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

If you have sold or transferred all your shares in Byte Metaverse Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or 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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BYTE META

BYTE METAVERSE HOLDINGS LIMITED

比特元宇宙控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

PROPOSALS FOR

- (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR FOR THE YEAR ENDED 30 JUNE 2026,
 - (2) RE-ELECTION OF RETIRING DIRECTORS,
 - (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR,
 - (4) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,
 - (5) EXTENSION OF ISSUANCE MANDATE,
 - (6) PROPOSED CHANGE OF COMPANY NAME,
 - (7) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
- AND
- NOTICE OF 2026 ANNUAL GENERAL MEETING**

A notice convening the 2026 ANNUAL GENERAL MEETING (“2026 AGM”) of Byte Metaverse Holdings Limited to be held at Room 318, Unit 3, Building 1, Dabaihui Life and Health Industrial Park, No. 2028 Shenyang Road, East Community, Haishan Street, Yantian District, Shenzhen, Chinese Mainland on Thursday, 12 November 2026 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you are able to attend the 2026 AGM, please complete and sign the enclosed form of proxy for use at the 2026 AGM in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the 2026 AGM (i.e. not later than 10:30 a.m. on Tuesday, 10 November 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2026 AGM if they so wish.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication. This circular will also be published on the Company’s website at byte-metaverse.com.

30 September 2026

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

The 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 the GEM are generally small and mid-sized companies, there is a risk that securities traded on the 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 the GEM.

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DEFINITIONS

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

“2026 AGM”	the 2026 annual general meeting of the Company to be held at Room 318, Unit 3, Building 1, Dabaihui Life and Health Industrial Park, No. 2028 Shenyang Road, East Community, Haishan Street, Yantian District, Shenzhen, Chinese Mainland on Thursday, 12 November 2026 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2026 AGM which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Byte Metaverse Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8645)
“Core Connected Persons”	has the meaning as defined in the GEM Listing Rules
“Close Associates”	has the meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association, adopted by a special resolution passed on 17 June 2022
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Share Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuance Mandate
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange as amended from time to time
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of People’s Republic of China
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares) of not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the 2026 AGM as set out on pages AGM-1 to AGM-5 of this circular
“Latest Practicable Date”	23 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	9 December 2019, being the date of listing of Shares on the GEM
“Memorandum of Association”	the amended and reinstated memorandum of association of the Company currently in force
“New Memorandum and Articles of Association”	the new amended and restated memorandum and articles of association of the Company proposed to be adopted at the 2026 AGM
“Nomination Committee”	the nomination committee of the Company
“Chinese Mainland”	the People’s Republic of China, which shall for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of People’s Republic of China and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association, details of which are set out in Appendix III to this circular
“Proposed Change of Company Name”	the proposed change of English name and cessation of the use of dual foreign name in Chinese of the Company as described in this circular
“Remuneration Committee”	the remuneration committee of the Company
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Award Scheme”	the share award scheme adopted by the Company on 14 April 2023
“Share Option Scheme”	the share option scheme adopted by the Company on 14 April 2023
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the 2026 AGM as set out on pages AGM-1 to AGM-5 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time
“treasury shares”	treasury shares as defined under the GEM Listing Rules

LETTER FROM THE BOARD



BYTE META

BYTE METAVERSE HOLDINGS LIMITED

比特元宇宙控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

Executive Directors:

Mr. Yu Decai

(Chairman of the Board)

Mr. Tian Jia

Non-executive Director:

Ms. Jin Yangyang

Independent Non-executive Directors:

Mr. Ng Der Sian

Mr. Tan Chenhui

Ms. Zheng Li Ping

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 1910, 19/F, C C Wu Building

302-308 Hennessy Road

Wan Chai

Hong Kong

*Head Office and Principal Place of
Business in Malaysia:*

No. 25, 25-1 & 25-3, Jalan MH 3

Taman Muzaffar Heights

75450 Ayer Keroh

Melaka

Malaysia

*Principal Place of Business in Chinese
Mainland:*

Room 318, Unit 3, Building 1

Dabaihui Life and Health Industrial Park

No. 2028 Shenyang Road, East Community

Haishan Street, Yantian District

Shenzhen, Chinese Mainland

30 September 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS
AND REPORTS OF THE DIRECTORS AND
INDEPENDENT AUDITOR FOR THE YEAR ENDED 30 JUNE 2026,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR,
(4) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE
SHARES,
(5) EXTENSION OF ISSUANCE MANDATE,
(6) PROPOSED CHANGE OF COMPANY NAME,
(7) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES
OF ASSOCIATION
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you notice of the 2026 AGM, to provide you with information regarding the (i) the adoption of audited consolidated financial statements and the reports of the Directors and independent auditor; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of independent auditor of the Company; (iv) the granting of the general mandates to the Directors to issue and allot Shares and to repurchase Shares; (v) the granting of Extension Mandate to the Directors; (vi) the proposed Change of Company Name, (vii) the proposed adoption of the New Memorandum and Articles of Association; and (viii) to seek your approval of the resolutions relating to these matters at the 2026 AGM.

2. RESOLUTION (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF THE DIRECTORS AND INDEPENDENT AUDITOR FOR THE YEAR ENDED 30 JUNE 2026

The audited consolidated financial statements of the Company for the year ended 30 June 2026 together with reports of the Directors and independent auditor, are set out in the annual report of the Company for the year ended 30 June 2026 (the “**2025/2026 Annual Report**”) which will be sent to the Shareholders on 30 September 2026. The 2025/2026 Annual Report may then be viewed and downloaded from the Stock Exchange’s website (www.hkexnews.hk) and the Company’s website (byte-metaverse.com). The audited consolidated financial statements have been reviewed by the Audit Committee.

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Executive Directors are Mr. Yu Decai (“**Mr. Yu**”) and Mr. Tian Jia (“**Mr. Tian**”); the Non-executive Director is Ms. Jin Yangyang; and the Independent Non-executive Directors are Mr. Ng Der Sian (“**Mr. Ng**”), Mr. Tan Chenhui (“**Mr. Tan**”) and Ms. Zheng Li Ping (“**Ms. Zheng**”).

Pursuant to Article 108(a) of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years. Furthermore, pursuant to code provision B.2.2 set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Accordingly, Mr. Yu and Mr. Ng shall retire at the 2026 AGM and being eligible, offer themselves for re-election.

Pursuant to Article 112 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-

LETTER FROM THE BOARD

election at such annual general meeting. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Accordingly, Mr. Tan and Mr. Tian shall retire at the 2026 AGM and being eligible, offer themselves for re-election.

Mr. Ng, Mr. Tan, Mr. Tian and Mr. Yu are collectively referred to as the “**Retiring Director(s)**”.

The Nomination Committee held a meeting on 23 September 2026 to review the structure and composition of the Board, assess the independence of all Independent Non-executive Directors and consider the re-election of the retiring Directors, taking into account the qualifications, skills and experience, time commitment and contribution of the retiring Directors and 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. Having considered the recommendation of the Nomination Committee, the Board recommends the re-election of the retiring Directors and considers that Mr. Ng, Mr. Tan and Ms. Zheng are still independent in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and will continue to bring independent judgment and valuable advice, in particular from the compliance perspective, to the Board for its efficient and effective functioning and diversity.

In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the year ended 30 June 2026 or since their respective dates of appointment (as the case may be) with reference to the nomination principles and criteria set out in the board diversity policy and the nomination policy of the Company and found their performance satisfactory. The Nomination Committee also considered that experience, skills and other perspectives of Mr. Yu and Mr. Tian being the Executive Directors, and Mr. Ng and Mr. Tan being the Independent Non-executive Directors as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their re-recommendations for re-election by the Shareholders at the 2026 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the retiring Directors proposed for re-election at the 2026 AGM are set out in Appendix I to this circular.

4. **RESOLUTION (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR**

Forvis Mazars CPA Limited (“**Forvis Mazars**”) will retire as the independent auditor of the Company at the 2026 AGM and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint Forvis Mazars as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will be proposed at the 2026 AGM to re-appoint the Forvis Mazars as the auditor of the Company and to authorise the Board to fix their remuneration.

LETTER FROM THE BOARD

The financial statements of the Group for the year ended 30 June 2026 were audited by Forvis Mazars whose terms of office will expire upon the conclusion of the 2026 AGM.

With the recommendation of the Audit Committee, the Board also resolved to re-appoint Forvis Mazars as the auditor of the Company to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders by way of ordinary resolution at the 2026 AGM.

The estimated audit fee as preliminarily agreed with and payable to Forvis Mazars for the audit of the consolidated financial statements of the Group for the financial year ending 30 June 2027 is expected to be in the ranging from approximately HK\$950,000 to HK\$1,000,000 (exclusive of disbursements).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Forvis Mazars taking into account, among others, the business operation of the Group, expected audit scope, expected audit timetable, expected auditors' resources involved and the level of audit specialist required, taking into account the facts and circumstances known to the Company as at the Latest Practicable Date.

The Board considers that the estimated audit fee agreed with Forvis Mazars is fair and reasonable, taking into account the aforesaid factors and circumstances known as at the Latest Practicable Date. Unless there is material change in the basis or assumptions set out above, the final audit fee payable to Forvis Mazars should not deviate materially from the estimated audit fee as indicated above. In the event of any material change, the Company will make further disclosure as appropriate.

5. RESOLUTION (4) GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Given that the general mandate granted to the Directors to repurchase Shares pursuant to the annual general meeting held on 14 November 2025 will lapse at the conclusion of the 2026 AGM, in order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution no. 4 of the notice of the 2026 AGM, will be proposed at the 2026 AGM to approve the granting of the Share Repurchase Mandate to the Directors (i.e. a maximum of 75,650,400 Shares to be repurchased by the Company on the basis that the issued share capital of the Company remains 756,504,000 Shares from the Latest Practicable Date to the date of the 2026 AGM (excluding treasury shares, if any)). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Share Repurchase Mandate is set out in Appendix II to this circular to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate at the 2026 AGM.

LETTER FROM THE BOARD

6. RESOLUTION (5) GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Given that the general mandate granted to the Directors to issue Shares pursuant to the annual general meeting held on 14 November 2025 will lapse at the conclusion of the 2026 AGM, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution no. 5 of the notice of the 2026 AGM, will be proposed at the 2026 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution.

As at the Latest Practicable Date, a total of 756,504,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issuance Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2026 AGM, the Company will be allowed under the Issuance Mandate to issue a maximum of 151,300,800 Shares (including any sale or transfer of treasury shares). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the 2026 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

7. RESOLUTION (6) GRANTING OF EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issuance Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to authorise the Directors to extend the Issuance Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Share Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution for approving the Share Repurchase Mandate. The Issuance Mandate and the Share Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2026 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Cayman Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

8. RESOLUTION (7) PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 23 September 2026 in relation to, among other things, the Proposed Change of Company Name.

The Board proposes to change the existing English name of the Company from “Byte Metaverse Holdings Limited” to “Mekong Supercompute Holdings Limited” and cease the use of the Chinese name “比特元宇宙控股有限公司” as the dual foreign name of the Company.

LETTER FROM THE BOARD

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions being fulfilled:

- (a) approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at an annual general meeting to be convened by the Company (the “**AGM**”) to approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and cessation of the use of the former dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Company is an investment holding company and the Group is principally engaged in rendering of (i) network support services mainly encompassing network infrastructure design and hardware installation, network management and security services; (ii) network connectivity services that focus on providing intranet and internet connectivity solutions and value-added services; (iii) electronic commerce services; and (iv) online game intellectual property (IP) authorisation management services.

The Board considers that the Proposed Change of Company Name will better reflect the Group’s strategic transformation and core business realignment, establish a refreshed corporate identity aligned with its business substance, and capture emerging industry opportunities.

(1) Reflecting strategic transformation and business restructuring

The Board proposes to change the English name of the Company from “Byte Metaverse Holdings Limited” to “Mekong Supercompute Holdings Limited” to accurately reflect the strategic shift in the Group’s business focus. The Group has been progressively transitioning from its legacy internet services and metaverse platform business towards core technological sectors, with a strategic focus on the scheduling, management and tokenisation of artificial intelligence (AI) computing power resources.

In the proposed new Company name, “Supercompute” directly embodies the Group’s strategic focus on supercomputing and the operation and management of intelligent computing centres; whereas “Mekong” signifies the Group’s vision to leverage the geographical and logistical advantages of Southeast Asia and the Greater Mekong Subregion to establish an international computing power hub.

LETTER FROM THE BOARD

(2) *Establishing a corporate identity consistent with business substance*

The Board is of the view that the existing name, “Byte Metaverse Holdings Limited”, no longer adequately reflects or encompasses the Group’s current operations, future strategic scope and core competencies. The Proposed Change of Company Name will more effectively communicate the Group’s new corporate image, strategic roadmap and long-term vision to the Shareholders, potential investors and the public, thereby reinforcing market recognition of the Group’s principal business activities. This alignment is expected to enhance brand equity and harmonise the corporate identity with its positioning as an “AI computing infrastructure operator”.

(3) *Capitalising on industry trends and market opportunities*

In light of the exponential global demand for AI computing infrastructure and favorable regulatory initiatives supporting digital infrastructure worldwide, the Board believes that clearly aligning the Group’s corporate identity with the high-performance computing sector will position the Group favorably to seize market expansion opportunities, broaden its investor base and enhance market valuation.

The Board believes that the Proposed Change of Company Name will present the Company with a fresh corporate image, reflect its strategic direction and support its long-term sustainable growth. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company’s daily business operation and financial position.

All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

The Board intends to change the English stock short name and cease the adoption of the Chinese stock short name of the Company accordingly after the Proposed Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

LETTER FROM THE BOARD

9. RESOLUTION (8) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 23 September 2026 in relation to, among other things, the Proposed Amendments and Articles of Association and the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to amend the Existing Memorandum and Articles of Association by adopting the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Proposed Amendments to the Existing Memorandum and Articles of Association are for the purposes of, among other things:

- (i) reflecting the Proposed Change of Company Name (subject to the conditions set out in the paragraph headed “Conditions of the Proposed Change of Company Name” under Resolution (7) above);
- (ii) updating and bringing the Existing Memorandum and Articles of Association into line with the latest regulatory requirements, including the relevant GEM Listing Rules and the expanded paperless listing regime in relation to electronic or hybrid general meetings and electronic voting, electronic instructions, payment of corporate action proceeds and subscription monies by electronic means, and electronic dissemination of corporate communications, and enabling the Company to hold any repurchased, redeemed or surrendered shares as treasury shares;
- (iii) preparing for the uncertificated securities market regime under the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules, including provisions to enable the Company’s shares to be held and transferred in uncertificated form; and
- (iv) making certain housekeeping amendments and updating selected provisions by reference to the latest applicable laws of the Cayman Islands and the GEM Listing Rules.

Details of the Proposed Amendments to the Existing Memorandum and Articles of Association, which will be effected by the proposed adoption of the New Memorandum and Articles of Association, are set out in Appendix III to this circular. The proposed 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 2026 AGM and the passing of the special resolution approving the Proposed Change of Company Name by the Shareholders at the 2026 AGM. If the Proposed Change of Company Name and the proposed adoption of the New Memorandum and Articles of Association are approved, the New Memorandum and Articles of Association will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and cessation of the use of the former dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong law have confirmed that the New Memorandum and Articles of Association conform with the requirements of the GEM Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Memorandum and Articles of Association conform with the laws of Cayman Islands. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments to the Existing Memorandum and Articles of Association for a company listed in Hong Kong.

The Shareholders are advised that the Proposed Amendments to the Existing Memorandum and Articles of Association are prepared in English only, and the Chinese version thereof is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

10. 2026 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the 2026 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchanges (www.hkexnews.hk) and the Company (byte-metaverse.com). To be valid, the form of proxy must be completed and signed 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 that power of attorney or authority at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the 2026 AGM (i.e. not later than 10:30 a.m., on Tuesday, 10 November 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2026 AGM if you so wish.

11. VOTING AT THE 2026 ANNUAL GENERAL MEETING

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2026 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2026 AGM will be made by the Company after the 2026 AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

12. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the re-appointment of independent auditor and the granting of the Share Repurchase Mandate, the Issuance Mandate and the Extension Mandate, the Proposed Change of Company Name 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 to be proposed at the 2026 AGM.

LETTER FROM THE BOARD

13. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the 2026 AGM will be closed from Monday, 9 November 2026 to Thursday, 12 November 2026, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2026 AGM or any adjournment thereof, all transfers documents by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 6 November 2026. The record date for the purpose of determination of entitlement to attend and vote at the 2026 AGM is Thursday, 12 November 2026.

14. 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 relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

15. GENERAL INFORMATION

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

16. LANGUAGE

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

Yours faithfully,
For and on behalf of the Board
Byte Metaverse Holdings Limited
Yu Decai
Chairman and Executive Director

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2026 ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the 2026 AGM.

EXECUTIVE DIRECTORS

(1) MR. YU DECAI

Mr. Yu, aged 52, has been appointed as an Executive Director of the Company on 21 July 2021, and has been subsequently appointed as (i) the chairman of the Board (the “**Chairman**”); (ii) the chief executive officer of the Company (the “**CEO**”); (iii) a member of Nomination Committee; (iv) a member of the Remuneration Committee; and (v) one of the authorised representatives of the Company on 20 May 2022. With effect from 20 November 2025, he resigned as the CEO. Mr. Yu is responsible for the overall business strategy and major business decision of the Group.

Mr. Yu graduated from the Shanghai Institute of International Economic and Technical Education with a Bachelor’s Degree in Management and holds the qualification as a qualified funds practitioner which was granted by the Asset Management Association of China. He has more than 15 years of experience in technologies, media and telecommunications sector investment, corporate strategic management, project management, investment business and funds management. For February 2021 to December 2024, Mr. Yu was appointed as the chairman of board of supervisors of Shenzhen Sunrise New Energy Co., Ltd.* (深圳市兆新能源股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 002256) (“**Shenzhen Sunrise**”).

Currently, Mr. Yu is a director of Hong Kong Worldtone Riches Fund Management Limited.

Mr. Yu has entered into a new letter of appointment with the Company as an Executive Director and the Chairman for an initial term commencing from 20 May 2022, and shall hold office until 2022 annual general meeting of the Company (the “**AGM**”), and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles of Association and the GEM Listing Rules at such time as may be required by the Board. Mr. Yu’s remuneration for the financial year ended 30 June 2026 amounted to HK\$240,000. Such remuneration will determined annually by the Remuneration Committee by reference to his responsibilities, duties and performance within the Company.

As at the Latest Practicable Date, Mr. Yu held a long position of 416,364,000 Shares representing approximately 55.04% of the total issued Shares through Thrive Harvest Limited (“**Thrive Harvest**”) and Worldtone Riches Investment Limited (“**Worldtone Riches**”). Save as disclosed above, Mr. Yu (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2026 ANNUAL GENERAL MEETING

(2) MR. TIAN JIA

Mr. Tian, aged 39, has been appointed as an Executive Director of the Company on 30 March 2026. Mr. Tian is responsible for the overall business strategy and major business decision of the Group.

Mr. Tian has approximately 15 years of experience in software engineering and technology, and with extensive expertise in virtual asset investment. He has been a shareholder of iFinex, Inc. since 2016. iFinex, Inc. is a British Virgin Islands incorporated company with limited liability, which owns and operates the Bitfinex cryptocurrency exchange.

Mr. Tian worked as a software engineer at Baidu.com in 2011, at Beijing OneBoxTech Inc.* (北京一盒子科技有限公司) from 2011 to 2013, and at Alibaba Group's Beijing branch from 2013 to 2015. From 2015 to 2017, he served as chief technology officer and partner at Beijing Caifuhanshu Technologies LLC* (北京財富函數科技有限公司), a personal financing startup. Between 2017 and 2022, Mr. Tian was offered a venture partner position at Zhenfund (真格基金), where he contributed to investments in technology companies. Mr. Tian served as an advisor at Antpool, a leading cryptocurrency mining platform from 2022 to 2023.

Mr. Tian obtained his Bachelor's degree in Engineering from Tsinghua University (清華大學), the People's Republic of China in July 2008, and subsequently obtained a Master's degree in Computer Science from the same university in January 2011.

Mr. Tian has entered into a letter of appointment with the Company as an Executive Director for a fixed term of three years from the date of appointment, which is subject to termination by either party giving not less than three months written notice. Mr. Tian's remuneration for the period from 30 March 2026 (date of appointment) to 30 June 2026 amounted to approximately HK\$61,000. Such remuneration will be determined annually by the Remuneration Committee by reference to his responsibilities and duties within the Company.

As at the Latest Practicable Date, Mr. Tian did not have any interests or short positions in the shares, underlying shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Tian (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2026 ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

(3) MR. NG DER SIAN

Mr. Ng, aged 54, has been appointed as an Independent Non-executive Director on 20 May 2022. He is the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Mr. Ng graduated from Nanyang Technological University in 1996 with a Bachelor's Degree in Accountancy. Mr. Ng has involved in the finance and capital market industry for more than 29 years, having started his career at Arthur Andersen with his last position as audit assistant manager in November 2000. From October 1997 to March 1999, Mr. Ng was appointed as credit analyst & marketing senior officer in OCBC Bank Singapore. From November 2000 to June 2003 and from July 2003 to November 2004, he served as a project controller & risk manager in Cap Gemini Ernst & Young and financial planning & analysis manager in GE Consumer Finance, a unit of General Electric Company. Mr. Ng is one of the founding partners of EV Capital Limited, a capital market consultancy company which incorporated in BVI, and worked as the director from December 2004 to December 2016. Mr. Ng is also the founder of One Investments & Consultancy Limited, a capital market consultancy company which incorporated in BVI, and has served as director since March 2011.

Mr. Ng has also been appointed as a director in AMD Holding Pte Ltd, a private company in Singapore since 2012.

Mr. Ng has entered into a letter of appointment with the Company as an Independent Non-executive Director for an initial term commencing from 20 May 2022 and shall hold office until the 2022 AGM, and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the Articles of Association and the GEM Listing Rules at such time as may be required by the Board. Mr. Ng's remuneration for the financial year ended 30 June 2026 amounted to HK\$120,000. Such remuneration will be determined annually by the Remuneration Committee by reference to his responsibilities and duties within the Company.

As at the Latest Practicable Date, Mr. Ng did not have any interests or short positions in the shares, underlying shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO.

Mr. Ng meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, Mr. Ng (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2026 ANNUAL GENERAL MEETING

(4) MR. TAN CHENHUI

Mr. Tan, aged 50, has been appointed as an Independent Non-executive Director on 1 June 2026. He is the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Tan, has over 23 years of experience in business operations, internet technology, marketing, and corporate management. He has served as the general manager of Huabei Tianshi Company Limited* (“**Huabei Tianshi**”, 華北天時有限公司) since 2023. Huabei Tianshi is a company established in the Chinese Mainland with limited liability and is principally engaged in software development, advertising and marketing, and technical services.

Prior to joining Huabei Tianshi, Mr. Tan accumulated extensive experience across research, internet platforms, business operations, investment management and technology companies. From 2001 to 2004, he worked at Horizon Research Consultancy Group (零點研究諮詢集團) as a senior analyst. From 2005 to 2006, Mr. Tan served as the head of operations at 360doc Personal Library* (360doc個人圖書館). From 2007 to 2008, Mr. Tan worked as a senior analyst at Yahoo China (雅虎中國). From 2009 to 2010, Mr. Tan served as the head of operations at HouseWeb (淘房網). From 2010 to 2015, Mr. Tan was the head of operations at Meituan.com (美團網). From 2015 to 2016, Mr. Tan acted as vice president of Beijing Penge Investment Management Co., Ltd.* (北京朋樂投資管理有限公司). From 2015 to 2021, Mr. Tan was the founder and general manager of Beijing Kenisi Network Technology Co., Ltd.* (北京科尼斯網絡科技有限公司). From 2021 to 2023, Mr. Tan served as the general manager of Beijing Wuxianji Technology Co., Ltd.* (北京無限極科技有限公司).

Mr. Tan obtained Bachelor’s degree in Mechanical Design and Manufacturing from Southwest Petroleum University (西南石油大學) in Chinese Mainland in July 1998. Mr. Tan subsequently obtained a Master’s degree in Management Science and Engineering from Southwest Petroleum University in September 2001, and a Master’s degree in International Relations for Belt and Road Countries from Hong Kong Chu Hai College (香港珠海學院) in Hong Kong in August 2024.

Mr. Tan has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from the date of appointment and renewable automatically for successive term of one year each commencing from the day following the expiry of the then current term, terminated by either party giving not less than three month’s written notice. Mr. Tan’s remuneration for the period from 1 June 2026 (date of appointment) to 30 June 2026 amounted to HK\$10,000. Such remuneration will be determined annually by the Remuneration Committee by reference to his responsibilities and duties within the Company.

As at the Latest Practicable Date, Mr. Tan did not have any interests or short positions in the shares, underlying shares and debentures (as defined under Part XV of the SFO) of the Company or any of its associated corporations pursuant to Part XV of the SFO.

Mr. Tan meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, Mr. Tan (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2026 ANNUAL GENERAL MEETING

shareholders (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

* *English translation for identification purpose only*

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2026 AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 756,504,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the 2026 AGM in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2026 AGM, i.e. being 756,504,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 75,650,400 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the 2026 AGM.

2. REASONS FOR SHARE REPURCHASE

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

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

3. FUNDING OF SHARE REPURCHASE

The Directors propose that the repurchase of Shares under the Share Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for Share repurchase in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of repurchase of the Shares.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2026) in the event that the Share 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 Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are appropriate from time to time for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the GEM during each of the previous twelve months immediately before, and in the current month up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
September 2025	0.930	0.500
October 2025	0.890	0.600
November 2025	0.730	0.610
December 2025	0.740	0.580
January 2026	0.680	0.570
February 2026	0.630	0.500
March 2026	0.590	0.465
April 2026	0.500	0.420
May 2026	0.520	0.335
June 2026	0.400	0.200
July 2026	0.320	0.220
August 2026	0.360	0.245
September 2026 (up to the Latest Practicable Date)	0.325	0.233

6. GENERAL

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

The Company has not been notified by any Core Connected Persons 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 of their Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

Long Position in the ordinary Shares of the Company

As at the Latest Practicable Date to the best knowledge and belief of the Directors, the following shareholders were interested in 5% or more of number of issued shares:

Name	Nature of interest and capacity	Number of Shares held/interested (Note 1)	Approximate percentage of shareholding	Approximate percentage of shareholding (assuming the Share Repurchase Mandate is exercised in full)
Mr. Yu (Note 2)	Interest in a controlled corporation	416,364,000(L)	55.04%	61.15%
Thrive Harvest (Note 2)	Beneficial owner	303,864,000(L)	40.17%	44.63%
Worldtone Riches (Note 2)	Beneficial owner	112,500,000(L)	14.87%	16.52%

Notes:

1. The letter "L" demonstrates long position.
2. Mr. Yu beneficially owns the entire issued shares of Thrive Harvest and Worldtone Riches. Therefore, Mr. Yu is deemed, or taken to be, interested in all the Shares held by Thrive Harvest and Worldtone Riches for the purpose of the SFO.

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Yu, being the controlling shareholder of the Company (as defined in the GEM Listing Rules), beneficially held 416,364,000 Shares or approximately 55.04% of the issued

share capital of the Company, through Thrive Harvest and Worldtone Riches. In the event that the Directors exercise in full the power to repurchase Shares which was proposed to be granted pursuant to the Share Repurchase Mandate, the interests in the Company of Mr. Yu would be increased to approximately 61.15% of the issued share capital of the Company, through Thrive Harvest and Worldtone Riches. However, such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Nevertheless, the Directors will not effect repurchase to an extent which would result in the Company failing to comply with Rule 11.23(7) of the GEM Listing Rules which requires a public float of 25%. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchase pursuant to the Share Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the GEM or otherwise).

The following are the Proposed Amendments to the Existing Memorandum and Articles of Association to be effected by the proposed adoption of the New Memorandum and Articles of Association, with strikethrough denoting deletions and underline denoting insertions. Unless otherwise specified, clauses, paragraphs, clause numbers and Article numbers referred to herein are clauses, paragraphs, clause numbers and Article numbers of the Existing Memorandum and Articles of Association.

- (1) Replacing all references to “Michong Metaverse (China) Holdings Group Limited 米虫元宇宙(中國)控股集團有限公司” wherever they may appear with “Mekong Supercompute Holdings Limited” and replacing all references to “MICHONG METAVERSE (CHINA) HOLDINGS GROUP LIMITED 米虫元宇宙(中國)控股集團有限公司” wherever they may appear with “MEKONG SUPERCOMPUTE HOLDINGS LIMITED”;

**Clause number Other Proposed Amendments to the Memorandum of Association
(showing changes to the original clause)**

- (2) 2 The registered office will be ~~situate~~situated at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
- (3) 4.19 To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, amalgamation or otherwise with any person or persons or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise from which this Company would or might derive any benefit whether direct or indirect and to lend money, guarantee the contracts of or otherwise assist any such person or company and to take subscribe for or otherwise acquire shares and securities of any such company and to sell, hold, ~~re-issue~~reissue with or without guarantee or otherwise deal with the same.

Article number	Other Proposed Amendments to the Articles of Association (showing changes to the original Article)
(4)	1(b) Any marginal notes, titles or lead-in<u>lead-in</u> references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith: <u>actionable corporate communication:</u> has the meaning given to it in the Listing Rules; address: shall have<u>has</u> the ordinary meaning given to it and shall include<u>includes</u> any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Articles; appointor: means in relation to an alternate Director, the Director who appointed the alternate to act as his alternate; Articles: means these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force; <u>ASR:</u> <u>has the meaning given to it under section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance;</u> <u>ASR Code:</u> <u>means the Code of Conduct for Approved Securities Registrars issued by the SFC as from time to time in effect and include any amendments thereof;</u> <u>ASR Rules:</u> <u>means the Securities and Futures (Approved Securities Registrars) Rules (Cap. 571AT) made under the Securities and Futures Ordinance, as amended from time to time;</u> associate(s): shall have<u>has</u> the meaning given to it in the Listing Rules; Auditors: means the persons appointed by the Company from time to time to perform the duties of auditors of the Company; <u>authenticated message:</u> <u>has the meaning given to it in Rule 2(1) of the USM Rules;</u> Board: means the board of Directors of the Company as constituted from time to time or as the context may require the majority of Directors present and voting at a meeting of the Directors at which a quorum is present; Call: shall include<u>includes</u> any instalment of a call;

CCASS: means the Central Clearing and Settlement System operated by HKSCC;

certificated form: has the meaning given to it under section 1AB of Part 1 of Schedule 1 to the Securities and Futures Ordinance;

Clearing House: means a clearing house recognised by the laws of the jurisdiction in which the Shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;

close associate(s): ~~shall have~~has the meaning given to it in the Listing Rules;

Companies Act: means the Companies Act (as revised) of the Cayman Islands (as amended from time to time) and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, its Memorandum of Association and/or these Articles;

Companies Ordinance: means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong (as amended from time to time);

Company: means the above-named company;

competent regulatory authority: means a competent regulatory authority in the territory where Shares are listed or quoted on a stock exchange and includes the SFC;

connected transaction: has the meaning given to it in the Listing Rules;

corporate action proceeds: has the meaning given to it in the Listing Rules;

corporate communication: has the meaning given to it in the Listing Rules;

Debenture and Debenture Holder: ~~means and includes~~mean and include respectively debenture stock and debenture stockholder;

dematerialisation: means conversion from certificated form to uncertificated form, and **dematerialise** shall be construed accordingly;

dematerialisation request: has the meaning given to it in Rule 2(1) of the USM Rules;

Director: means such person or persons as shall be appointed to the Board from time to time;

Dividend: means dividends, distributions *in specie* or in kind, capital distributions and capitalisation issues;

elected Shares: has the meaning given to it in Article 160(a)(ii)(D);

electronic communication: means a communication sent, transmitted, conveyed and received by wire, radio or optical means, or other similar means, in any form and through any medium;

electronic facilities: means any electronic facilities (provided by the Company or a third party) chosen by the Board to enable persons to attend a general meeting (including a hybrid meeting or an electronic meeting) and participate in it simultaneously by way of electronic communication;

electronic means: means, in relation to a meeting, attendance and participation by way of electronic facilities;

electronic meeting: means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities, without a Principal Meeting Place;

Electronic Transactions Act: means the Electronic Transactions Act (as revised) of the Cayman Islands;

Head Office: means such office of the Company as the Board may from time to time determine to be the principal office of the Company;

HK Stock Exchange: means The Stock Exchange of Hong Kong Limited;

HK\$ or Hong Kong dollars: means Hong Kong dollars, the lawful currency for the time being of Hong Kong;

HKSCC: means the Hong Kong Securities Clearing Company Limited;

Holding Company: has the meaning ascribed given to it by Section 13 of the Companies Ordinance;

Hong Kong: means the Hong Kong Special Administrative Region of the People's Republic of China;

hybrid meeting: means a general meeting convened for: (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and/or one or more Meeting Location(s); and (ii) simultaneous virtual attendance and participation by Shareholders and/or proxies by way of electronic facilities;

in the process of delisting: has the meaning given to it in Rule 2(2) of the USM Rules;

Listing Rules: ~~shall mean~~ means the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (as amended from time to time);

Meeting Location(s): has the meaning given to it in Article 68A(a);

Month: means a calendar month;

Newspapers: means at least one English language daily newspaper and at least one Chinese language daily newspaper, in each case published and circulating generally in the Relevant Territory and specified or not excluded for this purpose by the stock exchange in the Relevant Territory;

non-elected Shares: has the meaning given to it in ~~article~~Article 160(a)(i)(D);

Ordinary Resolution: means a resolution as described in Article 1(e);

participating securities: has the meaning given to it in Rule 4 of the USM Rules;

~~Paid:~~ ~~means, as it relates to a Share, paid or credited as paid;~~

participation date: means the date (or if such a date is revised, the date last revised) on which the Company's prescribed securities are to become participating securities, as announced and published by the Company in accordance with the Listing Rules;

physical meeting: means a general meeting held and conducted by physical attendance of Shareholders and/or proxies at the Principal Meeting Place and/or one or more Meeting Locations;

prescribed securities: has the same meaning as in Part I of Schedule 1 to the Securities and Futures Ordinance, in the case of the Company, including the Shares listed on the HK Stock Exchange;

Principal Meeting Place: has the meaning given to it in Article 65;

Register: means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and includes, where relevant, the USM Register;

Registered Office: means the registered office of the Company for the time being as required by the Companies Act;

Registration Office: means such place or places in the Relevant Territory or elsewhere where the Board from time to time ~~determined~~determines to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers ~~of~~for other documents of title for Shares are to be lodged for registration and are to be registered;

Relevant Period: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);

Relevant Territory: means Hong Kong or such other territory where any of the securities of the Company is listed on a stock exchange in that territory;

rematerialisation: means conversion from uncertificated form to certificated form, and **rematerialised** shall be construed accordingly;

Seal: means the common seal of the Company and any one or more facsimile seals from time to time of the Company for use in the Cayman Islands or in any place outside the Cayman Islands;

Secretary: means the person for the time being performing the duties of that office of the Company and includes any assistant, deputy, acting or temporary secretary;

Securities and Futures Ordinance: means the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

Securities Seal: ~~shall mean~~ means a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words Securities Seal;

Share: means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied;

Shareholder: means the person who is duly registered in the Register as holder for the time being of any Share and includes persons who are jointly so registered;

Special Resolution: means a resolution as described in Article 1(d);

specified request: has the meaning given to it in Rule 2(1) of the USM Rules;

Subscription Right Reserve: has the meaning given to it in Article 195(a)(i);

Subsidiary~~subsidiary~~: has the meaning ascribed given to it by Section 15 of the Companies Ordinance; ~~and~~

system-member: has the meaning given to it in Rule 2(1) of the USM Rules;

Transfer Office: means the place where the principal register of Shareholders is located for the time being;

treasury share: means a Share which was (or is treated as having been) purchased or otherwise acquired by the Company and held as a treasury share, as authorised by the Companies Act, and includes any Share repurchased by the Company and held in treasury or deposited in CCASS for sale on the HK Stock Exchange;

uncertificated form: has the meaning given to it under section 1AB of Part 1 of Schedule 1 to the Securities and Futures Ordinance;

UNSRT System: means 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: means the digitised and electronic book-entry securities holding and settlement environment implemented in Hong Kong pursuant to the Securities and Futures Ordinance, under which the legal title to prescribed securities listed or to be listed on the HK Stock Exchange is established, evidenced and transferred electronically by book-entry on a register of members maintained by an approved securities registrar, without the necessity of issuing or utilising physical share certificates or instruments of transfer;

USM Register: means the register of holders as defined under the USM Rules; and

USM Rules: means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rule or subsidiary legislation incorporated therewith or substituted therefor.

- (5) 1(c) In these Articles, unless there be something in the subject or context inconsistent herewith:
- (i) words denoting the singular number ~~shall~~ include the plural number and *vice versa*;
 - (ii) words importing any gender ~~shall~~ include every gender and words importing persons ~~shall~~ include partnerships, firms, companies and corporations;
 - (iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall, where the context permits, include any company incorporated in the Cayman Islands or elsewhere;
 - (iv) ~~reference~~ a reference to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; ~~and~~
 - (v) a reference to an Article is to an article of these Articles;
 - (vi) a reference to a “call” includes an instalment of a call;
 - (vii) a reference to a “place” or the words “held at” in respect of a meeting include any physical meeting place, electronic platform or virtual meeting facility, or any combination of the foregoing, as the Board may determine, and a reference to a meeting at a “place” shall be construed accordingly;
 - (viii) a reference to “electronic facilities” includes, without limitation, a website address, webinar, webcast live stream, video or any other form of telephone, video, web or other conference call system;
 - (ix) the word “print” or “printed” includes a reference to printing by way of any electronic medium or other means, and a reference to “writing” or “written” includes printing, lithography and any other mode of representing or reproducing words in a visible form;
 - (x) sections 8 and 19(3) of the Electronic Transactions Act shall not apply;
 - (xi) where a Shareholder is permitted to speak at a general meeting, the right to speak includes the right to speak by way of electronic facilities where the meeting is a hybrid meeting or electronic meeting, and a reference to speaking at a meeting shall be construed accordingly;
 - (xii) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares;

- (xiii) if any provision of these Articles conflicts or is inconsistent with any provision of the USM regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency, to the maximum extent permissible under the laws, rules and regulations of the Cayman Islands;
- (xiv) if these Articles are silent in respect of any matter provided for under any provision of the USM regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Articles, to the maximum extent permissible under the laws, rules and regulations of the Cayman Islands; and
- (xv) for the purposes of paragraphs (c)(xiii) and (c)(xiv) of this Article, the provisions of the USM regime refer to all laws, rules or regulations governing the evidencing, transfer, dematerialisation, rematerialisation, or registration of prescribed securities, and includes: (i) the Securities and Futures Ordinance; (ii) any rules made under the Securities and Futures Ordinance, including the USM Rules and the ASR Rules; (iii) the ASR Code; (iv) any rules made by the HK Stock Exchange pursuant to the Securities and Futures Ordinance; (v) any rules made by HKSCC pursuant to the Securities and Futures Ordinance; and (vi) the operating rules of the Company's ASR.
- (6) 1(d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than ~~¾~~three-quarters of the total voting rights of such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
- (7) 1(f) A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all Shareholders for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purpose of these Articles, be treated as an Ordinary Resolution duly passed at a general meeting of the Company duly convened and held and, where relevant as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Shareholder the statement shall be *prima facie* evidence that it was signed by him on that date. Such a resolution may consist of several documents in the ~~likesame~~same form, ~~and each~~ signed by one or more relevant Shareholders.

- (8) 4 The Board may issue warrants to subscribe for any class of Shares or other securities of the Company, which warrants may be issued on such terms as the Board may from time to time determine. Where warrants are issued to bearer, no certificate thereof shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original certificate thereof has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such replacement certificate subject to the USM Rules.
- (9) 5(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be not less than two persons present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued Shares of that class (excluding treasury shares). For the avoidance of doubt, Shares do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.
- (10) 9 The Board may, before the issue of any new Shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of Shares (excluding treasury shares) in proportion as nearly as may be to the number of Shares of such class held by them respectively, or make any other provisions as to the allotment and issue of such Shares, but in default of any such determination or so far as the same shall not extend, such Shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.
- (11) 12(a) The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any Shares, but so that the conditions and requirements of the Companies Act shall be observed and complied with, and in each case the commission shall not exceed 10% per cent of the price at which the Shares are issued.

- (12) 15 (a) Subject to the Companies Act, ~~or any other law or so far as not prohibited by any law~~ the Listing Rules, the rules and regulations of any competent regulatory authority (including the SFC) and any other applicable law, and subject also to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner and terms of purchase have first been authorised by an Ordinary Resolution ~~of the Shareholders~~, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner and terms authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner and terms as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the ~~relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force~~ Listing Rules and the rules and regulations of any competent regulatory authority.
- (13) 15A Subject to the Companies Act, the Listing Rules and the rules and regulations of any competent regulatory authority, the Company may hold any repurchased, redeemed or surrendered Shares as treasury shares without the need for a separate resolution of the Board.

- (14) 15B The Board may exercise all powers and take all such steps as it considers necessary or expedient to give effect to any purchase, redemption, surrender or holding of treasury shares in accordance with the Companies Act, the Listing Rules and the rules and regulations of any competent regulatory authority, including, without limitation, the power to:
- (a) cancel any treasury shares;
 - (b) sell or transfer any treasury shares (including at a discount to the par value of such Shares) for cash or other consideration;
 - (c) deposit any treasury shares in CCASS for sale on the HK Stock Exchange; and
 - (d) otherwise deal with or dispose of any treasury shares in any manner permitted by the Companies Act, the Listing Rules and the rules and regulations of any competent regulatory authority.
- (15) 15C No Dividend or other distribution shall be declared or paid to the Company in respect of any treasury shares held by it.
- (16) 15D The Company shall be entered in the Register as the holder of any treasury shares but shall not be treated as a member of the Company by virtue of holding treasury shares and shall not exercise any rights (including the right to attend and vote at any general meeting) in respect of any treasury shares, and any purported exercise of such a right shall be void and of no effect.
- (17) 15E Treasury shares shall not be voted (directly or indirectly) and shall not be counted in the total number of issued Shares for the purposes of determining the results of any vote of the Shareholders, whether on a show of hands or on a poll, and shall not be counted for the purposes of any provision of these Articles requiring a particular number or fraction of Shares.
- (18) 15F Any bonus Shares declared or allotted in respect of treasury shares shall be treated as treasury shares.
- (19) ~~15(b)~~15G Subject to the provisions of the Companies Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any Shares or attaching to any class of Shares, Shares may be issued on the terms that they may, at the option of the Company or the holders thereof, be liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- (20) ~~15(e)~~15H The Directors may accept the surrender for no consideration of any fully paid Share.

- (21) ~~15(d)~~15I The purchase or redemption of any Share shall not be deemed to give rise to the purchase or redemption of any other Share.
- (22) ~~15(e)~~15J The holder of the Shares being purchased or redeemed shall be bound to deliver up to the Company at the Head Office or such other place as the Board shall specify the certificate(s) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption ~~monies~~moneys in respect thereof.
- (23) 17(b) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the Relevant Period, the Company shall keep its principal or a branch register of Shareholders in Hong Kong. In addition, the Company shall keep the USM Register in accordance with the USM Rules, and include in it such matters as are required by those rules to be included in it.
- (24) 17(d) ~~The~~After notice has been given in accordance with the Listing Rules, the Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine, which period may be extended for one or more further periods not exceeding 30 days in total in any year by Ordinary Resolution. For so long as the Shares are participating securities, this Article applies subject to the USM Rules.

- (25) 18(a) Every person whose name is entered as a Shareholder in the Register shall be entitled to hold his Shares in uncertificated form through the UNSRT System, CCASS, or any other system approved under the Securities and Futures Ordinance and USM Rules, as applicable, in compliance with the Listing Rules, the Securities and Futures Ordinance, the USM Rules and the ASR Code. Where Shares are held in certificated form, and subject to Article 18A, every person whose name is entered as a Shareholder in the Register shall be entitled to receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, if such time is applicable, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules and the ASR Code, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. 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 USM regime.
- (26) 18(b) ~~The~~Subject to Article 18A, the Company may, in the event of a change in the form of definitive Share certificate adopted by the Board, issue new definitive certificates to all holders of Shares appearing on the Register in replacement of old definitive certificates issued to such holders. The Board may resolve whether or not to require the return of the old certificates as a condition precedent to the issue of replacement certificates and, as regards any old certificates which have been lost or defaced, to impose such conditions (including as to indemnity) as the Board shall see fit. If the Board elects not to require the return of the old certificates, the same shall be deemed to have been cancelled and of no further effect for all purposes.

- (27) 18A (a) This Article applies to Shares for so long as they are participating securities and not in the process of delisting, save as otherwise permitted or required under the USM Rules.
- (b) With effect from (and including) the participation date, no share certificate will be issued in respect of any such Shares, and any such Shares issued or allotted on or after the participation date will be issued in uncertificated form.
- (c) For the avoidance of doubt, Article 18A(b) applies (without limitation) in the following circumstances:
- (i) following any issue, allotment, transfer, transmission, consolidation or subdivision of Shares, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the Register on or after the participation date; or
- (ii) where, for whatever reason, the holder of a Share requests to replace an existing certificate for the Share, and the replacement certificate is not issued before the participation date.
- (d) Nothing in this Article 18A affects the validity of any certificate in certificated form issued by the Company in respect of a Share prior to the participation date, and not cancelled.
- (28) 19 ~~Every~~Where any certificate for Shares, warrants or debentures or ~~representing any other~~ form of securities of the Company is issued in certificated form, such certificate shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal or a facsimile thereof or with the Seal printed thereon.
- (29) 20 ~~Every~~Where share certificate ~~hereafter~~certificates are issued, ~~they~~ shall specify the number and class of Shares in respect of which ~~it is~~they are issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote and speak at general meetings, must include the words “restricted voting” or “limited voting” or “non-voting” or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.

- (30) 22 ~~If~~Subject to Article 22A, if a share certificate is defaced, worn out, lost or destroyed, it may be replaced on payment of such fee, if any, ~~(not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.50 or such other such sum as may from time to time be allowed or not prohibited~~permitted under the Listing Rules, ~~and, in the case of any other capital, such~~or where applicable the ASR Code (or such lesser sum ~~in such currency~~ as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.
- (31) 22A (a) This Article applies to Shares for so long as they are participating securities and not in the process of delisting, save as otherwise permitted or required under the USM Rules.
- (b) If a share certificate previously issued in respect of a Shareholder's Shares is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the participation date, (i) the Shareholder is not entitled to be issued with a replacement certificate in respect of the same Shares, and (ii) subject to Article 22A(c), the Shares may instead be dematerialised in accordance with USM Rules.
- (c) Shares of a Shareholder that are covered by a certificate that is defaced, damaged, lost or destroyed may not be dematerialised unless the Shareholder has complied with the conditions as to evidence, indemnity and the payment of a reasonable fee that the Board decides.
- 22B (a) This Article applies to Shares for so long as they are participating securities and not in the process of delisting, save as otherwise permitted or required under the USM Rules.
- (b) With effect from (and including) the participation date, Shares which are in certificated form may be dematerialised in accordance with the USM Rules.
- (c) A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the ASR to the holder and/or transferee of a Share in connection with the dematerialisation of the Share. Such fee may be charged irrespective of whether the dematerialisation is initiated by the Company or requested by the holder or transferee.
- 22C Where Shares are participating securities, Shares which are in uncertificated form may be rematerialised in accordance with the USM Rules. The Company may issue a certificate to such Shares in certificated form in accordance with Articles 18 to 22.

- (32) 29 In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice ~~to be inserted at least once~~ published on the HK Stock Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means in accordance with these Articles or by advertisement published in the Newspapers.
- (33) 33 The Board from time to time at its discretion may extend the time fixed for any call and may extend such time as regards all or any of the Shareholders whom, due to residence outside the Relevant Territory or other cause, the Board may deem entitled to any such extension but no Shareholder shall be entitled to any such extension except as a matter of grace and favour.
- (34) 34 If the sum payable in respect of any call or instalment is not paid before or on the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 20% per cent per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.
- (35) 38 The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per cent per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend subsequently declared or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.
- (36) 39 Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, all transfers of Shares shall be effected by transfer in any manner permitted by and in accordance with the Listing Rules or in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time, or in uncertificated form through the UNSRT System, CCASS, or any other system approved by the stock exchange of the Relevant Territory or the SFC.

- (37) 40 ~~The~~Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of Shares may be effected in uncertificated form through the UNSRT System, CCASS, or any other system approved by the HK Stock Exchange or the SFC, without the need for a written instrument of transfer. For Shares held in certificated form, the instrument of transfer of any Share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. 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.
- (38) 41(a) The Board may, in its absolute discretion at any time and from time to time, remove any Share on the principal Register to any branch Register or the USM Register or any Share on any branch Register or the USM Register to the principal Register or any other ~~branch~~ Register.
- (39) 41(b) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time stipulate, and which agreement it shall, without giving any reason ~~thereforetherefor~~, be entitled in its absolute discretion to give or withhold) no Shares on the principal Register shall be removed to any branch Register or the USM Register nor shall Shares on any branch Register or the USM Register be removed to the principal Register or any other ~~branch~~ Register and all removals and other documents of title relating to or affecting the title to any share or other securities of the Company shall be lodged for registration, and be registered, in the case of any Shares on a branch Register, at the relevant Registration Office, and, in the case of any Shares on the principal Register, at the Transfer Office.

- (40) 41A (a) This Article applies to the Shares for so long as they are prescribed securities and not in the process of delisting, save as otherwise permitted or required under the USM Rules.
- (b) With effect from (and including) the participation date, the Shares may be transferred as follows:
- (i) if the Shares to be transferred are held by the transferor in certificated form, the Shares may be transferred by means of an instrument of transfer that complies with Articles 39 and 40 and the USM Rules; and
- (ii) if the Shares to be transferred are held by the transferor in uncertificated form, the Shares may be transferred by means of a specified request from the transferor and the transferee that complies with the USM Rules.
- (c) Notwithstanding paragraph (b)(ii) in this Article, Shares held by the transferor in uncertificated form may be transferred by means of an instrument of transfer if the Board is satisfied that it is not reasonably practicable to transfer them by means of a specified request.
- (d) A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR for registering any instrument of transfer, specified request or other document relating to or affecting the title to any Share.

- (41) 43 The Board may also ~~decline to recognise any instrument of~~refuse to register a transfer of any Share unless:
- (a) ~~a fee of such amount not exceeding the maximum as the HK Stock Exchange amount as may from time to time determine~~be prescribed by the ASR Code (as the case may be) or the HK Stock Exchange to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company in respect of the registration;
 - (b) where the transfer is effected by an instrument of transfer, the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the Shares to which it relates, 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);
 - (c) where the transfer is effected by an instrument of transfer, the instrument of transfer is in respect of only one class of Share;
 - (d) the Shares concerned are free of any lien in favour of the Company; and
 - (e) ~~if applicable and where the transfer is effected by an instrument of transfer, the instrument of transfer is properly stamped.~~
- (42) 44A Without prejudice to Articles 42 to 44, the Board may refuse to register a transfer of any Share in the following circumstances:
- (a) if the Shares to be transferred are held by the transferor in certificated form, and a specified request is sent;
 - (b) if the Shares to be transferred are held by the transferor in uncertificated form, and:
 - (i) the specified request is not sent in accordance with the operating rules of the Company's ASR; or
 - (ii) subject to Article 41A(c), an instrument of transfer is lodged;
 - (c) if the Board is entitled to do so by virtue of Article 44B; or
 - (d) on any other ground provided under the USM Rules.

- (43) 44B (a) This Article applies to the Shares for so long as they are prescribed securities and not in the process of delisting, save as otherwise permitted or required under the USM Rules.
- (b) Without prejudice to Articles 42 to 44A, the Board may refuse to register the transfer or transmission of any Share if:
- (i) the Share is in certificated form and a dematerialisation request in respect of that Share and any other Share covered by the same certificate as that Share is not received or is refused under the USM Rules;
- (ii) the Share is in uncertificated form as a result of the Company having initiated its dematerialisation, and the fee payable in respect of the dematerialisation remains unpaid; or
- (iii) the transferor, transferee or transmittee (as applicable) of the Share is not a system-member of the UNSRT System operated by the Company's ASR.
- (44) 45 If the Board shall refuse to register a transfer of any Share, it shall, within two Months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal. Where Article 41A applies, and the Board refuses to register a transfer of any Share, a notice of refusal must be sent to the transferor and transferee within such period as indicated in the ASR Code.
- (45) 46 Upon every transfer of Shares held in certificated form, the certificate in respect thereof held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and, subject to Articles 18A and 22B, (i) a new certificate shall upon request by the transferee be issued to the transferee in respect of the Shares transferred to him as provided in Article 18, and (ii) if any of the Shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him upon his request as provided in Article 18. The Company shall retain the instrument of transfer.
- (46) 47 The registration of transfers of Shares may be suspended when the Register is closed in accordance with Article 17(d).
- (47) 54 If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends and bonuses declared in respect of the forfeited Share and not actually paid before the forfeiture. The Board may accept the surrender of any Share liable to be forfeited hereunder and in such cases references in these Articles to forfeiture shall be deemed to include surrender.

- (48) 56 A person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, nevertheless, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the forfeited Shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment (including the payment of such interest) at such rate not exceeding 20% per cent per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the Shares at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares. For the purposes of this Article any sum which by the terms of issue of a Share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the Share or by way of premium, shall notwithstanding that such time has not yet arrived be deemed to be payable on the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.
- (49) 61(b) In the event of a forfeiture of Shares the Shareholder shall be bound to deliver and shall forthwith deliver to the Company ~~the~~any certificate or certificates held by him ~~for~~in respect of the Shares so forfeited and in any event ~~the~~any certificates ~~representing~~evidencing Shares so forfeited shall be void and of no further effect.
- (50) 62 At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall be held within a period of six Months after the end of the Company's financial year (or any longer period authorised by the HK Stock Exchange). Each general meeting (including an annual general meeting, any adjourned meeting or a postponed meeting) may be held as a physical meeting in the Relevant Territory or elsewhere, as a hybrid meeting or as an electronic meeting, as may be determined by the Board, and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings in its absolute discretion.

- (51) 64 The Board may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the requisition of one or more ~~Shareholder(s)~~Shareholders holding, ~~at on~~ the date of deposit of the requisition, ~~a minority stake in the total number of issued Shares, and the minimum stake required to do this shall not be higher~~not less than 10% per cent of the voting rights (on a one vote per Share basis) in the issued share capital of the Company (excluding treasury shares). Such Shareholder(s) shall ~~also~~ be entitled to add resolutions to the agenda for the extraordinary general meeting concerned. ~~Any~~Such requisition ~~referred to in the second sentence of this Article must be~~shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may ~~do~~ convene a physical meeting at only one location which will be the Principal Meeting Place in the same manner, as nearly as possible, as that in which meetings may be convened by the Board, 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.

- (52) 65 An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall ~~specify the place, the day, the hour and the agenda of the meeting and~~ include (a) the time and date of the meeting, (b) if the meeting is to be a physical meeting or a hybrid meeting, the place of the meeting, and, if there is more than one Meeting Location as determined by the Board pursuant to Article 68A(a), the principal place of the meeting (the "**Principal Meeting Place**"), (c) if the meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and details of the electronic facilities for attendance and participation by electronic means at the meeting (which electronic facilities the Board may, in its absolute discretion, change from time to time and from meeting to meeting) or information on where such details will be made available by the Company prior to the meeting, and (d) particulars of the resolutions to be considered at ~~that~~ the meeting and, in the case of special business (as defined in Article 67), the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% per cent of the total voting rights at the meeting of all members of the Company.
- (53) 67(a)(vi) the granting of any mandate or authority to the Board to offer, allot, grant options over, or otherwise dispose of the unissued Shares representing not more than 20% per cent (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (vii) of this Article; and
- (54) 68 ~~Unless otherwise specified, for~~ For all purposes the quorum for a general meeting shall be two Shareholders entitled to vote and present in person (or, in the case of a Shareholder ~~being which is a corporation, represented by its duly authorised representative~~) or by proxy ~~and entitled to vote, including attendance by electronic means~~. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

- (55) 68A (a) The Board may, in its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“**Meeting Location(s)**”) determined by the Board in its absolute discretion, in addition to or in lieu of (as applicable) physical attendance at the Principal Meeting Place. If a Shareholder participates (whether in person or by proxy, or, in the case of a Shareholder which is a corporation, by its duly authorised representative) in such a meeting in such a way, that Shareholder shall be deemed to be present at the meeting, counted in the quorum for it and entitled to vote at it, and the meeting shall be duly constituted and its proceedings valid, provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Shareholders, their proxies and/or duly authorised representatives are able to participate in the meeting.
- (b) Each person wishing to attend and participate in a general meeting by way of electronic facilities shall be responsible for maintaining electronic facilities which enable the person to do so. Subject to Article 68A(d), the inability of a person to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings or resolutions passed at the meeting.
- (c) Without prejudice to any other power which the chairman of a general meeting may have under these Articles or at common law, the chairman may, in his absolute discretion, adjourn, or direct the adjournment of, the meeting if, at any time during it, he considers that the electronic facilities at the Principal Meeting Place or at any Meeting Location have become inadequate for the purposes referred to in Article 68A(a) or are otherwise inadequate to permit the meeting to be conducted in an orderly manner.
- (d) If it appears to the chairman of a general meeting that the electronic facilities at the Principal Meeting Place or at any Meeting Location have become inadequate for the purposes referred to in Article 68A(a), or are otherwise inadequate to permit the meeting to be conducted in an orderly manner, or that violence or the threat of violence, unruly behaviour or other disruption is occurring at any Meeting Location, the chairman may, without the consent of the meeting, interrupt or adjourn the meeting. All business transacted at the meeting until the time of the adjournment shall remain valid.

(e) The Board, and, at any general meeting, the chairman of the meeting, may make such arrangements and impose such requirements and/or restrictions as the Board or the chairman (as applicable) considers appropriate to ensure the security and orderly conduct of the meeting, including, without limitation, requiring evidence of identity to be produced by the attendees, searching their personal property, restricting the items that may be brought to the meeting and determining the number, frequency and duration of questions that may be raised at the meeting. Each Shareholder who attends the meeting (whether in person or by proxy, or, in the case of a Shareholder which is a corporation, by its duly authorised representative) shall comply with all such arrangements, requirements and/or restrictions and shall also comply with all requirements and/or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive, and a person who refuses to comply with any arrangement, requirement or restriction referred to in this Article may be refused entry to the meeting or ejected (physically or electronically) from it.

(f) If, after notice of a general meeting has been sent but before the meeting is held, or after a meeting has been adjourned but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider it inappropriate, impracticable, unreasonable or undesirable for any reason to hold the meeting or adjourned meeting on the date, or at the time, place or by way of the electronic facilities, specified in the notice convening the meeting or adjourned meeting, they may, without the consent of any of the Shareholders, change or postpone the date, time or place of the meeting or adjourned meeting, change the electronic facilities for it and/or change the form of it to a physical meeting, an electronic meeting or a hybrid meeting. Without prejudice to the foregoing, the Directors shall have the power to direct that the meeting or adjourned meeting is to be held solely by way of electronic facilities.

(56) 69 If a quorum is not present within 15 minutes from the time appointed for the a general meeting-a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved-but in. In any other case-it, the meeting shall stand adjourned to the same day in the next week and shall be held at such time and place as shall be decided by the Board, and if at such adjourned meeting(where applicable) place, and in any form and manner referred to in Article 62, which the chairman of the meeting (or, in default, the Board) may determine in his or its absolute discretion. If a quorum is not present at such adjourned meeting within 15 minutes from the time appointed for holding the meetingit, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder beingwhich is a corporation, by its duly authorised representative) or by proxy (including by electronic means) and entitled to vote shall beconstitute a quorum and may transact the business for which the meeting was ealledconvened.

- (57) 70 The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the ~~Vice~~vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or ~~Vice~~vice chairman, or, if at any general meeting neither of such chairman or ~~Vice~~vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting.
- (58) 70A If the chairman of a general meeting is unable to continue to preside because of a failure of the electronic facilities by which he was participating in the meeting (in the case of a hybrid meeting or an electronic meeting), the vice chairman (if any) of the Company shall preside as chairman for the remainder of the meeting or until the original chairman is able to resume. If there is no vice chairman, or the vice chairman is not present or is unwilling to act, any Director present shall preside, or, failing this, any Shareholder present and chosen by the Shareholders present at the meeting shall preside.
- (59) 71 The chairman of ~~the~~a general meeting may, with the consent of ~~any general~~the meeting ~~at which a quorum is present~~(provided that it is quorate), and shall, if so directed by the meeting, adjourn ~~any meeting from time to time and from place to place as the meeting shall determine~~the meeting to any time, change the place of the meeting to any other place, and change the form of the meeting to any other form, in each case as determined by the meeting. Whenever a meeting is adjourned for 14 days or more, at least seven clear days² notice, specifying the place, or the electronic facilities (as applicable) and the day and the hour of the adjourned meeting, shall be given in the same manner as infor the ease of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting ~~needs to need~~ be given, nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

- (60) 72 At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll, save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in which case ~~every~~each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy (~~ies~~including by electronic means) shall have one vote, provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the ~~Chairman's duties~~duty of the chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

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 by:

- (a) at least two Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

- (61) 79 Subject to Article 15E and any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share other than any treasury shares of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way. Treasury shares shall not be voted and shall not be counted in the total number of issued Shares for the purposes of determining the results of any vote of the Shareholders, whether on a show of hands or on a poll. Votes (whether on a show of hands or on a poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
- (62) 79A Each Shareholder has the right to speak and ~~vote at a general meeting, (except where~~ ~~that~~ ~~Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration)~~ vote at a general meeting, whether the meeting is a physical meeting, a hybrid meeting or an electronic meeting. Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
- (63) 87 The instrument appointing a proxy shall be in writing and shall be under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation; ~~either under seal or~~ or other non-natural person, under the hand of an officer or attorney ~~its~~ duly authorised representative, or (subject to any limitations imposed by the Company's ASR) may be an authenticated message that is attributable and addressed as described in the USM Rules. An instrument of proxy may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy was given. Subject to any limitations imposed by the Company's ASR, such notice may be sent by means of an authenticated message that is attributable and addressed as described in the USM Rules.

- (64) 88A (a) The Company may, in its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy 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 may be sent by electronic means to that address, subject to any limitations or conditions specified by the Company when providing the address.
- (b) Without limiting the generality of the previous paragraph, the Company may from time to time determine whether any such electronic address is to be used generally, for all matters, or only for particular meetings or purposes; and, if the latter, the Company may provide different electronic addresses for different purposes. The Company may also impose conditions on the transmission and receipt of electronic communications, including any security or encryption arrangements the Company may specify. Any document or information required to be sent to the Company under this Article that is sent by electronic means shall not be treated as validly delivered to, or deposited with, the Company unless it is received at the electronic address designated by the Company for that purpose in accordance with this Article. If the Company has not designated an electronic address for the receipt of a document or information, that document or information shall not be treated as validly delivered to, or deposited with, the Company if it is sent to the Company by electronic means.

- (65) 105(c) if he absents himself from the meetings of the Board during a continuous period of six Months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board ~~pass~~passes a resolution that he has by reason of such absence vacated his office; or
- (66) 105(h) if he shall be removed from the office by notice in writing served on him signed by not less than ~~¾~~three-quarters in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.
- (67) 153(b) Subject to the Companies Act, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and attend to all allotments and issues of fully paid Shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any Shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Shareholders concerned, and no Shareholders who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Shareholders by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of all Shareholders interested in a capitalisation issue any agreement with the Company or other(s) providing for such capitalisation and matters in connection therewith and any agreement made under such authority shall be effective and binding upon all concerned. Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. To the extent necessary, the Board may make arrangements to calculate a Shareholder's rights separately in respect of the portion of Shares held by the Shareholder in certificated form and the portion held in uncertificated form where it is impracticable to do otherwise.

(68) 160(a)(i) ...

- (D) the Dividend (or that part of the Dividend to be satisfied by the allotment of Shares as aforesaid) shall not be payable in cash in respect whereof the cash election has not been duly exercised (the “**non-elected Shares**”) and in lieu and in satisfaction thereof Shares shall be allotted credited as fully paid to the holders of the non-elected Shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company’s reserve accounts (including any special account, or share premium account (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the Shares to be allotted on such basis and apply the same in paying up in full the appropriate number of Shares for allotment and distribution to and amongst the holders of the non-elected Shares on such basis; or

...

- (69) 168 All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for one year after having been declared by the Company ~~until~~ ~~claimed and, notwithstanding any entry in any books of the Company~~ may be invested or otherwise made use of by the Board for the benefit of the Company or otherwise howsoever; ~~and until claimed and, notwithstanding any entry in any books of the Company,~~ the Company shall not be constituted a trustee in respect thereof. All Dividends, bonuses or other distributions or the proceeds of the realisation of any of the foregoing unclaimed for six years after having been declared may be forfeited by the Board and, upon such forfeiture, shall revert to the Company and, in the case where any of the same are securities of the Company, may be re-allotted or re-issued for such consideration as the Board thinks fit and the proceeds thereof shall accrue to the benefit of the Company absolutely.
- (70) 175(c) Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who have, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than ~~twenty-one~~ 21 days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements.

- (71) 176(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in ~~its~~their place for the remainder of the term.
- (72) 180(a) Except where otherwise expressly stated, any notice or document (including any corporate communication or actionable corporate communication) to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time ~~and subject to this Article~~, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.
- (73) 180(b) Except where otherwise expressly stated, any notice or document (including any corporate communication or actionable corporate communication) to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder ~~either~~by any of the following means: (i) personally or; (ii) by sending it through the post in a prepaid envelope or wrapper addressed to such that Shareholder at his registered address as appearing in the register or by the address of that Shareholder set out in the Register; (iii) by addressing it to that Shareholder and leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it; (iv) by way of advertisement in the Newspapers; In in accordance with the Listing Rules; (v) by way of electronic communication sent to any address which that Shareholder may have provided or as otherwise permitted by the Listing Rules, without the need for any further written authorisation from that Shareholder; (vi) by publishing it on a website in accordance with the Listing Rules and notifying that Shareholder that it has been so published, without the need for further written authorisation from that Shareholder; or (vii) by any other means permitted by the Listing Rules and/or the rules of any competent regulatory authority. In the case of joint holders of a share~~Share~~Share, all notices shall be given to that one of the joint holders whose name stands first in the ~~register~~Register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be ~~authorised~~notified by the Shareholder ~~concerned or by publishing it on a website and notifying the Shareholder concerned that it has been so published~~or as otherwise permitted by the Listing Rules.

- (74) 180(e) The Board may from time to time specify the form and manner in which a notice, instruction, information or document may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice, instruction, information or document may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board, failing which it shall be deemed not to have been received by the Company.
- (75) 181(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting ~~up~~ a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he is served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

- (76) 181(c) If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the ~~share~~Share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him.
- (77) 183 A notice or document may be given by the Company to the person entitled to a Share in consequence of the death, mental disorder, bankruptcy or liquidation of a Shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title of representative of the deceased, the trustee of the bankrupt or the liquidator of the Shareholder, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice or document in any manner in which the same might have been given if the death, ~~mental~~mental disorder, bankruptcy or winding up had not occurred.
- (78) 184 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any Share shall be bound by every notice in respect of such ~~share~~Share which prior to his name and address being entered on the register shall have been duly served to the person from whom he derives his title to such ~~share~~Share.
- (79) 185 Any notice or document delivered or sent by post to, or left at the registered address of any Shareholder in pursuance of these Articles, shall notwithstanding that such Shareholder be then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have been duly served in respect of any registered Shares whether held solely or jointly with other persons by such Shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such Shares.
- (80) 193(a)(ii) upon expiry of the said period of 12 years, the Company has caused ~~an advertisement~~ to be inserted in the Newspapers an advertisement, or, subject to the Listing Rules, has given notice by electronic means in accordance with these Articles, of its intention to sell such Shares and a period of three Months has elapsed since the date of such advertisement (or, if published more than once, the first thereof);

(81) 194(c) ...

(c) any instrument of transfer of Shares which has been registered at any time after the expiry of six years from the date of registration; and

(d) any other document, on the basis of which any entry in the Register is made, at any time after the expiry of six years from the date on which an entry in the Register was first made in respect of it;₂

...

(82) 195 ...

(iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of Shares equal to such shortfall as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted or not prohibited by law, the share premium account) for such purpose until such additional nominal amount of Shares is paid up and allotted as aforesaid and until then no Dividend or other distribution shall be paid or made on the fully paid Shares then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of Shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one Share in the ~~like~~same manner as the Shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

...

(83) 196(d) ~~Such of the provisions of~~In these Articles as are applicable to, provisions which apply to fully paid Shares ~~shall also apply to stock, and the words~~. Accordingly, unless the context otherwise requires, a reference to a “Share” ~~and “Shareholder” herein shall include~~includes “stock” and a reference to a “Shareholder” or “Shareholders” includes “stockholder” or “stockholders” and “member” or “members”.

**ELECTRONIC INSTRUCTIONS FROM SHAREHOLDERS AND PAYMENT OF
CORPORATE ACTION PROCEEDS**

- (84) 198 To the extent permitted by applicable law, and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:
- (a) accept instructions from Shareholders and the Company's securities holders transmitted by electronic means, including meeting attendance indications, proxy appointments, revocations, voting directions, dividend elections, payment choices and responses to corporate communications, subject to such reasonable authentication measures as the Board may determine from time to time;
 - (b) accept payment from Shareholders and the Company's 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 Shareholders and its securities holders to subscribe for any new securities; and
 - (c) pay any corporate action proceeds (including proceeds paid by the Company to Shareholders and the Company's 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 PROCESS

- (85) 199 (a) The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance, the USM Rules and the ASR Code, to facilitate the dematerialisation, holding, transfer and registration of Shares or other prescribed securities in uncertificated form through electronic means, including the UNSRT System or any other system approved by the SFC and the HK 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 that such adoption complies with all applicable laws and regulations.
- (b) 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 USM regime.
- (c) 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 laws of the Cayman Islands.

NOTICE OF 2026 ANNUAL GENERAL MEETING



BYTE META **BYTE METAVERSE HOLDINGS LIMITED** **比特元宇宙控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8645)

Notice is hereby given that the 2026 ANNUAL GENERAL MEETING (“**2026 AGM**”) of Byte Metaverse Holdings Limited (the “**Company**”) will be held at Room 318, Unit 3, Building 1, Dabaihui Life and Health Industrial Park, No. 2028 Shenyang Road, East Community, Haishan Street, Yantian District, Shenzhen, Chinese Mainland on Thursday, 12 November 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the Directors and independent auditor for the year ended 30 June 2026.
2.
 - (a) To re-elect Mr. Yu Decai as an Executive Director.
 - (b) To re-elect Mr. Tian Jia as an Executive Director.
 - (c) To re-elect Mr. Ng Der Sian as an Independent Non-executive Director.
 - (d) To re-elect Mr. Tan Chenhui as an Independent Non-executive Director.
 - (e) To authorise the Board of Directors of the Company to fix the respective Directors’ remuneration.
3. To re-appoint Forvis Mazars CPA Limited as the independent auditor and to authorise the Board of Directors of the Company to fix its 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF 2026 ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. 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, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the grant of the awards under the Share Award Scheme;
 - (iii) the exercise of options under the Share Option Scheme; and

NOTICE OF 2026 ANNUAL GENERAL MEETING

- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

- 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 set out in items 4 and 5 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 5 of 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 the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution.”

NOTICE OF 2026 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

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

“THAT

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the present English name of the Company be changed from “Byte Metaverse Holdings Limited” to “Mekong Supercompute Holdings Limited” and the cessation of use of Chinese name “比特元宇宙控股有限公司” as the dual foreign name of the Company, with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands; and
- (b) any one director of the Company, the secretary of the Company be and is hereby authorised on behalf of the Company to do all such acts and things and execute and deliver all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

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

“THAT:

- (a) subject to the passing of the special resolution set out in item 7 of the Notice and the proposed change of name of the Company becoming effective, the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purposes of identification) be and are hereby approved and be adopted as the new amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name in place of the former English name of the Company and cessation of the use of the former dual foreign name in Chinese of the Company on the register of companies and issues a certificate of incorporation on change of name; and
- (b) any one director of the Company, the secretary of the Company or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New

NOTICE OF 2026 ANNUAL GENERAL MEETING

Memorandum and Articles of Association and to make each registration or filing that is required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

By Order of the Board
Byte Metaverse Holdings Limited
Yu Decai
Chairman and Executive Director

Hong Kong, 30 September 2026

As at the date of this notice, the Board comprises Mr. Yu Decai and Mr. Tian Jia as Executive Directors; Ms. Jin Yangyang as Non-executive Director; and Mr. Ng Der Sian, Mr. Tan Chenhui and Ms. Zheng Li Ping as Independent Non-executive Directors.

Notes:

1. All the resolutions set out in this Notice shall be decided by poll.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:30 a.m. on Tuesday, 10 November 2026 (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's articles of association) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:30 a.m. on Tuesday, 10 November 2026 (Hong Kong time)) or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 9 November 2026 to Thursday, 12 November 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2026 AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 November 2026. The record date for the purpose of determination of entitlement to attend and vote at the 2026 AGM is Thursday, 12 November 2026 (Hong Kong time).
6. References to time and dates in this notice are to Hong Kong time and dates.