
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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.

If you are in any doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in abc Multiactive 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 was effected for transmission to the purchaser or transferee.

abcmultiactive
abc Multiactive Limited
辰罡科技有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 8131)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF
RETIRING DIRECTORS AND RE-APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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

The notice convening the Annual General Meeting (the “AGM”) of the Company to be held at ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 11th May 2023 at 10:30 a.m. is contained in this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven (7) days from the date of its posting and on the Company’s website at www.hklistco.com.

* For identification purposes only

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM	ii
LETTER FROM THE BOARD OF DIRECTORS	1
APPENDIX I – EXPLANATORY STATEMENT	6
APPENDIX II – BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION AND RE-APPOINTMENT	11
APPENDIX III– PARTICULARS OF PROPOSED AMENDMENTS TO THE BYE-LAWS	14
NOTICE OF ANNUAL GENERAL MEETING	22

CHARACTERISTICS OF GEM

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

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

LETTER FROM THE BOARD OF DIRECTORS

abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

Executive directors:

Mr. Joseph Chi Ho HUI (*Chairman*)

Ms. Clara Hiu Ling LAM

Independent non-executive directors:

Mr. Kwong Sang LIU

Mr. Edwin Kim Ho WONG

Mr. William Keith JACOBSEN

Registered Office:

Clarendon House

2 Church street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business:*

8/F., Hong Kong Trade Centre,
No. 161 Des Voeux Road Central,
Hong Kong

3rd April 2023

To the shareholders of abc Multiactive Limited

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF
RETIRING DIRECTORS AND RE-APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the granting of the Issue Mandate, the Repurchase Mandate, the re-election and re-appointment of Directors, details of the proposed amendments to the existing Bye-laws, and the notice of the AGM.

* *For identification purposes only*

LETTER FROM THE BOARD OF DIRECTORS

At the last AGM of the Company held on 1st April 2022, the Directors were granted a general mandate to allot and issue Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the forthcoming AGM.

GENERAL MANDATE TO ISSUE SHARES

A resolution will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and deal with new Shares up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution. In addition, subject to the Shareholders' approval at the AGM, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to the total number of Shares which may be allotted and issued under the general mandate as mentioned above.

As at 3rd April 2023, ("the Latest Practicable Date"), the total issued share capital of the Company comprised 475,813,216 fully paid-up Shares and 123,529,400 convertible preference shares. Subject to the passing of the relevant ordinary resolution to approve the general mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with up to a maximum of 95,162,643 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

A resolution will be proposed at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 475,813,216 fully paid-up Shares and 123,529,400 convertible preference shares. Subject to the passing of the relevant ordinary resolution to approve the general mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to purchase a maximum of 47,581,321 Shares on the market.

In compliance with Rules 13.08 and 13.09 of the GEM Listing Rules, an explanatory statement is set out in the Appendix to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate.

The Share Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next AGM of the Company or until revoked or varied by ordinary resolution of the Shareholders in a general meeting prior to the next AGM of the Company.

LETTER FROM THE BOARD OF DIRECTORS

RE-ELECTION OF RETIRING DIRECTORS AND RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS SERVED FOR MORE THAN NINE YEARS

In accordance with Bye-laws 84.(1) of the Company's Bye-laws, 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. Mr. Edwin Kim Ho Wong and Mr. William Keith Jacobsen will retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules, if an independent non-executive director has served more than 9 years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Kwong Sang Liu, Mr. Edwin Kim Ho Wong and Mr. William Keith Jacobsen all three have been serving as independent non-executive directors of the Company for more than 9 years as at the Latest Practicable Date. During their years of appointment, Mr. Liu, Mr. Wong and Mr. Jacobsen had demonstrated their ability to provide an independent view to the Company's matters. Notwithstanding their years of service as independent non-executive directors of the Company, being reviewed and assessed by the Nomination Committee, the Board is of the view that Mr. Liu, Mr. Wong and Mr. Jacobsen are able to continue to fulfill their roles as required and meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rule. Mr. Kwong Sang Liu, Mr. Edwin Kim Ho Wong and Mr. William Keith Jacobsen are being eligible and recommended for further appointment subject to separate resolutions to be approved by shareholders at the AGM.

Length of tenure of independent non-executive director

According to code provision B.2.4(a) of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules, the Company should disclose the length of tenure of each existing independent non-executive director on a named basis if all of them have served more than nine years on the Board.

Mr. Kwong Sang Liu was appointed as independent non-executive director on 28 September 2004 and has been serving the Company for more than 18 years.

Mr. Edwin Kim Ho Wong was appointed as independent non-executive director on 29 August 2008 and has been serving the Company for more than 14 years.

Mr. William Keith Jacobsen was appointed as independent non-executive director on 10 July 2009 and has been serving the Company for more than 13 years.

LETTER FROM THE BOARD OF DIRECTORS

For board diversity, Mr. Kwong Sang Liu and Mr. William Keith Jacobsen participating their career role in the field of finance, Mr. Joseph Chi Ho Hui participating in the field of information technology, while Ms. Clara Hiu Ling Lam and Mr. Edwin Kim Ho Wong participating in other industries. With their balanced composition of solid management skill, knowledge and experience, the Board is of the view that the directors are able to provide a range of perspectives and insights that enable the Board to support the attainment of its strategic objectives and sustainable development of the businesses.

Brief biographical details of the retiring directors proposed to be re-elected at the AGM are set out in Appendix to this circular.

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Bye-laws for the purposes of, among others, (i) bringing the Bye-laws in line with amendments made to the Listing Rules and applicable laws of Bermuda; and (ii) making certain minor housekeeping amendments to the existing Bye-laws.

Details of the proposed amendments (marked-up against the existing Bye-laws) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed amendments to the existing Byelaws and the adoption of the new Bye-laws are subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Bye-laws shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the proposed amendments conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments on the Bye-laws for a Bermuda incorporated company listed on the Stock Exchange.

The Board considered that the proposed amendments to the existing Bye-laws are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the AGM as a special resolution.

ANNUAL GENERAL MEETING

The notice convening the AGM for the year ended 30th November 2022 to be held at ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Thursday, 11th May 2023 at 10:30 a.m. is set out on pages 22 to 27 of this circular.

LETTER FROM THE BOARD OF DIRECTORS

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

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 resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the AGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the AGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 8th May 2023 to Thursday, 11th May 2023 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 5th May 2023.

RECOMMENDATION

The Directors consider that the Repurchase Proposal (as defined in the Appendix), the granting and the extension of the general mandate to issue new Shares, the re-election and re-appointment of retiring Directors and proposed amendments to the existing Bye-laws, are in the best interests of the Company and its shareholders and, accordingly, recommend that all shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board of Directors
Joseph Chi Ho HUI
Chairman

The following is the explanatory statement given to all shareholders which is required by Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate.

(i) GEM Listing Rules

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

(ii) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 475,813,216 fully paid-up Shares and 123,529,400 convertible preference shares.

Subject to the passing of the Repurchase Mandate, the Company would be allowed under the Repurchase Proposal to repurchase Shares up to a maximum of 47,581,321 Shares on the basis that no further Shares will be issued or repurchased prior to the date of the AGM.

(iii) The Repurchase Proposal

The resolution set out in resolution no. 5 in the notice convening the AGM which will be proposed at the AGM relates to the granting of a general and unconditional mandate (the “Repurchase Mandate”) to the Directors to repurchase, on GEM or any other stock exchange on which the Shares may be listed and recognised by the Commission and the Exchange under the Code on Share Buy-backs, Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing the resolution (the “Repurchase Proposal”). Exercise in full of the Repurchase Mandate, on the basis of 475,813,216 Shares in issue as at the Latest Practicable Date, would result in repurchase of 47,581,321 Shares (representing 10% of the total issued share capital of the Company).

The Repurchase Mandate would continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held or the Repurchase Mandate is revoked or varied by an ordinary resolution in a general meeting by the shareholders of the Company, whichever is the earliest.

(iv) Reasons for Repurchase

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

(v) Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and Bye-laws of the Company, the GEM listing Rules and the applicable laws of Bermuda.

The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of those funds legally permitted to be utilised in this connection, including capital paid up on the relevant Shares, or out of funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2022 Annual Report in the event that the Repurchase Mandate were to be exercised in full at any time during the relevant period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(vi) Share Prices

The highest and lowest prices at which the Shares have been traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
March (<i>Note</i>)	–	–
April	0.350	0.115
May	0.230	0.112
June	0.171	0.113
July	0.170	0.110
August	0.118	0.084
September	0.100	0.078
October	0.130	0.076
November	0.109	0.067
December	0.089	0.043
2023		
January	0.060	0.046
February	0.100	0.049
March	0.058	0.046
April (up to the Latest Practicable Date)	0.050	0.050

Note:

Trading in Shares on the Stock Exchange has been suspended from 21st October 2021 to 26th April 2022 and was resumed on 27th April 2022.

(vii) Substantial Shareholders

As at the Latest Practicable Date, the interests of substantial shareholders of the Company were as follows:

Name	Capacity	Nature of interest	Number of ordinary shares	Percentage of issued share capital
Maximizer International Limited <i>(Note (1))</i>	Beneficial owner	Corporate	339,499,095	71.35%
Pacific East Limited	Beneficial owner	Corporate	16,450,838	3.46%
DGM Trust Corporation <i>(Note (2))</i>	Trustee	Corporate	355,949,933	74.81%

Notes:

- (1) On 30th August 2022, Maximizer International Limited sold all the owned 123,529,400 convertible preference shares to iRegular Consulting Limited.
- (2) DGM Trust Corporation is the trustee of The City Place Trust which wholly owns (a) Maximizer International Limited, which holds 71.35% interest in the Company and (b) Pacific East Limited, which holds 3.46% interest in the Company. The City Place Trust is a discretionary trust and its beneficiaries include certain family members of Mr. Kau Mo Hui, but do not include Mr. Joseph Chi Ho Hui or Ms. Clara Hiu Ling Lam or any of their respective spouses or minor child. Mr. Kau Mo Hui is the father of Mr. Joseph Chi Ho Hui, an executive director of the Company and Mr. Samson Chi Yang Hui, the chief executive officer of the Company. Mr. Kau Mo Hui is also the father-in-law of Ms. Clara Hiu Ling Lam, an executive director of the Company.

(viii) Undertaking

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved by the Shareholders.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

- (c) No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

(ix) Takeovers Code

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of their Shares or exercise the conversion rights of the convertible preference shares so that no further Shares will be issued, if the Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

Substantial Shareholders	Before repurchase	After repurchase
Maximizer International Limited	71.35%	79.28%
Pacific East Limited	3.46%	3.84%
DGM Trust Corporation	74.81%	83.12%

On the basis of the shareholdings held by the substantial Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will result in less than relevant prescribed minimum percentage of the shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

(x) Shares Purchase Made by the Company

The Company had not purchased any Shares (whether on the GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

The details of the retiring directors proposed to be re-elected and re-appointed at the AGM are set out as follows:

Mr. Edwin Kim Ho WONG, aged 48, joined the Company in August 2008 as an independent non-executive director for 14 years. He is also a member of the Audit Committee, the Internal Control Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Wong graduated in Major of Economics from York University, Toronto. He is currently the founder and the managing director of a regional apparel trading and distributing company. Mr. Wong has solid management experience gained from one of a well known Hong Kong textile company specialized in OEM export textile industry and related business more than 20 years.

Mr. Wong does not hold any other positions with the Company or its subsidiaries, nor did he hold any other directorships in other listed public companies in the past three years. Save as described above, Mr. Wong does not have any relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Wong does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wong was appointed by way of service contract with an initial term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company's Bye-laws 84.(1) and is eligible offer himself for re-election as director in the AGM. Mr. Wong is entitled to HK\$20,000 per annum as director's remuneration as determined by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation and to be authorized by the shareholders of the Company at the AGM.

Mr. William Keith JACOBSEN, aged 56, joined the Company in July 2009 as an Independent Non-executive Director for 13 years. He is also a member of the Audit Committee, the Internal Control Committee, the Remuneration committee and the Nomination committee of the Company. Mr. Jacobsen graduated with a Bachelor of Laws from the University of Hong Kong and holds a Master degree of Business Administration from the University of British Columbia in Canada. Mr. Jacobsen is currently a consultant of the law firm, Messrs. Yang Chan & Jamison. Mr. Jacobsen has more than 26 years of experience in corporate finance and business development for various firms and listed companies in Hong Kong.

Mr. Jacobsen is currently an independent non-executive director of Kingkey Intelligence Culture Holdings Limited, a company listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with stock code 550, and a non-executive director of Cocoon Holdings Limited, a company listed on the Stock Exchange with stock code 428. He was previously an independent non-executive director of Solis Holdings Limited, a company listed on the Stock Exchange with stock code 2227. Saved as disclosed above, Mr. Jacobsen does not hold any other positions with the Company or its subsidiaries, nor did he hold any other directorships in other listed public companies in the past three years.

Mr. Jacobsen does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Jacobsen does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Jacobsen was appointed by way of service contract with an initial term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company’s Bye-laws 84.(1) and is eligible to offer himself for re-election as director in the AGM. Mr. Jacobsen is entitled to HK\$20,000 per annum as director’s remuneration as determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation and to be authorized by the shareholders of the Company at the AGM.

Mr. Kwong Sang LIU, aged 61, joined the Company in September 2004 as an independent non-executive director for 18 years. He is also a member of the Audit Committee, the Internal Control Committee, the Remuneration Committee and the Nomination Committee of the Company. He has been practising as a certified public accountant in Hong Kong with more than 30 years of experience. Mr. Liu graduated from the Hong Kong Polytechnic University with a bachelor degree (Honors) in Accountancy and obtained the Master degree in Business Administration from the University of Lincoln, the United Kingdom. He is a fellow member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Institute of Financial Accountants, the United Kingdom and a fellow member of the Institute of Public Accountants, Australia. Mr. Liu is also a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong, a Certified Tax Adviser and a fellow member of the Society of Registered Financial Planners.

Mr. Liu acts as an independent non-executive director of China National Culture Group Limited, a company listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with stock code 745, and of Graphex Group Limited, a company listed on the Stock Exchange with stock code 6128. Since April 2019, Mr. Liu has been appointed as an independent non-executive director of ATIF Holdings Limited (ticker symbol: ATIF) whose shares are listed on the United States Nasdaq Stock Market. Mr. Liu was previously an Independent Non-executive Director of Pine Care Group Limited, a company listed on the Stock Exchange with stock code 1989, and of Polytec Asset Holdings Limited, a company listed on the Stock Exchange with stock code 208 and was privatized in May 2021. Saved as disclosed above, Mr. Liu does not hold any other positions with the Company or its subsidiaries, nor did he hold any other directorships in other listed public companies in the past three years.

Mr. Liu does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Liu does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Liu was appointed by way of service contract with an initial term of three years and shall continue thereafter subject to retirement by rotation at least once every three years in accordance with the Company’s Bye-laws 84.(1) and is eligible to offer himself for re-election as director in the AGM. Mr. Liu is entitled to HK\$20,000 per annum as director’s remuneration as determined by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation and to be authorized by the shareholders of the Company at the AGM.

The following are the proposed amendments to the Bye-Laws. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Bye-Laws. If the serial numbering of the provisions of the Bye-Laws changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Bye-Laws as so amended shall be changed accordingly, including cross-references.

Note: The Bye-Laws is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

	Provision in the new Bye-Laws
Article No.	(changes marked-up against provisions in the existing Bye-Laws)
Cover Page	<u>SECOND</u> AMENDED AND RESTATED BYE-LAWS

OF

abc Multiactive Limited

(Adopted at a ~~Special General Meeting held on 19 November, 2018~~)

~~(Amended at an Annual General Meeting held on 11 May, 2023)~~

1 In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>WORD</u>	<u>MEANING</u>
“Act”	the Companies Act 1981 of Bermuda <u>(as amended from time to time)</u> .

2. (i) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;

- | Article No. | Provision in the new Bye-Laws
(changes marked-up against provisions in the existing Bye-Laws) |
|-------------|---|
| | <p>(j) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member 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 Bye-law 59;</p> <p>(k) a special resolution <u>and an extraordinary resolution</u> shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;</p> <p>(l) references to a document being executed include references to it being executed under hand or under seal or by electronic signature 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> |
| 9. | <p>Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p> |
| 56. | <p><u>Subject to the Act, An</u> an annual general meeting of the Company shall be held in each <u>financial</u> year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.</p> |

Article No.	Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)
58	The Board may, whenever it thinks fit, call <u>convene</u> a special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If, within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) <u>himself</u> (themselves) may do so in accordance with the provisions of Section 74(3) of the Act.
59(1).	An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days . All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the <u>Act and the</u> rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:
61.(1)(d)	appointment <u>and removal</u> of Auditors and other officers in the place of those retiring;

Article No.	Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)
66.(1)	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case every Member present in person (or <u>in the case of a Member</u> being a corporation, is present by a <u>its</u> duly authorized representative), or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.</p>
<u>73.(2)</u>	<p><u>Members must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>
<u>73.(2)(3)</u>	<p>Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

Article No.	Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)
75	Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a <u>duly authorised representative representing a</u> Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
76	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an <u>duly authorized</u> officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
81.(1)	Any corporation which is a Member may by resolution of its directors or other governing body <u>or by power of attorney</u> authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be <u>entitled to vote and</u> to exercise the same powers on behalf of such the corporation <u>which he represents</u> as the that corporation could exercise if it were a an individual <u>who is an individual and such corporation</u> shall for the purposes of these Bye laws be deemed to be present in person at any such meeting if a person so authorised is present thereat. <u>References in these Bye-laws to a Member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Member represented at the meeting by such duly authorised representative.</u>

- Provision in the new Bye-Laws**
- Article No. (changes marked-up against provisions in the existing Bye-Laws)**
- 81.(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may appoint one or more proxies or authorise such persons as it thinks fit to act as its representatives at any general meeting of the Company, ~~or at any meeting of any class of Members or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Members,~~ provided that, if more than one person is so authorised, 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 Bye-law shall be deemed to have been duly authorised without further evidence of the facts and 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)) including, where a show of hands is allowed, the right to vote individually on a show of hands and the right to speak.
- 83.(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of Members after his appointment and be subject to re-election at such meeting. ~~and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.~~

	Provision in the new Bye-Laws
Article No.	(changes marked-up against provisions in the existing Bye-Laws)
83.(4)	The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove <u>any Director (including a managing director or other executive director)</u> at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
84.(5)	A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (4) above may be filled by the election or appointment <u>by ordinary resolution of</u> the Members at the meeting at which such Director is removed to hold office until the next appointment of Directors or until their successors are elected or appointed or, in the absence of such election or appointment such general meeting may authorise the Board to fill any vacancy in the number left unfilled.
100(1)	(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part <u>and</u> whether alone or jointly under a guarantee or indemnity or by the giving of security;
152	(1) Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

Provision in the new Bye-Laws

- | | |
|--------------------|--|
| Article No. | (changes marked-up against provisions in the existing Bye-Laws) |
| | (3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by special <u>extraordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term. |
| 162 | (2) A resolution that the Company be wound up by the court or be wound up voluntarily shall be <u>passed by way of</u> a special resolution. |

NOTICE OF ANNUAL GENERAL MEETING

abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of abc Multiactive Limited (the “Company”) will be held at ANPA Financial Services Group Limited, Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Thursday, 11th May 2023 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 30th November 2022;
2. To re-elect and re-appoint retiring directors and authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT**

- (i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM (“GEM”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, (c) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company; or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the share capital of the Company on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (c) the date on which the authority set out for this resolution is revoked or varied by an ordinary resolution in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon ordinary resolutions no. 4 and 5 above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in ordinary resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to ordinary resolution no. 4 above.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

7. “**THAT:**
- (i) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated 3rd April 2023, be and are hereby approved; and
 - (ii) the second amended and restated bye-laws of the Company (the “New Bye-laws”) which incorporate the Proposed Amendments (a copy of which has been produced to this meeting and marked “A” and for identification purpose signed by the chairman of the meeting), be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company and with immediate effect after the close of the Annual General Meeting of the Company; and
 - (iii) any one director of the Company be and is hereby authorised to do all such acts and things (including filing the New bye-laws with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the director of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments.”
8. To transact any other ordinary business of the Company.

By Order of the Board
abc Multiactive Limited
Cheung Siu Leong
Company Secretary

Hong Kong, 3rd April 2023

NOTICE OF ANNUAL GENERAL MEETING

Head Office and Principal Place of Business:

8/F., Hong Kong Trade Centre,
No. 161 Des Voeux Road Central,
Hong Kong

Registered Office:

Clarendon House
2 Church street
Hamilton HM 11
Bermuda

As at the date of this circular, the Board comprises the following directors:

Mr. Joseph Chi Ho HUI (*Executive Director and Chairman*)
Ms. Clara Hiu Ling LAM (*Executive Director*)
Mr. Kwong Sang LIU (*Independent Non-executive Director*)
Mr. Edwin Kim Ho WONG (*Independent Non-executive Director*)
Mr. William Keith JACOBSEN (*Independent Non-executive Director*)

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

- (v) For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 8th May 2023 to Thursday, 11th May 2023 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 5th May 2023.
- (vi) An explanatory statement containing further details regarding ordinary resolutions no. 4 to 6 and special resolution no. 7 as required by the Rules Governing the Listing of Securities on GEM will be dispatched to the members of the Company.
- (vii) Precautionary measures to the AGM:

Due to the constantly evolving COVID-19 pandemic situation, the Company may need to take certain precautionary measures at the venue of the AGM to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served at the AGM. The Company reserves the right to deny admission to the AGM venue if any person does not comply with the precautionary measures to be taken at the AGM or such person is subject to any of the Hong Kong government prescribed quarantine.

The Company is closely monitoring the impact of COVID-19 in Hong Kong. The Company may required to change the AGM arrangements with short notice. Shareholders should check for future announcements and updates on the AGM arrangements.