THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in WebX International Holdings Company Limited ("**Company**"), you should at once hand or forward this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WEBX INTERNATIONAL HOLDINGS COMPANY LIMITED

智雲國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8521)

(1) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF THE AUDITORS; (4) PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION; AND (5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Units 05–06, 33rd Floor, Bank of America Tower, No.12 Harcourt Road, Hong Kong on Friday, 12 June 2026 at 3:30 p.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the shareholders of the Company at the annual general meeting is published on the website of the Stock Exchange and that of the Company.

Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return them to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 3:30 p.m. (Hong Kong time), on Wednesday, 10 June 2026 or not less than 48 hours before the time appointed for the holding of the adjourned annual general meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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 days after the date of publication and on the Company's website at www.webx.info.

20 May 2026

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.

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Notice of AGM AGM-1

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

"2025 AGM"	the annual general meeting of the Company held on 20 June 2025
"AGM"	the annual general meeting of the Company to be held at Units 05–06, 33rd Floor, Bank of America Tower, No.12 Harcourt Road, Hong Kong on Friday, 12 June 2026 at 3:30 p.m., the notice of which is set out on pages AGM-1 to AGM-6 of this circular
"Articles" or "Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands
"Company"	WebX International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued or otherwise dealt with under the General Mandate
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of granting of the General Mandate
"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"	15 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Memorandum and Articles of Association"	the existing memorandum of association and articles of association of the Company currently in force
"New Memorandum and Articles of Association"	the third amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments
"Proposed Amendments"	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase up to a maximum of 10% of the total number of issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of granting of the Repurchase Mandate
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"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)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed thereto in the GEM Listing Rules

"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
"treasury share(s)"	has the meaning ascribed thereto in the GEM Listing Rules
"%"	per cent.

WEBX INTERNATIONAL HOLDINGS COMPANY LIMITED
智雲國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8521)

Executive Directors:
Mr. Li Jian
Mr. Chen Simon Guomin

Non-executive Directors:
Mr. Wong Kai Hung Kelvin *(Chairman)*
Mr. Hung Yuk Miu

Independent non-executive Directors:
Mr. Ng Wing Heng Henry
Dr. Chan Yee Wah
Mr. Liu Mingfang

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

Principal place of business in Hong Kong:
Units 05–06, 33rd Floor
Bank of America Tower
No.12 Harcourt Road, Hong Kong

20 May 2026

To the Shareholders

Dear Sir or Madam

(1) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES; (2) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF THE AUDITORS; AND (4) PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

1. INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. At the AGM, resolutions relating to, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the auditors; and (iv) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association will be proposed for the Shareholders to consider and, if thought fit, approving the same.

2. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the 2025 AGM, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue (excluding, where applicable, treasury shares of the Company) on the date of the passing of the resolution; (b) a general unconditional mandate to exercise all the powers of the Company to repurchase Shares with a total number of not more than 10% of the total issued Shares (excluding, where applicable, treasury shares of the Company) on the date of the passing of the resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors:

(a) the Repurchase Mandate to purchase Shares on the Stock Exchange of an aggregate number of Shares of up to 10% of the total number of the issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of passing such resolution;

(b) the General Mandate to allot, issue or deal with Shares of an aggregate number of Shares of up to 20% of the total number of the issued Shares (excluding, where applicable, treasury shares of the Company) on the date of passing such resolution; and

(c) the extension of the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 639,000,000 Shares. Assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the AGM, subject to the passing of the relevant resolutions, the maximum number of Shares to be issued under the proposed General Mandate is 127,800,000 Shares, and the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 63,900,000 Shares.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages AGM-1 to AGM-6 of this circular.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. The explanatory statement for such purpose is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely Mr. Li Jian and Mr. Chen Simon Guomin; two non-executive Directors, namely Mr. Wong Kai Hung Kelvin and Mr. Hung Yuk Miu; and three independent non-executive Directors, namely Mr. Ng Wing Heng Henry, Dr. Chan Yee Wah and Mr. Liu Mingfang.

In accordance with Articles 84(1) and 84(2) of the Articles, each of Mr. Li Jian, Mr. Chen Simon Guomin and Mr. Liu Mingfang will retire from the office of Director by rotation and, being eligible, will offer himself for re-election at the AGM.

The Nomination Committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are due to retire at the AGM. The Company considers that the retiring independent non-executive Director, namely, Mr. Liu Mingfang, is independent in accordance with the independence guidelines set out in the GEM Listing Rules and he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Particulars of the retiring Directors are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF THE AUDITORS

Subject to the passing of the ordinary resolution for the re-appointment of SHINEWING (HK) CPA Limited as the auditors, the estimated audit fee payable to SHINEWING (HK) CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$650,000 to HK$700,000 (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and SHINEWING (HK) CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared in accordance with HKFRS Accounting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

5. PROPOSED AMENDMENTS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make the Proposed Amendments in order to (i) provide the Company with flexibility to hold treasury shares under the Articles of Association; (ii) enable the Shareholders to give instructions, receive corporate action proceeds and pay subscription monies for offers to subscribe for new securities by electronic means; (iii) prepare for the uncertificated securities market regime by adding provisions to allow Shareholders to hold and transfer Shares in uncertificated form; and (iv) make other miscellaneous and housekeeping amendments, as well as update certain provisions with reference to the latest applicable laws of the Cayman Islands and the GEM Listing Rules. In view of the Proposed Amendments, the Board proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM, and will become effective after the conclusion of the AGM.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the GEM Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not contravene or violate the applicable laws of the Cayman Islands. The Company has confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments and the New Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages AGM-1 to AGM-6 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the auditors; and (iv) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.

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. As such, all resolutions set out in the notice of AGM will be voted on by way of poll.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder was required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is published on the website of the Stock Exchange and that of the Company. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event by 3:30 p.m. (Hong Kong time), on Wednesday, 10 June 2026 or not less than 48 hours before the time appointed for the holding of the adjourned AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or the adjourned AGM should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

7. CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 8 June 2026.

8. RESPONSIBILITY STATEMENT

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

9. RECOMMENDATION

The Directors consider that (i) the grant of the Repurchase Mandate, the General Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the auditors; and (iv) the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
On behalf of the Board
WebX International Holdings Company Limited
Wong Kai Hung Kelvin
Chairman

The following is an explanatory statement required by the GEM Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the grant of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

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

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

The GEM Listing Rules allow the GEM issuers either to cancel repurchased shares or hold such repurchased shares as treasury shares for resale or transfer. If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the General Mandate set out in the proposed ordinary resolutions contained in item 5 of the notice of the AGM and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with the Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 639,000,000 Shares in issue. Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the grant of the Repurchase Mandate and on the basis that there is no change in the number of issued Shares from the Latest Practicable Date to the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 63,900,000 Shares, representing 10% of the total number of issued Shares (excluding, where applicable, treasury shares of the Company) as at the date of the AGM.

3. FUNDING OF REPURCHASES

The Company is empowered by the Articles to purchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the laws of the Cayman Islands, the GEM Listing Rules and/or any other applicable laws, as the case may be.

The Companies Act of the Cayman Islands provides that the amount of capital repaid in connection with the securities repurchase must have been provided for out of the profits of the Company and/or out of the proceeds of a fresh issue of the securities made for the purpose of the repurchase to such an extent allowable under the Companies Act of the Cayman Islands.

4. IMPACT OF REPURCHASES

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 annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such 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.

5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of 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 Rule 26 or Rule 32 of the Takeovers Code.

The Directors are not aware of any consequences that will arise as a result of the exercise of the Repurchase Mandate in full and in any event, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in a general offer being triggered under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge after having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors confirm that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands, and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per share of the Company at which such shares have traded on the Stock Exchange in the last 12 months were as follows:

Month	Highest *HK$*	Lowest *HK$*
2025		
May	0.700	0.580
June	0.850	0.590
July	1.120	0.720
August	1.700	0.980
September	1.610	1.020
October	1.630	1.290
November	1.510	1.260
December	1.370	1.200
2026		
January	1.260	0.620
February	0.780	0.580
March	0.900	0.650
April	0.910	0.560
May (up to the Latest Practicable Date)	1.000	0.740

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of the Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the AGM according to the Articles and will be proposed to be re-elected at the same meeting are provided below.

1. MR. LI JIAN ("Mr. Li")

Mr. Li Jian, aged 46, was appointed as an executive Director on 28 August 2023. He is responsible for developing new strategies and competencies. Mr. Li is also a director of various subsidiaries of the Company.

Mr. Li has many years' experience in computer software, communications and Internet media industries. He mainly engaged in research, development and manufacturing of mobile terminal products and Internet marketing and advertising. Mr. Li received his Associate Degree of Computer Science from the Department of Computer Science of Tianjin University of Technology and Education in 2003.

Since 2015, Mr. Li has participated in the establishment of Beijing Jiangzhi Information Technology Co. Ltd. (formerly a listed company on the National Equities Exchange and Quotations, Stock Code: 430443 and delisted on 20 January 2025), and as a shareholder of the company which is mainly engaged in Internet social media marketing, Internet advertising and other businesses.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Li has not held any other major appointment and qualifications or directorship in other listed companies in the last three years; and (ii) Mr. Li does not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Li does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Li was interested in 89,495,000 Shares within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Li as an executive Director is for a continuous term commencing from 28 August 2023, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Li is entitled to a director's fee of HK$80,000 per month and such remuneration was determined by the Board having regard to the recommendation of the remuneration committee of the Board and with reference to his qualifications, experience, duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders.

2. MR. CHEN SIMON GUOMIN ("Mr. Chen")

Mr. Chen Simon Guomin, aged 59, was appointed as an executive Director on 14 November 2023. He is responsible for identifying suitable investors to strategic partnerships for the Group. He also has extensive experience in both the banking and regulatory spheres, and is responsible for overseeing those areas for the Group.

Mr. Chen obtained a Bachelor of Engineering in Management Information Systems from the Tsinghua University, the People's Republic of China ("**PRC**") in July 1990 and a Master of Arts and Economics from Simon Fraser University, Canada in October 1993. He also obtained a Master of Business Administration degree from The University of British Columbia, Canada in May 1996.

Mr. Chen has over 30 years of experience in global capital markets and investment banking. Mr. Chen has successively held senior management positions at HSBC and Lehman Brothers for their respective investment banking business. Mr. Chen has helped many well-known companies in their listings, fundraisings and mergers and acquisitions, and advised on their corporate development strategies. While acting as the Chief Representative of HSBC's Beijing Representative Office Investment Bank in the PRC from 1999 to 2001, Mr. Chen helped implement HSBC's investment and development strategies in the PRC. Further, Mr. Chen was involved in the EU's China WTO Financial Industry Advisory Committee. In recent years, Mr. Chen has engaged in consulting and investment activities in internet big data application projects.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Chen has not held any other major appointment and qualifications or directorship in other listed companies in the last three years; and (ii) Mr. Chen does not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chen does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Chen was interested in 80,540,000 Shares within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Chen as an executive Director is for a continuous term commencing on 14 November 2023, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Chen is entitled to a director's fee of HK$80,000 per month and such remuneration was determined by the Board having regard to the recommendation of the remuneration committee of the Board and with reference to his qualifications, experience, duties, responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders.

3. MR. LIU MINGFANG ("Mr. Liu")

Mr. Liu Mingfang, aged 48, was appointed as an independent non-executive Director on 21 May 2024. He has over 20 years of experience in corporate finance and investment management, and is particularly familiar with the negotiation and investment analysis of corporate investment projects. Since August 2008, he has worked at Guangzhou Guoji Investment Co., Ltd.* (廣州國濟投資顧問有限公司) and is currently a senior advisor.

From September 2001 to February 2003, he worked at Beijing Eagles United Investment Co., Ltd.* (北京鵬聯投資顧問有限公司) where his last position was an associate. From March 2003 to August 2006, Mr. Liu worked at Taihe Media Investment Co., Ltd.* (太合傳媒投資有限公司) where his last position was the director of the investment department.

Mr. Liu obtained a Bachelor of Economics from the Beijing Wuzi University, the PRC in July 2001 and a Master of Business Administration ("**MBA**") from the International MBA Program co-developed by the Tsinghua University, the PRC, and the Massachusetts Institute of Technology, the United States of America, in July 2008. He holds a Legal Professional Qualification Certificate issued by the Ministry of Justice of the PRC. Mr. Liu also participated in the Global Classroom course on Integrated Approaches to Sustainable Development Practice jointly organised by the Earth Institute at Columbia University and the Brookings-Tsinghua Center for Public Policy in December 2008.

Mr. Liu was an independent non-executive director of Richly Field China Development Limited (stock code: 313) ("**Richly Field**"), a company whose shares are listed on the Main Board of the Stock Exchange, from 13 August 2010 to 25 April 2012. As disclosed in the regulatory announcement published by the Stock Exchange on 21 January 2015 ("**Regulatory Announcement**"), the Listing Committee ("**Listing Committee**") of the Stock Exchange criticised, inter alia, Mr. Liu as a former independent non-executive director of Richly Field for his breaches of his obligations under the Declaration and Undertaking with regard to Directors ("**Undertaking**") given to the Stock Exchange in the form set out in Appendix 5-B to the Rules ("**Main Board Listing Rules**") Governing the Listing of Securities on the Stock Exchange.

* The English translation of the name is for reference only. The official name of the entity is in Chinese.

The Listing Committee found that each of Mr. Liu and certain former directors of Richly Field breached their respective Undertakings to use his/her best endeavours to procure Richly Field's compliance with the Main Board Listing Rules in relation to certain connected transactions of Richly Field for the following reasons (insofar as Mr. Liu was concerned):

(1) they ratified one of the connected transactions in June 2011. Noting that the undisclosed and unreported transaction had occurred in early March 2011 involving a substantial deposit payment by a principal subsidiary of Richly Field; and that another former director of Richly Field who authorised the transaction and signed the relevant agreement ("**Former Director**") did not notify Richly Field's board of directors ("**Richly Field's Board**") of the transaction, each of the relevant directors was put on notice of the need to enquire and establish reasons of and circumstances leading to the non-reporting of the transaction to Richly Field's Board at the relevant time. Best endeavours would have reasonably required and expected the relevant directors to:

    (a) enquire and look into the circumstances and enquire as to why the Former Director did not inform or involve any members of Richly Field's Board in the consideration and approval of the transaction or why it was not reported to Richly Field's Board in a timely manner;

    (b) establish any internal control deficiencies to which the non-reporting of the transaction to Richly Field's Board might be partly attributable; and take steps to rectify those deficiencies; and

    (c) consider and enquire of the Former Director and the management of Richly Field about the implications of the Main Board Listing Rules of the transaction including whether it required disclosure under the Main Board Listing Rules; and

(2) they failed to ensure Richly Field had adequate and effective internal controls in place to ensure its compliance with the Main Board Listing Rules arising from transactions conducted at the subsidiary level.

The Listing Committee further directed Mr. Liu and certain former directors of Richly Field to, as a prerequisite of future appointment as a director of a company listed on the Stock Exchange, attend 24 hours of training on compliance of the Main Board Listing Rules, particularly in relation to notifiable and connected transactions, before the effective date of such appointment. The training should be provided by the Hong Kong Institute of Directors, Hong Kong Institute of Chartered Secretaries or other course providers approved by the Listing Department of the Stock Exchange ("**Training Requirement**").

Mr. Liu confirmed that he had satisfied the Training Requirement by completing a 24-hour director training programme ("**24-Hour Programme**") offered by The Hong Kong Institute of Directors as required under the Training Requirement prior to his appointment as an independent non-executive Director on 21 May 2024. The 24-Hour Programme covered various topics in relation to compliance of the Main Board Listing Rules, including but not limited to corporate governance, notifiable transactions, connected transactions, duties of directors of listed companies, market misconduct, inside information and conflict of interest.

As at the Latest Practicable Date, save as disclosed above, Mr. Liu has not held any other major appointment and qualifications or directorship in other listed companies in the last three years. As at the Latest Practicable Date, (i) Mr. Liu does not hold other positions with the Company or other members of the Group; and (ii) Mr. Liu does not have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Liu is not interested in any Shares of the Company within the meaning of Part XV of the SFO.

The current term of appointment of Mr. Liu as an independent non-executive Director is for a continuous term commencing from 21 May 2024, subject to rotation and re-election at the general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. Liu is entitled to a director's fee of HK$10,000 per month, which was determined with reference to prevailing market conditions, duties and responsibilities of Mr. Liu at the Company and the remuneration policy of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the re-election of Mr. Liu that need to be brought to the attention of the Shareholders.

The following are the Proposed Amendments to the Memorandum and Articles of Association of the Company brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Memorandum and Articles of Association of the Company.

THE MEMORANDUM OF ASSOCIATION

Article No.	Proposed Amendments showing changes to the existing memorandum of association
1.	The name of the Company is WebX International Holdings Company Limited~~ST International Holdings Company Limited~~ and its dual foreign name is 智雲國際控股有限公司~~智紡國際控股有限公司~~.

THE ARTICLES OF ASSOCIATION

Article No.	Proposed Amendments showing changes to the existing Articles	
2.	(1) In these Articles, 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.	
	WORD	**MEANING**
	"address"	for the purposes of these Articles, "address" includes an electronic address unless the Act or the GEM Listing Rules require a postal address.
	"ASR Code"	the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.
	"Central Clearing and Settlement System"	the Central Clearing and Settlement System operated by HKSCC.
	"Company"	WebX International Holdings Company Limited 智雲國際控股有限公司~~ST International Holdings Company Limited 智紡國際控股有限公司~~.

Article No.	Proposed Amendments showing changes to the existing Articles	
	"Electronic System"	any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.
	"HKSCC"	the Hong Kong Securities Clearing Company Limited.
	"HK Stock Exchange"	The Stock Exchange of Hong Kong Limited.
	"Notice"	written notice unless otherwise specifically stated ~~and as further defined~~ in these Articles and, where the context so requires, shall include any other document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the GEM Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the GEM Listing Rules and/or the rules and regulations of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.
	"Register"	the principal register of Members and where applicable, any branch register of Members including any branch register maintained in Hong Kong to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and it shall include, where relevant, the register of holders as defined in the USM Rules.
	"Securities and Futures Ordinance"	the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.
	"SFC"	the Securities and Futures Commission of Hong Kong.

Article No. **Proposed Amendments showing changes to the existing Articles**

"treasury shares"	shares repurchased and held by the Company in treasury as authorized by the Act and shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.
"Uncertificated"	a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.
"UNSRT System"	an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.
"USM Rules"	the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) as amended from time to time.

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

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

Article No.	Proposed Amendments showing changes to the existing Articles
	(n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.;
	(o) unless the context otherwise requires, any reference to "print", "printed", or "printed copy" and "printing" shall be deemed to include electronic versions or electronic copies;
	(p) any reference to the term "place" within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term "place" is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
	(q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.
3.	(2) Subject to the Act, the Company's Memorandum and Articles of Association and, where applicable, the GEM Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the GEM Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

Article No.	Proposed Amendments showing changes to the existing Articles
10.	Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified 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 (excluding treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (excluding treasury shares). To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that: (a) the necessary quorum (including ~~other than~~ at an adjourned or postponed meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and~~ (excluding treasury shares); and
12.	(1) Subject to the Act, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the GEM Listing Rules and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount to their nominal value. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members ~~or others~~ with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable or that based on legal opinions provided by legal advisers, the Board considers it necessary or expedient not to offer the shares to such Members on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of Members for any purpose whatsoever.

Article No.	Proposed Amendments showing changes to the existing Articles
18.	Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the GEM Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, ~~E~~every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.
19.	Where ~~S~~share certificates are issued, they shall be issued within ~~the relevant~~ any time limit ~~as~~ prescribed by the Act, the ASR Code or ~~as~~ the Designated Stock Exchange ~~may from time to time determine~~, whichever is the shorter, if such a time limit is applicable, 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 lodgment of a transfer with the Company.
20.	(1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and (where the shares are not participating securities for the purpose of the USM Rules) a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor (where the shares are not participating securities for the purpose of the USM Rules) a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof. (2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount as the Designated Stock Exchange may from time to time determine or, where applicable, prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.

Article No.	Proposed Amendments showing changes to the existing Articles
21.	If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request (where the shares are not participating securities for the purpose of the USM Rules) and on payment of such fee as the Designated Stock Exchange may determine or, where applicable, prescribed by the ASR Code to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.
43.	(3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.
44.	The Register ~~and branch register of Members maintained in Hong Kong, as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members and holders of Prescribed Securities (as defined in the USM Rules) without charge or by any other person, upon a maximum payment of $2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of $1.00 or such lesser sum specified by the Board 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 newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed for inspection 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. The period of thirty (30) days may be extended in respect of any year if approved by the Members by ordinary resolution in that year provided that such period shall not be extended beyond sixty (60) days (or such other period as may be prescribed under any applicable law) in any year.

Article No.	Proposed Amendments showing changes to the existing Articles
46.	(2) Notwithstanding the provisions of subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the GEM Listing Rules that are or shall be applicable to such listed shares. The ~~register~~ 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 Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the GEM Listing Rules that are or shall be applicable to such listed shares.
47.	Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, ~~T~~the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
49.	(b) if applicable, the instrument of transfer is in respect of only one class of share; (c) for certificated shares, the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and

Article No.	Proposed Amendments showing changes to the existing Articles
58.	The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may ~~convene a physical meeting at only one location which will be the Principal Meeting Place~~ do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
63.	(2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.
64.	Subject to Article 64C, the chairman may (without the consent of the meeting) ~~may, with the consent of any meeting at which a quorum is present (and shall if so directed by~~ or shall at the direction of the meeting~~)~~, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) ~~as the meeting shall determine~~, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting ~~and the general nature of the business to be transacted~~. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

Article No.	Proposed Amendments showing changes to the existing Articles
64A.	(2) All general meetings are subject to the following ~~and, where appropriate, all references to a "Member" or "Members" in this sub-paragraph (2) shall include a proxy or proxies respectively~~:
66.	(2) ~~In the case of a physical meeting w~~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:
76.	The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and (i) if in writing but not contained in an electronic communication, ~~under the hand of~~ signed by the appointor or ~~of~~ his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by ~~under the hand of~~ an officer, attorney or other person authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. 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 facts.

Article No.	Proposed Amendments showing changes to the existing Articles
77.	(1) The Company may, at its absolute discretion or, where the applicable laws, rules or regulations mandatorily require the provision of an electronic address for the receipt of document or information, the Company shall, 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.

Article No.	Proposed Amendments showing changes to the existing Articles
139.	Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.
149.	Subject to Article 150, a ~~printed~~ copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Members at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Article No.	Proposed Amendments showing changes to the existing Articles
150.	Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the GEM Listing Rules, ~~and to obtaining all necessary consents, if any, required thereunder,~~ the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the Directors' report which shall be in the form and containing the information required by applicable laws and regulations, 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 in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete ~~printed~~ copy of the Company's annual financial statements and the Directors' report thereon.
151.	The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the GEM Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's website or in any other permitted manner (including by sending any form of electronic communication), subject to compliance with the GEM Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force~~, 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~~.

Article No.	Proposed Amendments showing changes to the existing Articles

158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the GEM Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing ~~or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication~~ and, subject to compliance with the GEM Listing Rules, the Statutes and any other applicable laws, rules and regulations from time to time in force, any such Notice and document may be given or issued by the following means:

(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(35)~~,~~ ~~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~~ without the need for any additional consent or notification;

(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 website (a "notice of availability"); or~~ or the website of the Designated Stock Exchange without the need for any additional consent or notification; or

~~(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.~~

(23) 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.~~

Article No.	Proposed Amendments showing changes to the existing Articles
	(3~~5~~) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
	(4~~6~~) Subject to any applicable laws, rules and regulations and the terms of these Articles, any Notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.
159.	(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 provided that the Company or its agent has not received any "non-delivery message" after sending to any particular electronic address. A Notice, documents or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company ~~to a Member~~ on the day it first so appears on the relevant website, unless the GEM Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the GEM Listing Rules ~~following that on which a notice of availability is deemed served on the Member~~;
	~~(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;~~
	~~(d)~~(c) 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 Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
	~~(e)~~(d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

Article No.	Proposed Amendments showing changes to the existing Articles
160.	(1) Any Notice or other document delivered or sent ~~by post to or left at the registered address of any Member in pursuance of~~ in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal 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 in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
164A.	Unless otherwise determined by the Directors from time to time, the financial year of the Company shall end on the 31st day of December in each year.
	ELECTRONIC PAYMENTS AND INSTRUCTIONS
167.	To the extent permitted by applicable law and unless otherwise restricted or prohibited by the GEM Listing Rules, the Company shall: (a) accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "actionable corporate communications" within the meaning ascribed thereto under the GEM Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine;

Article No. **Proposed Amendments showing changes to the existing Articles**

(b) accept payment from Members and its securities holders by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate, if the Company makes an offer to Members and its securities holders to subscribe for any new securities; and

(c) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

168. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the Statutes and other applicable laws, rules and regulations.

WEBX INTERNATIONAL HOLDINGS COMPANY LIMITED
智雲國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8521)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**Meeting**") of WebX International Holdings Company Limited ("**Company**") will be held at Units 05-06, 33rd Floor, Bank of America Tower, No.12 Harcourt Road, Hong Kong on Friday, 12 June 2026 at 3:30 p.m., for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**", each a "**Director**") and the auditors of the Company for the year ended 31 December 2025.

2. To pass the following resolutions, each as a separate resolution:

   (a) to re-elect Mr. Li Jian as an executive Director;

   (b) to re-elect Mr. Chen Simon Guomin as an executive Director;

   (c) to re-elect Mr. Liu Mingfang as an independent non-executive Director; and

   (d) to authorise the board of Directors ("**Board**") to fix the respective Directors' remuneration.

3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares ("**Shares**") in the capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the applicable laws of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding treasury shares (if any)) on the date of passing of this resolution and the said approval shall be limited accordingly;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; or

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held."

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

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares in the capital of the Company and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of any options granted under a share option scheme of the Company;

(iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of the Company and other relevant regulations in force from time to time; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed 20% of the aggregate number of Shares in issue (excluding treasury shares (if any)) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purpose of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held;

"**Rights Issue**" means an offer of Shares, or offer on issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors 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 (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations."

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

"**THAT** conditional upon the passing of the resolutions numbered 4 and 5 in the notice convening this Meeting ("**Notice**"), the general mandate referred to in the resolution numbered 5 in the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares purchased or agreed to be purchased by the Company pursuant to the mandate referred to in the resolution numbered 4 in the Notice, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares (if any)) on the date of the passing of this resolution."

7. To consider and, if thought fit, pass the following resolution as a special resolution:

"**THAT** the third amended and restated memorandum of association and articles of association of the Company (incorporating the proposed amendments of the existing second amended and restated memorandum of association and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 20 May 2026) ("**Third Amended and Restated Memorandum and Articles of Association**"), a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new memorandum of association and articles of association of the Company respectively in substitution for, and to the exclusion of, the existing second amended and restated memorandum of association and articles of association of the Company with immediate effect after the close of this meeting, and any one director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to implement the adoption of the Third Amended and Restated Memorandum and Articles of Association."

On behalf of the board of Directors
WebX International Holdings Company Limited
Wong Kai Hung Kelvin
Chairman

20 May 2026

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

Principal place of business in Hong Kong:
Units 05-06, 33rd Floor
Bank of America Tower
No.12 Harcourt Road, Hong Kong

Notes:

1. To ascertain the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Monday, 8 June 2026 (Hong Kong time).

2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the Meeting.

3. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 3:30 p.m. (Hong Kong time), on Wednesday, 10 June 2026 or not less than 48 hours before the time appointed for the holding of the adjourned meeting (as the case may be).

4. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting at the Meeting or any adjournment thereof should such member so wish, and in such event, the instrument appointing a proxy previously submitted shall be deemed revoked.

5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether personally or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.

6. In compliance with the Rules ("**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, all resolutions to be proposed at the Meeting convened by this notice will be voted on by way of poll.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Li Jian and Mr. Chen Simon Guomin; two non-executive Directors, namely, Mr. Wong Kai Hung Kelvin and Mr. Hung Yuk Miu; and three independent non-executive Directors, namely, Mr. Ng Wing Heng Henry, Dr. Chan Yee Wah and Mr. Liu Mingfang.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days after the date of publication and on the Company's website at www.webx.info.