in the case of such an appointment by a shareholder which is a clearing house (or its nominee(s)), a written notification of the appointment issued by any director, the secretary or any authorised officer(s) of such shareholder shall have been delivered at such place or one of such places(if any) as is specified in the notice of meeting or in the form of notice issued by the Company, or, if no place is specified, at the principal place of business maintained by the Company in the Relevant Territory from time to time before the time of holding the meeting or adjourned meeting <del>or poll (as the case may be)</del> <b>postponed meeting</b> , at which the person so authorised proposes to vote; and

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(B) in the case of such an appointment by any other corporate shareholder, a copy of the resolution of the governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution (or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised (or, in the case of a form of notice of appointment issued by the company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed), shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the corporate representative proposes to vote.	(B) in the case of such an appointment by any other corporate shareholder, a copy of the resolution of the governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution (or, as the case may be, power of attorney), in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised (or, in the case of a form of notice of appointment issued by the company as aforesaid, completed and signed in accordance with the instructions thereon or in the case of a power of attorney a notarised copy of the relevant authority under which it was signed), shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the form of notice issued by the Company as aforesaid (or, if no place is specified, at the Registration Office) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting <b>or postponed meeting</b> (as the case may be) at which the corporate representative proposes to vote.	
94	Admissibility of corporate representative vote  No appointment of a corporate representative shall be valid unless it names the person authorised to act as the appointor's representative and the appointor is also named. The Directors may, unless they are satisfied that a person purporting to act as a corporate representative is the person named in the relevant instrument for his appointment, decline such person's admission to the relevant meeting and/or reject his vote and no shareholder who may be affected by any exercise by the Directors of their power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Directors of their powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.	94	Admissibility of corporate representative vote  No appointment of a corporate representative shall be valid unless it names the person authorised to act as the appointor's representative and the appointor is also named. The Directors may, unless they are satisfied that a person purporting to act as a corporate representative is the person named in the relevant instrument for his appointment, decline such person's admission to the relevant meeting <del>and/or reject his vote and</del> no shareholder who may be affected by any exercise by the Directors of their power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Directors of their powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.
<b>BOARD OF DIRECTORS</b>			
96	Constitution of Board  The number of Directors shall not be fewer than one. The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies Law.	96	Constitution of Board  The number of Directors shall not be fewer than one. The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies <del>Law</del> Act.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
104(B)	<p>Except with the approval of, or ratified by, the Company in general meeting, the Company may not make any loans to, or provide any guarantee, indemnity or security in respect of any loan to a Director or any of his associates, provided that this Article does not prohibit the granting of any loan or the provision of any guarantee, indemnity or security:</p> <p>(i) to be applied for, or is in respect of a liability incurred for, any business of the Company;</p> <p>(ii) for the purchase by a Director (or the repayment of a loan for his purchase) of a residence where the amount of the loan, the liability under the guarantee or indemnity or the value of the security does not exceed eighty per cent. (80%) of the fair market value of such residence nor five per cent. (5%) of the consolidated net asset value of the Company as shown in its latest audited accounts; provided that any such loan is on normal commercial terms and is secured by a legal charge over the residence; or</p> <p>(iii) of any amount to, or in respect of a liability of, a company in which the Company has an equity interest, and the amount of such loan, or the liability assumed by the Company under such guarantee, indemnity or security, does not exceed its proportional interest in such company.</p>	104(B)	<p><b>The Company shall not make any loan, directly or indirectly, to a Director or a body corporate controlled by a Director or his close associates if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) if the Company were a company incorporated in Hong Kong. Except with the approval of, or ratified by, the Company in general meeting, the Company may not make any loans to, or provide any guarantee, indemnity or security in respect of any loan to a Director or any of his associates, provided that this Article does not prohibit the granting of any loan or the provision of any guarantee, indemnity or security:</b></p> <p><del>(i) to be applied for, or is in respect of a liability incurred for, any business of the Company;</del></p> <p><del>(ii) for the purchase by a Director (or the repayment of a loan for his purchase) of a residence where the amount of the loan, the liability under the guarantee or indemnity or the value of the security does not exceed eighty per cent. (80%) of the fair market value of such residence nor five per cent. (5%) of the consolidated net asset value of the Company as shown in its latest audited accounts; provided that any such loan is on normal commercial terms and is secured by a legal charge over the residence; or</del></p> <p><del>(iii) of any amount to, or in respect of a liability of, a company in which the Company has an equity interest, and the amount of such loan, or the liability assumed by the Company under such guarantee, indemnity or security, does not exceed its proportional interest in such company.</del></p>
107	<p>Director's interests</p> <p>(D) A Director shall not vote or be counted in the quorum on any resolution of the Directors concerning his own appointment or the appointment of any of his associates as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).</p>	107	<p>Director's interests</p> <p>(D) A Director shall not vote or be counted in the quorum on any resolution of the Directors concerning his own appointment or the appointment of any of his <b>close</b> associates as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
(E)	Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors or any of the associate(s) of any such Director(s) to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director or, as the case may be, the associate(s) of such Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment or the appointment of any of his associates (or the arrangement or variation of the terms thereof, or the termination thereof) and (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director and his associates in aggregate own five per cent. (5%) or more of the issued shares of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights).	(E)	Where arrangements are under consideration concerning the appointment (including the arrangement, <b>remuneration</b> or variation of the terms thereof, or the termination thereof) of two or more Directors or any of the <b>close</b> associate(s) of any such Director(s) to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director or, as the case may be, the <b>close</b> associate(s) of such Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment or the appointment of any of his <b>close</b> associates (or the arrangement or variation of the terms thereof, or the termination thereof) and (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director and his <b>close</b> associates in aggregate own five per cent. (5%) or more of the issued shares of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights).
(G)	If to the knowledge of a Director, he or any of his associates, is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company, he shall declare the nature of his or, as the case may be, his associate(s)' interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest or that of his associate(s) then exists, or in any other case at the first meeting of the Directors after he knows that he or his associate(s) is or has become so interested. For the purposes of this Article, a general notice to the Directors by a Director to the effect that (a) he or his associate(s) is a shareholder of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) he or his associate(s) is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him or any of his associate(s), shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.	(G)	If to the knowledge of a Director, he or any of his <b>close</b> associates, is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company, he shall declare the nature of his or, as the case may be, his <b>close</b> associate(s)' interest at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest or that of his <b>close</b> associate(s) then exists, or in any other case at the first meeting of the Directors after he knows that he or his <b>close</b> associate(s) is or has become so interested. For the purposes of this Article, a general notice to the Directors by a Director to the effect that (a) he or his <b>close</b> associate(s) is a shareholder of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) he or his <b>close</b> associate(s) is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him or any of his <b>close</b> associate(s), shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Directors or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
(H)	A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or proposal in which he or any of his associate(s) is to his knowledge materially interested, and if he shall do so his vote shall not be counted (nor is he counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:	(H)	A Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or proposal in which he or <del>any of his</del> <b>close</b> associate(s) is to his knowledge materially interested, and if he shall do so his vote shall not be counted (nor is he counted in the quorum for that resolution). <b>Such Director shall physically absent himself from the relevant session of the meeting of the Directors at which matters relating to such contract or arrangement or proposal shall be considered by the Directors, before the other Directors discuss and decide on such matters, unless such Director is required to be present at that session of the meeting of the disinterested Directors by resolution of the remaining disinterested Directors (provided always that such Director may not vote and will not be counted in the quorum for the voting of the resolution relating to such contract or arrangement or proposal). The, but this prohibition of this paragraph (H) shall not apply to any of the following matters namely:</b>
(i)	any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associate(s) in respect of money lent or obligation undertaken by him or any of them at the request of or for the benefit of the Company or any company in which the Company has interest;	(i)	<del>any contract or arrangement for the giving by the Company of any security or indemnity either:</del>
		(a)	to the Director or his <b>close</b> associate(s) in respect of money lent or obligations <b>incurred or</b> undertaken by him or any of them at the request of or for the benefit of the Company or any <del>company in which the Company has interest of its subsidiaries; or</del>
(ii)	any contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any company in which the Company has interest for which the Director or his associate(s) has himself/themselves guaranteed or secured or otherwise assumed responsibility in whole or in part and whether alone or jointly under a guarantee or by the giving of security;	(ii)	<del>any contract or arrangement for the giving</del>
		(b)	by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any company in which the Company has interest <b>of its subsidiaries</b> for which the Director or his <b>close</b> associate(s) has himself/themselves <del>guaranteed or secured or otherwise</del> assumed responsibility in whole or in part and whether alone or jointly under a guarantee <b>or indemnity</b> or by the giving of security;
(iii)	any contract or arrangement by the Director or his associate(s) to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the shareholders or debenture or securities holders of the Company or to the public which does not provide the Director and his associate(s) any privilege not accorded to any other shareholders or debenture or securities holders of the Company or to the public;	(iii)	<del>any contract or arrangement by the Director or his associate(s) to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the shareholders or debenture or securities holders of the Company or to the public which does not provide the Director and his associate(s) any privilege not accorded to any other shareholders or debenture or securities holders of the Company or to the public;</del>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(iv) any contract or arrangement concerning an offer of the 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 associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer and/or for the purposes of making any representations, the giving of any covenants, undertakings or warranties or assuming any other obligations in connection with such offer;	<del>(iv)</del> <b>(ii)</b>	any <del>contract or arrangement</del> <b>proposal</b> concerning an offer of the 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 <del>close</del> <b>close</b> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer <del>and/or for the purposes of making any representations, the giving of any covenants, undertakings or warranties or assuming any other obligations in connection with such offer;</del>
	(v) any contract or arrangement in which the Director or his 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 respective interest in shares or debentures or other securities of the Company and/or his/their being the offeror or one of the offerors or is interested in one of the offerors for the purchase or effective acquisition of such shares, debentures or other securities;	<del>(v)</del>	any <del>contract or arrangement in which the Director or his 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 respective interest in shares or debentures or other securities of the Company and/or his/their being the offeror or one of the offerors or is interested in one of the offerors for the purchase or effective acquisition of such shares, debentures or other securities;</del>
	(vi) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested, whether directly or indirectly or as an officer or an executive or a shareholder in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that, such Director and any of his associates are not in aggregate beneficially interested in five per cent. (5%) or more of the issued shares of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights);	<del>(vi)</del>	any <del>contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested, whether directly or indirectly or as an officer or an executive or a shareholder in which the Director or his associate(s) is/are beneficially interested in shares of that company provided that, such Director and any of his associates are not in aggregate beneficially interested in five per cent. (5%) or more of the issued shares of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company (other than shares which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights);</del>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(vii) any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefit scheme or personal pension plan under which a Director, his associate(s) and employees of the Company or of any of its subsidiaries may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates to Directors, associate(s) of Directors and employees of the Company or of any of its subsidiaries and does not give the Director or his associate(s) any privilege not accorded to the class of persons to whom such scheme or fund relates;	<del>(vii)</del> <b>(iii)</b>	any proposal or arrangement <del>for</del> <b>concerning</b> the benefit of employees of the Company or its subsidiaries including: <ul style="list-style-type: none"> <li><b>(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></li> <li><b>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme <del>or personal pension plan</del> under which <b>relates to the a</b> Director, his <b>close</b> associate(s) and employee(s) of the Company or of any of its subsidiaries <del>may benefit and which has been approved by or is subject to and conditional on approval by the relevant taxing authorities for taxation purposes or relates to Directors, associate(s) of Directors and employees of the Company or of any of its subsidiaries</del> and does not give <b>the provide in respect of any</b> Director, or his <b>close</b> associate(s), <b>as such</b> any privilege <b>or advantage</b> not <b>generally</b> accorded to the class of persons to <del>whom</del> <b>which</b> such scheme or fund relates;</b></li> </ul>
	(viii) any proposal concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit; and	<del>(viii)</del>	any proposal concerning the adoption, modification or operation of any employees' share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit; and
	(ix) any contract, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director, his associate(s), officer or employee pursuant to these Articles.	<del>(ix)</del> <b>(iv)</b>	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. <del>any contract, transaction or proposal concerning the purchase and/or maintenance of any insurance policy for the benefit of any Director, his associate(s), officer or employee pursuant to these Articles.</del>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
(I)	<p>A company shall be deemed to be a company in which a Director and his associates in aggregate own five per cent. (5%) or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and his associates are (either directly or indirectly) the holder of or beneficially interested in five per cent. (5%) or more of any class of the issued voting equity share capital of such company (or of any third company, other than the Company or any of its subsidiaries, through which his interest is derived) or of the voting rights of any class of shares of the company.</p> <p>For the purposes of this paragraph there shall be disregarded any shares held by a Director or any of his associate(s) as bare or custodian trustee and in which he or such associate(s) has/have no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his associates is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, any shares comprised in an authorised unit trust scheme in which the Director or any of his associates is interested only as a unit holder, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital rights.</p>	(H)	<p><del>A company shall be deemed to be a company in which a Director and his associates in aggregate own five per cent. (5%) or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he and his associates are (either directly or indirectly) the holder of or beneficially interested in five per cent. (5%) or more of any class of the issued voting equity share capital of such company (or of any third company, other than the Company or any of its subsidiaries, through which his interest is derived) or of the voting rights of any class of shares of the company.</del></p> <p><del>For the purposes of this paragraph there shall be disregarded any shares held by a Director or any of his associate(s) as bare or custodian trustee and in which he or such associate(s) has/have no beneficial interest, any shares comprised in a trust in which the interest of the Director or any of his associates is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, any shares comprised in an authorised unit trust scheme in which the Director or any of his associates is interested only as a unit holder, and shares which carry no voting right at general meetings and no or nugatory dividend and return of capital rights.</del></p>
(J)	<p>Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director nor any of his associates has any interests) in which a Director and any of his associates in aggregate hold five per cent. (5%) or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.</p>	(J)	<p><del>Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director nor any of his associates has any interests) in which a Director and any of his associates in aggregate hold five per cent. (5%) or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.</del></p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
(K)	If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director or his associates or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question (unless it relates to the Chairman) shall be referred to the Chairman and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned or his associates as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Directors (for which purpose the Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman or his associates as known to him has not been fairly disclosed to the other Directors.	<del>(K)</del> (I)	If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director or <b>any of his close</b> associates or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question (unless it relates to the Chairman) shall be referred to the Chairman and his ruling in relation to such Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned or his <b>close</b> associates as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the Chairman such question shall be decided by a resolution of the Directors (for which purpose the Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of the Chairman or his <b>close</b> associates as known to him has not been fairly disclosed to the other Directors.
(L)	The provisions of paragraphs (D), (E), (H), (I), (J) and (K) of this Article 107 shall apply during the Relevant Period but not otherwise. In respect of all periods other than the Relevant Period, a Director may vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he or any of his associates is or may be interested therein and, if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with paragraph (G).	<del>(L)</del> (J)	The provisions of paragraphs (D), (E), (H), <del>(I)</del> , <del>(J)</del> and <del>(K)</del> of this Article 107 shall apply during the Relevant Period but not otherwise. In respect of all periods other than the Relevant Period, a Director may vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he or any of his <b>close</b> associates is or may be interested therein and, if he does so, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with paragraph (G).
(M)	The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.	<del>(M)</del> (K)	The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>APPOINTMENT AND ROTATION OF DIRECTORS</b>			
108(A)	Rotation and retirement of Directors	108(A)	Rotation and retirement of Directors
	Notwithstanding any other provisions in the Articles, at each annual general meeting 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 any Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Company at the general meeting at which a Director retires may fill the vacated office.		<del>Notwithstanding any other provisions in the Articles, a</del> At each annual general meeting one-third of the Directors for the time being, <del>(or, if their number is not three or a multiple of three (3), then the number nearest to but not less than one-third,)</del> shall retire from office by rotation provided that <del>any every</del> Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Company at the general meeting at which a Director retires may fill the vacated office.
109	Intentionally deleted	109	<p><b>If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:</b></p> <ul style="list-style-type: none"> <li>(i) it shall be determined at such meeting to reduce the number of Directors; or</li> <li>(ii) it is expressly resolved at such meeting not to fill such vacated offices; or</li> <li>(iii) in any such case the resolution for re-election of a Director is put to the meeting and lost; or</li> <li>(iv) such Director has given notice in writing to the Company that he is not willing to be re-elected.</li> </ul> <p>Intentionally deleted</p>
111	Appointment of Directors by shareholders	111	Appointment of Directors by shareholders
	The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the next following annual general meeting of the Company 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.		<b>Subject to the Statutes and the provisions of these Articles,</b> <del>¶</del> the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. <del>Any Director so appointed shall hold office only until the next following annual general meeting of the Company 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.</del>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
112	<p>Appointment of Directors by Directors</p> <p>The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company 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.</p>	112	<p>Appointment of Directors by Directors</p> <p>The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the <del>next following</del> <b>first annual</b> general meeting of the Company <b>after his appointment</b> 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.</p>
113	<p>Notice of proposed Director to be given</p> <p>No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office for at least seven (7) days commencing no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than seven (7) days before the date of such general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length.</p>	113	<p>Notice of proposed Director to be given</p> <p>No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office for at least seven (7) <del>days commencing no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than seven (7)</del> <b>clear</b> days before the date of <del>such the</del> general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length.</p>
114	<p>Power to remove Director by Special Resolution</p> <p>The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, 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.</p>	114	<p>Power to remove Director by <del>Special</del> <b>Ordinary</b> Resolution</p> <p>The <del>Company</del> <b>shareholders</b> may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his <del>period</del> <b>term</b> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the <del>next following</del> <b>first annual</b> general meeting of the Company <b>after his appointment</b> and shall then be eligible for re-election, 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.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>BORROWING POWERS</b>			
116	Conditions on which money may be borrowed  The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular but subject to the provisions of the Companies Law, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	116	Conditions on which money may be borrowed  The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular but subject to the provisions of the Companies <del>Law Act</del> , by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
119	Register of charges to be kept  The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies Law, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies Law with regard to the registration of mortgages and charges as may be specified or required.	119	Register of charges to be kept  The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies <del>Law Act</del> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies <del>Law Act</del> with regard to the registration of mortgages and charges as may be specified or required.
<b>MANAGING DIRECTORS, ETC.</b>			
124	Cessation of appointment  A Director appointed to an office under Article 122 shall be subject to the same provisions as to resignation, rotation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.	124	Cessation of appointment  A Director appointed to an office under Article 122 shall be subject to the same provisions as to <b>rotation</b> , resignation, <del>rotation</del> and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.
<b>CHAIRMAN AND OTHER OFFICERS</b>			
132	Chairman and Deputy/Vice Chairman  The Directors may from time to time elect or otherwise appoint one of them to the office of Chairman of the Company and another to be the Deputy or Vice Chairman (or two or more Deputy or Vice Chairman) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy or Vice Chairman shall preside as chairman at meetings of the Directors, but if no such Chairman or Deputy or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Deputy or Vice Chairman is not present within five (5) minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.	132	Chairman and Deputy/Vice Chairman  The Directors may from time to time elect or otherwise appoint one <b>or more</b> of them to the office of Chairman of the Company and another to be the Deputy or Vice Chairman (or two or more Deputy or Vice Chairman) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy or Vice Chairman shall preside as chairman at meetings of the Directors, but if no such Chairman or Deputy or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Deputy or Vice Chairman is not present within five (5) minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>PROCEEDINGS OF THE DIRECTORS</b>			
133	Meeting of the Directors, quorum, etc.	133	Meeting of the Directors, quorum, etc.
	<p>The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Directors or any committee of the Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Notwithstanding any common law rule to the contrary, a meeting of the Directors may be constituted by one Director.</p>		<p>The Directors may meet together for the despatch of business, adjourn <b>or postpone</b> and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all his votes in the same way. A meeting of the Directors or any committee of the Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. Notwithstanding any common law rule to the contrary, a meeting of the Directors may be constituted by one Director.</p>
134	Convening of Directors' meetings	134	Convening of Directors' meetings
	<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors which may be held in any part of the world provided that at least one (1) Directors' meeting shall be held in the Cayman Islands in each calendar year, but subject thereto, no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director or in such other manner as the Directors may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Directors or the Secretary that notices of Directors' meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Directors' meeting to any Director who is for the time being absent from such territory.</p>		<p>A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors which may be held in any part of the world <del>provided that at least one (1) Directors' meeting shall be held in the Cayman Islands in each calendar year, but subject thereto,</del> no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice <del>thereof</del> <b>of a Directors' meeting</b> shall be <b>deemed to be duly</b> given to <del>each a Director and alternate if it is given to such Director in person orally or</del> in writing or <b>verbally (including in person or</b> by telephone) or <del>by telex or telegram or facsimile transmission at the telephone or facsimile number or address from time to time notified to the Company by such Director</del> <b>via electronic mail</b> or in such other manner as the Directors may from time to time determine. A Director absent or intending to be absent from the territory in which the Head Office is for the time being situate may request the Directors or the Secretary that notices of Directors' meetings shall during his absence be sent in writing to him at his last known address, facsimile or telex number or any other address, facsimile or telex number given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Directors' meeting to any Director who is for the time being absent from such territory.</p>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
142(A)	Directors' written resolutions  A resolution in writing signed by all the Directors (or their alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.	142(A)	Directors' written resolutions  A resolution in writing signed by all the Directors (or their alternate Directors) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. <b>A notification of consent to such resolution given by a Director in writing to the Directors 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.</b>
142(B)	Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or it temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of Directors duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of meetings of the Directors at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution.	142(B)	Where a Director is, on the date on which a resolution in writing is last signed by a Director, absent from the territory in which the Head Office is for the time being situated, or cannot be contacted at his last known address or contact telephone or facsimile number, or it temporarily unable to act through ill-health or disability and, in each case, his alternate (if any) is affected by any of these events, the signature of such Director (or his alternate) to the resolution shall not be required, and the resolution in writing, so long as such a resolution shall have been signed by at least two Directors or their alternates who are entitled to vote thereon or such number of Directors as shall form a quorum, shall be deemed to have been passed at a meeting of Directors duly convened and held, provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of meetings of the Directors at their respective last known address, telephone or facsimile number or, if none, at the Head Office and provided further that no Director is aware of or has received from any Director any objection to the resolution. <b>Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.</b>
<b>MINUTES AND CORPORATE RECORDS</b>			
143(C)	The Directors shall duly comply with the provisions of the Companies Law in regard to keeping a register of shareholders and to the production and furnishing of copies of or extracts from such register.	143(C)	The Directors shall duly comply with the provisions of the Companies <del>Law</del> Act in regard to keeping a register of shareholders and to the production and furnishing of copies of or extracts from such register.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>SECRETARY</b>			
145	Duties of Secretary	145	Duties of Secretary
	The Secretary shall attend all meetings of the shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies Law and these Articles, together with such other duties as may from time to time be prescribed by the Directors.		The Secretary shall attend all meetings of the shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies Law Act and these Articles, together with such other duties as may from time to time be prescribed by the Directors.
<b>GENERAL MANAGEMENT AND USE OF THE SEAL</b>			
147(C)	Where the Company has a Seal for use abroad, the Board may be writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such Seal and the Board may impose restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such other Seal as aforesaid.	<del>147(C)</del>	<del>Where the Company has a Seal for use abroad, the Board may be writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such Seal and the Board may impose restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such other Seal as aforesaid.</del>
<b>CAPITALISATION OF RESERVES</b>			
(Nil)		153(D)	Notwithstanding any provisions in these Articles, the Directors may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>DIVIDENDS AND RESERVES</b>			
155(C)	The Directors may in addition from time to time declare and pay special dividends of such amounts and on such dates and out of such distributable funds of the Company and as they think fit, and the provisions of paragraph (A) of this Article as regards the power and exemption from liability of the Directors as relate to the declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends.	155(C)	The Directors may in addition from time to time declare and pay special dividends of such amounts and on such dates and out of such distributable funds of the Company ( <b>including share premium</b> ) and as they think fit, and the provisions of paragraph (A) of this Article as regards the power and exemption from liability of the Directors as relate to the declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends.
156(B)	Subject to the provisions of the Companies Law (but without prejudice to paragraph (A) of this Article), where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.	156(B)	Subject to the provisions of the Companies <del>Law</del> Act (but without prejudice to paragraph (A) of this Article), where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
<b>RECORD DATE</b>			
169	Record date	169	Record date
	Any resolution declaring a dividend or other distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable or made to the persons registered as the holder of such shares at the close of business on a particular date or at a particular time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or other distribution between the transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the shareholders.		Any resolution declaring a dividend or other distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable or made to the persons registered as the holder of such shares at the close of business on a particular date or at a particular time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or other distribution between the transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the shareholders. <b>Subject to the Listing Rules, notwithstanding any other provision of these Articles, the Company may fix any date as the record date for determining the shareholders entitled to receive notice of and to vote at any general meeting of the Company.</b>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>ACCOUNTS</b>			
175(C)	<p>Subject to due compliance with the Statutes and the rules of the Designated Stock Exchange, and to obtaining all necessary consents required thereunder, if any, and such consents being in full force and effect, the requirements of Article 172(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes and instead of such copies, a summary financial statement derived from the Company's annual financial statements and the directors' report thereon, which shall be in the form and containing the information required by applicable laws and regulation, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by Notice served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.</p>	175(C)	<p><b>Company may send summary financial statement only, and members' right to additional printed copies of annual financial statements</b></p> <p>Subject to due compliance with the Statutes and the rules of the <del>Designated Stock Exchange</del> <b>stock exchange in the Relevant Territory</b>, and to obtaining all necessary consents, <b>if any</b>, required thereunder, <del>if any</del>, and such consents being in full force and effect, the requirements of Article 175<del>2</del>(B) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes and instead of such copies, a summary financial statement derived from the Company's annual financial statements and the directors' report thereon, which shall be in the form and containing the information required by applicable laws and regulation, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by <del>Notice</del> <b>notice in writing</b> served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.</p>
175(D)	<p>The requirement to send to a person referred to in paragraph (B) of this Article the documents referred to in that paragraph or a summary financial report in accordance with paragraph (C) of this Article shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in paragraph (B) of this Article and, if applicable, a summary financial report complying with paragraph (c) of this Article, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<del>175(D)</del>	<p><del>The requirement to send to a person referred to in paragraph (B) of this Article the documents referred to in that paragraph or a summary financial report in accordance with paragraph (C) of this Article shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in paragraph (B) of this Article and, if applicable, a summary financial report complying with paragraph (c) of this Article, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</del></p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>AUDITORS</b>			
176	<p style="text-align: center;">Appointment of auditors</p> <p>(A) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</p> <p>(B) The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor or Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in its place for the remainder of the term.</p>	176	<p style="text-align: center;">Appointment of auditors</p> <p>(A) The Company shall at each annual general meeting <b>by Ordinary Resolution</b> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. <b>Subject to compliance with the Listing Rules,</b> the Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. <del>The remuneration of the Auditors shall be fixed by or on the authority of the Company</del> <b>shareholders by Ordinary Resolution</b> in the <del>annual</del> general meeting except that in any particular year the <del>Company</del> <b>shareholders</b> in general meeting may <b>by Ordinary Resolution</b> delegate the fixing of such remuneration to the Directors and, <b>subject to compliance with the Listing Rules,</b> the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.</p> <p>(B) The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor or Auditors by <del>Special</del> <b>Ordinary</b> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in its place for the remainder of the term.</p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>NOTICES</b>			
180	Service of notices	180	Service of notices
	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the stock exchange in the Relevant Territory), whether or not, to be given or issued under these Articles from the Company to a shareholder shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any shareholder either personally or by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimilar transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the shareholder or may also be served by advertisement in the Newspapers or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the stock exchange in the Relevant Territory, and giving to the shareholder a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the shareholder by any of the means set out above other than by posting it on a website. 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.</p>		<p><b>(A)</b></p> <p><b>(1)</b> Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the <del>rules of the stock exchange in the Relevant Territory</del> <b>Listing Rules</b>), whether or not, to be given or issued under these Articles from the Company to a shareholder shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or <b>electronic</b> communication and any such Notice and document may be <b>served given</b> or <b>delivered issued</b> by the Company <del>on or to any shareholder either</del> <b>the following means:</b></p> <p><b>(a) by serving it personally <del>or on the relevant person;</del></b></p> <p><b>(b) by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose; <del>or, as the case may be, by transmitting</del></b></p> <p><b>(c) by delivering or leaving it to <del>any</del> at such address <del>or transmitting it to any telex or facsimilar transmission number or electronic number or as aforesaid;</del></b></p> <p><b>(d) by placing an advertisement in appropriate Newspapers or other publication and where applicable, in accordance with the requirements of the stock exchange in the Relevant Territory;</b></p> <p><b>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 180(A)(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;</b></p>

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
			<p>(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</p> <p>(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.</p>
			<p>address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the shareholder or may also be served by advertisement in the Newspapers or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the stock exchange in the Relevant Territory, and giving to the shareholder a notice stating that the notice or other document is available there (a "notice of availability").</p>
		(2)	The notice of availability may be given to the shareholder 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 shareholder 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.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
	(Nil)	(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 175(B), 175(C) and 180 may be given in the English language only or in both the English language and the Chinese language.
		(B)	Any Notice or other document: <ul style="list-style-type: none"><li>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</li><li>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the stock exchange in the Relevant Territory, is deemed given by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholder;</li><li>(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;</li><li>(d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</li></ul>



Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
181(C)	If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Article 180 but have been returned undelivered, such shareholder (and, in the case of joint holders of a shares, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180) for the service of notices on him.	181(C)	If on three consecutive occasions notices or other documents have been sent through the post to any shareholder (or, in the case of joint holders of shares, the first holder named on the register) at his registered address or by electronic means to his electronic address or website (in the event that the shareholder concerned has elected for service of any notice or document at this electronic address or website pursuant to Article 180 but have been returned undelivered, such shareholder (and, in the case of joint holders of a shares, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Directors may elect otherwise pursuant to paragraph (B) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or electronic address (in the event that the shareholder concerned has elected for service of any notice or document at his electronic address or website pursuant to Article 180) for the service of notices on him.
(Nil)		181(D)	<b>Company's right to suspend electronic service of notices etc</b>  Notwithstanding any election by a shareholder, if the Company is advised that the sending of any notice or other document to any electronic address supplied by a shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the shareholder located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the shareholder concerned, place the same on the Company's website, and any such placement shall be deemed effective service on the shareholder, and the relevant notice and document shall be deemed to be served on the shareholder on which the same is first placed on the Company's website.
(Nil)		181(E)	<b>Member's right to printed copies of notices etc</b>  Notwithstanding any election by a shareholder from time to time to receive any notice or document through electronic means, such shareholder may, at any time require the Company to send to him, in addition to an electronic copy thereof a printed copy of any notice or document which he, in his capacity as shareholder, is entitled to receive.
182(B)	When Notice by advertisement deemed to be served  A notice served by advertisement in the Newspapers shall be deemed to have been served on the day on which the notice is first published.	182(B)	When Notice by advertisement deemed to be served  A notice served by advertisement in the Newspapers shall be deemed to have been served on the day on which the notice is first published.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
182(C)	When notice by display deemed to be served  Any notice or other document sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice or other document placed on the Company's website or the website of the stock exchange in the Relevant Territory, is deemed given by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholders.	182(C)	When notice by display deemed to be served  Any notice or <del>other</del> document sent by electronic <del>communication</del> <b>transmission</b> , shall be deemed to be <del>given</del> <b>have been served</b> on the day on which <del>it the notice is transmitted from the server of the Company or its agent. A</del> <b>Notice sent. When notice by electronic transmission deemed to be served.</b> <del>or other document placed on the Company's website or the website of the stock exchange in the Relevant Territory, is deemed given by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholders.</del>
182(D)	When notice to shareholders with no or incorrect addresses deemed to be served  Any notice or document served pursuant to Article 181(B) shall be deemed duly served twenty-four (24) hours after the relevant notice was first displayed.	182(D)	When notice to shareholders with no or incorrect addresses deemed to be served  Any notice or document <b>placed on the Company's website is deemed given by the Company to a shareholder on the day the notice or document is placed on the Company's website except where the document is the Company's directors' report, annual financial statements or auditors' report and, where applicable, summary financial statement, then such document shall be deemed to be served on the day following that on which a notice of publication is deemed served on the day following on the shareholder served pursuant to Article 181(B) shall be deemed duly served twenty-four (24) hours after the relevant notice was first displayed.</b>
(Nil)		182(E)	<b>A notice served by display of the same at the Registered Office and Head Office shall be deemed to have been served 24 hours after the notice was first so displayed.</b>
(Nil)		182(F)	<b>Any notice or document served pursuant to Article 181(B) shall be deemed duly served 24 hours after the relevant notice was first displayed.</b>
183	Service of notice to persons entitled on death, mental disorder, bankruptcy or liquidation  A notice or document may be given by the Company to the person entitled to a share in consequence of the death, mental disorder, bankruptcy or liquidation of a shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidation of the shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.	183	Service of notice to persons entitled on death, mental disorder, bankruptcy or liquidation <b>of a shareholder</b>  A notice or document may be given by the Company to the person entitled to a share in consequence of the death, mental disorder, bankruptcy or liquidation of a shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidation of the shareholder, or by any like description, at the address <b>(including electronic address)</b> , if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, mental disorder, bankruptcy or winding up had not occurred.

Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
185	<p>Notice valid though shareholder deceased, bankrupt or wound up</p> <p>Any notice or document delivered or sent by post to, or left at the registered address of any shareholder in pursuance of these presents, shall notwithstanding that such shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.</p>	185	<p>Notice valid though shareholder deceased, bankrupt or wound up</p> <p>Any notice or document delivered or sent by post <b>or electronic means</b> to, or left at the registered address of any shareholder in pursuance of these presents, shall notwithstanding that such shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.</p>

## WINDING UP

190	<p>Assets may be distributed in specie</p> <p>If the Company shall be wound up (whether the liquidation is voluntary or ordered or sanction by the court) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies Law, divide among the shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders and the shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of shareholders as the liquidator, with the like sanction, shall think fit, but so that no shareholder shall be compelled to accept any shares or other assets upon which there is a liability.</p>	190	<p>Assets may be distributed in specie</p> <p>If the Company shall be wound up (whether the liquidation is voluntary or ordered or sanction by the court) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies <del>Law Act</del>, divide among the shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders and the shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of shareholders as the liquidator, with the like sanction, shall think fit, but so that no shareholder shall be compelled to accept any shares or other assets upon which there is a liability.</p>
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## UNTRACEABLE SHAREHOLDERS

192	<p>Company cease sending dividend warrants etc.</p> <p>The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. The provisions of this Article shall apply to certificates of and other documents or evidence of title to, and proceeds of realisation of, distributions on shares other than money.</p>	192	<p>Company cease sending dividend warrants etc.</p> <p>The Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after <b>two consecutive occasions on which such cheques or warrants have been left uncashed or after</b> the first occasion on which such a cheque or warrant is returned undelivered. The provisions of this Article shall apply to certificates of and other documents or evidence of title to, and proceeds of realisation of, distributions on shares other than money.</p>
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Articles of Association		Amended and Restated Articles of Association	
Clause no.	Before amendment	Clause no.	After amendment
<b>DESTRUCTION OF DOCUMENTS</b>			
194	Destruction of Documents	194	Destruction of Documents
	(A)		<del>(A)</del>
	(B) Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraph (a) to (d) of paragraph (A) of this Article and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.		<del>(B) Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in sub-paragraph (a) to (d) of paragraph (A) of this Article and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document was relevant to a claim.</del>
<b>SUBSCRIPTION RIGHT RESERVE</b>			
195(A)	(bb) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par;, and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrantholder; and	195(A)	(bb) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par; and
			(cc) immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrantholder; and
<b>FINANCIAL YEAR</b>			
	(Nil)	197	Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 March in each year.

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## NOTICE OF EGM

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### **ITE (HOLDINGS) LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8092)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of ITE (Holdings) Limited (the “**Company**”) will be held at Units C & D, 1/F., Por Yen Building, 478 Castle Peak Road, Kowloon, Hong Kong on Tuesday, 3 January 2023 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT:**

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in the Appendix to the circular of the Company dated 6 December 2022, be and are hereby approved;
- (b) the amended and restated articles of association of the Company (the “**Amended and Restated Articles of Association**”), which incorporates the Proposed Amendments, in the form produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to and implement upon the close of the EGM the Proposed Amendments and the adoption of the Amended and Restated Articles of Association.”

Yours faithfully  
For and on behalf of the Board of  
**ITE (Holdings) Limited**  
**Lau Hon Kwong Vincent**  
*Chairman*

Hong Kong, 6 December 2022

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## NOTICE OF EGM

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*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:*  
Units C & D, 1/F  
Por Yen Building  
478 Castle Peak Road  
Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the extraordinary general meeting is enclosed. Such form of proxy is also published on the website of the Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general 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 are present at the extraordinary general 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 shares shall alone be entitled to vote in respect thereof.
4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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. Therefore, all resolutions proposed at the EGM shall be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
5. In relation to the proposed resolution above, details of the Proposed Amendments are set out in the Appendix to this circular of which this notice of the EGM forms part.
6. The register of members will be closed from Wednesday, 28 December 2022 to Tuesday, 3 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of extraordinary general 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, Hong Kong Registrars Limited, at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 23 December 2022.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on that date of the extraordinary general meeting, the meeting may be adjourned in accordance with the Articles of Association. The Company will publish announcement on the website of the Company at [www.hkite.com](http://www.hkite.com) and on the HKExnews website of the Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of that date, time and venue of the adjourned meeting.

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## NOTICE OF EGM

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8. Reference to time and dates in this notice are to Hong Kong time and dates.
9. To safeguard the health and safety of attending shareholders and proxies and to reduce the risk of COVID-19 spreading, the following precautionary measure will be taken at the meeting of the Company:
  - (i) compulsory body temperature checks will be conducted for every attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
  - (ii) Every attendee is required to wear a surgical mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
  - (iii) No refreshment will be served, and there will be no corporate gift.

***Shareholders are strongly encouraged to appoint the Chairman of the meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting of the Company in person.***